

Compliance and Governance Committee Charter
Kiatakinn Phatra Bank Public Company Limited

Roles, Duties, and Responsibilities

The Compliance and Governance Committee has the following roles, duties, and responsibilities as assigned by the Board of Directors:

1. Compliance

To ensure that the Bank and the Group companies comply with laws, regulations, rules, standards, and practices applicable to various transactions, as well as policies related to the Bank's and the Group companies' operations. The roles, duties, and responsibilities of the Compliance and Governance Committee regarding oversight in terms of adhering to laws and various regulations are as follows:

- 1.1 Approve the Annual Compliance Plan of the compliance unit; acknowledge the report on the operations of the compliance unit; and provide advice in relation thereto to ensure that the annual plan is fully implemented and achieves its objectives.
- 1.2 Provide an opinion on the Annual Compliance Report and report it to the Board of Directors.
- 1.3 Acknowledge the audit reports from regulatory bodies such as the Bank of Thailand, the SEC, etc.
- 1.4 Acknowledge and ensure that the Bank has a process to address the issues identified by regulatory audits and the issues discovered by the compliance unit.
- 1.5 Review, endorse, and/or approve working processes, policies, guidelines, and rules related to core compliance applied to the Group, particularly the Group's guidelines for business conduct, as assigned by the Board of Directors, and consider, endorse, and/or approve non-significant changes and report to the Board of Directors once a year.
- 1.6 Endorse the appointment, transfer, dismissal, and performance evaluation of the top executive of the compliance unit.
- 1.7 Acknowledge the risk framework in terms of legal and regulatory compliance and the results of the risk assessment based on such a framework, as well as review the outcomes from the evaluation of the adequacy and effectiveness of the risk framework of the Group in terms of compliance, whereby there are significant changes every year.
- 1.8 Provide guidance on compliance with the regulations and/or issues that have been presented with the aim of enhancing business operational efficiency.

1.9 Report on the committee's performance to the Board of Directors at least once a year and immediately if there is any significant incompliance with the rules of the regulators, the Bank, and/or the Group companies.

2. Corporate governance

To ensure that the Group has an effective and independent corporate governance system by specifying policies and operational procedures suitable for the business operations. The roles, duties, and responsibilities of the Compliance and Governance Committee, particularly on corporate governance in compliance with the standards and in good governance, are as follows:

2.1 Regularly review the corporate governance principles of the Bank and the Group companies and their compliance with international standards and suggestions of regulators; consider the assessment result of the Bank's and Group companies' corporate governance carried out by external entities; and recommend the development of the Bank's corporate governance principles to the Board of Directors for approval.

2.2 Review, endorse, and/or approve policies, guidelines, and regulations related to good governance in line with governance principles as assigned by the Board of Directors, as well as consider, endorse, and/or approve amendments regarding minor changes, and report to the Board of Directors once a year.

2.3 Review and endorse the scope of duties of the committees appointed by the Board of Directors to align with the responsibilities assigned by the Board of Directors and the relevant laws and regulations, and review the roles and duties in relation thereto at least once a year to seek approval from the Board of Directors.

2.4 Provide guidance on compliance with the regulations and/or issues that have been presented with the aim of enhancing business operational efficiency.

3. Sustainability development (ESG) governance

To oversee execution in accordance with the law and international regulations and guidelines based on sustainability principles and practices, or as determined by the Board of Directors. The roles, duties, and responsibilities of the Compliance and Governance Committee on environmental, social, and governance (ESG) or sustainability are as follows:

- 3.1. Endorse and provide guidance on the corporate sustainability goals as well as the strategic direction and policies regarding ESG, risks, and impacts, including climate-related matters affecting stakeholders from the Bank's and the Group companies' business operations, for the Board of Directors' approval.
- 3.2. Acknowledge and provide recommendations on progress reports and sustainability performance, as well as provide advice on business opportunities, particularly on sustainability and climate-related matters.
- 3.3. Endorse and approve the sustainability report and propose it to the Board of Directors for acknowledgment.
- 3.4. Acknowledge the framework of risk rising from ESG impacts, along with the results of ESG risk assessment, provide opinions and recommendations on the effectiveness of the ESG risk assessment outcome within the operations of the Bank and the Group companies, and provide opinions on matters concerning risk management and sustainability impacts to the Board of Directors or the Risk Oversight Committee.
- 3.5. Acknowledge the sustainability performance report, including initiative projects related to environmental sustainability, climate-related concerns, human rights, responsible investment and lending, and other relevant subjects, and provide opinions and recommendations for appropriate adjustments and enhancements. Present a performance report to the Board of Directors at least once a year and promptly report significant concerns.
- 3.6. Provide guidance on compliance with the law, regulations, and/or issues that have been presented for the Bank's and the Group companies with the aim of enhancing business operational efficiency.

The Compliance and Governance Committee shall meet at least once every quarter or as often as it deems appropriate. The quorum for the Compliance and Governance Committee's meetings consists of no less than half of the Compliance and Governance Committee members. The meeting resolution is passed by a majority vote of the committee members attending the meeting. The Compliance and Governance Committee may adopt a resolution without holding a meeting if all committee members sign their names on a copy of the text of such a resolution, and such a resolution shall have the same force and effect as if it had been adopted



at a duly convened meeting of the Compliance and Governance Committee. The Chairman of the Compliance and Governance Committee has a casting vote.