

TSFC Securities Public Company Limited
Corporate Governance Committee Charter

To ensure the Company's business operation are efficient, appropriate, and up-to-date, it deems necessary to revoke the current Corporate Governance Committee Charter, issued on March 1, 2023, and implement this Charter in its place. The following are the details of the revised Charter:

1. Objectives

In order to ensure that the operations of TSFC Securities Public Company Limited ("Company") comply with the good corporate governance principle, the Board of Directors has hence established the Corporate Governance Committee to encourage the Company's operation in terms of corporate governance in according with the Company's corporate governance policy and its Code of Conduct. This will enable the Company to grow sustainably by managing the business with ethics, efficiency, transparency, and accountability and to foster confidence in shareholders, investor and stakeholders.

2. Composition and Qualifications

- 2.1 The Board of Directors shall appoint the Corporate Governance Committee
- 2.2 The Corporate Governance Committee shall comprise at least 3 Directors, which consisting of a non-executive director, an independent director and a managing director.

3. Term of office

The Corporate Governance Committee serves a term of 3 years or is concurrent with being a director of the Company, whereby a member of the Corporate Governance Committee completing a term may be reappointed for another term as appropriate.

4. Cessation of Position

Members of the Corporate Governance Committee shall immediately cease to hold the position, in the event of:

- 4.1 Resignation / Death
- 4.2 Cessation of being a director of the Company
- 4.3 Lack of qualification for being a member of the Corporate Governance
- 4.4 Removal by resolution of the Board of Directors

5. Remuneration

The remuneration of members of the Corporate Governance shall be determined by the Board of Directors and approved by the shareholders meeting.

6. Meetings

- 6.1 The Corporate Governance Committee meeting shall be held at least 2 times a year. The Chairman of the Committee has the authority to convene additional meetings as deemed necessary.
- 6.2 A resolution is passed by means of majority votes where one Member is granted one vote. In the case of a tie, the Chairman of the meeting is to cast an additional deciding vote.
- 6.3 The Corporate Governance Committee may invite relevant parties, external experts, individuals with expertise, or those deemed necessary to attend the meetings or provide explanations on related matters.

7. Roles, Duties, and Responsibilities

- 7.1 Formulate and recommend good corporate governance policies, which include pertinent and substantial operational guidelines, to the Board of Directors for approval.
- 7.2 Revise and enhance the corporate governance policy to ensure that it is current and compliant with applicable laws and regulations, and recommended any proposed amendments to the Board of Directors for approval.
- 7.3 Supervise and ensure that established guidelines for communicating, monitoring, and evaluating compliance with the corporate governance policy are followed in order to provide the Board of Directors with a report.
- 7.4 Oversee the disclosure of corporate governance, code of conduct, and other corporate governance policies, including the annual corporate governance performance report of the Corporate Governance Department as required by the Securities and Exchange Commission (SEC).
- 7.5 Review the Corporate Governance Committee Charter annually to ensure that it is up-to-date and in compliance with laws and regulations, and recommended any proposed amendments to the Board of Directors for review and approval.
- 7.6 Perform any other tasks as assigned by the Board of Directors.

8. Self-Assessment

The Corporate Governance Committee is responsible for conducting self-assessments of its performance and reporting the results to the Board of Directors once a year.

9. Report

The Corporate Governance Committee is responsible for regularly reporting the performance of duties at every meeting to the Board of Directors, as well as any other matters that the Board of Directors deems significant to be informed, revised, or improved to be adequacy.

This Corporate Governance Committee Charter shall be effective from February 23, onward, approved by the Board of Directors Meeting No. 1/2024 held on February 22, 2024.

(Mrs. Kesara Manchusree)

Chairperson of the Board of Directors

Primary Responsible Unit: Corporate Governance Working Committee