

As at December 31, 2023, the Company's Board of Directors comprised of 6 directors as follows:

	<u>Name</u>	<u>Title</u>
1.	Dr. Areepong Bhoocha-oom	Chairman and Independent Director Chairman of Good Corporate Governance Committee, Member of the Audit Committee and Member of Nomination and Remuneration Committee
2.	Ms. Sopawadee Lertmanaschai	Independent Director and Chairman of Nomination and Remuneration Committee, Chairman of the Audit Committee and Member of Good Corporate Governance Committee
3.	Mr. Hans Johan Patrik Sandin	Independent Director and Member of the Audit Committee, Member of Nomination and Remuneration Committee and Member of Good Corporate Governance Committee
4.	Mr. Ricardo Nicanor Jacinto	Independent Director and Member of the Audit Committee and Member of Good Corporate Governance Committee
5.	Mr. Arapat Sangkharat	Executive Director and Member of Good Corporate Governance Committee
6.	Mr. Oh Lau Chong Jin	Executive Director and Member of Nomination and Remuneration Committee and Member of Good Corporate Governance Committee

The Board of Directors has appointed Company Secretary whose duties and responsibilities are as stipulated in the Securities and Exchange Act (No. 5) B.E. 2559, an amendment of the Securities and Exchange Act B.E. 2535.

Ms. Panut Javalkul has been appointed as Company Secretary of the Company. She has working experience in company secretarial from listed company and has attended and passed the Company Secretary Program course Batch 97 from the Thai Institute of Directors Association.

Authorized Directors who can sign on behalf of the Company

The Authorized directors who can sign on behalf of the Company are Mr. Oh Lau Chong Jin and Mr. Arapat Sangkharat, jointly sign with the Company's seal affixed.

Scope of Power and Duties of the Board of Directors

1. To manage the Company's operations to ensure compliance with the objectives and articles of association of the Company and resolutions of the Company's meeting of shareholders with honesty and due care for the interests of the Company.

2. To set goals, guidelines, policies, operating plans and budget of the Company, control and supervise the administration of the Executive Committee to ensure the management has performed competently and in compliance with the policies prescribed in an efficient manner. Exceptions to this are transactions such as increase/decrease of capital, issuance of debentures, selling or transferring the business of the Company in whole or in major part, buying or taking control of other companies, amending the memorandum of association or articles of association, and giving benefits to directors. In such matters, the Board of Directors needs to obtain approval from a shareholders meeting prior to carrying out such transactions.

3. The Board of Directors may, as deemed appropriate, elect some directors and management as members of the Executive Committees, provided that they shall have power and duties to conduct the Company's business as delegated and authorized by the Board of Directors. The Board of Directors shall elect one member of the Executive Committee as Chairman of the Executive Committee.

4. Notify the related transactions of oneself and affiliated entities in the management of the Company or a Subsidiary.

5. Plan the annual meeting schedule with company secretary and notify for the Board of Directors since the beginning of each year to prepare to attend the meetings.

The Company has a policy that quorum for a meeting of Board of Directors shall be two third of its total company directors to pass a resolution. For the Year ended December 31, 2023, each director attended at least 75% of Board meeting held in financial year which comply with the requirement of the Company's Policy.

Detail of Job Description of Chairman of Board of Directors

To clearly separate the scope of power and duties in setting the policy and management of the Company. The Company, therefore, set the Chairman of the Board of Directors and Chief Executive Officer to be different person. Details of job Description of Chairman of Board of Directors are as follows;

1. Convene the Board of Director's Meeting, acting as the Chairman of the Board of Director's meeting and Annual General Shareholder's meeting as well as co-formulating the agenda with Chief Executive Officer;
2. Control the Meeting to be effectively functioned and in line with the Company's Article of Association. Encourage the directors to express opinion independently; and
3. Support and encourage the Company's director to fully execute their roles and responsibilities within the scope of power and duties and good corporate governance.
4. Oversea and monitor the operation and management of Board of Directors and Sub-Committee to meet the Company's goal and objective.
5. Acting as the final person to decide the vote in Board of Directors meeting in the event of equal votes.

Detail of Job Description of Chief Executive Officer

1. Formulate business plan and objectives of the organization as well as working procedures to ensure they correspond to rules, regulations and policies of the Company and relevant regulatory agencies and propose them for consideration and approval by the Board;
2. Prepare annual business budget for consideration and approval by the Board;
3. Manage the Company in accordance with business plan and objectives under annual business budget as approved by the Board as well as monitor performance of tasks as assigned by the Board;
4. Supervise subordinates to ensure they perform their tasks and duties in accordance with specified objectives and plans;
5. Coordinate in formulation of solutions to problems that may occur in the Company's operation
6. Prepare HR and training plans to ensure they conform to business plans and policies of the Company; and
7. Perform other tasks as assigned by the Board.

Scope of Duties and Responsibilities of the Corporate Secretary

1. Prepare and maintain the following documents:
 - a. Directors' Registry;
 - b. Notices for the Board of Directors' Meetings, Minutes of the Board of Directors' Meetings and Annual Report of the Board of Directors; and
 - c. Notices for the Shareholders' Meetings and Minutes of the Shareholders' Meetings.
2. Maintain the Report on Stake Holdings of Directors and Management;
3. Carry out other tasks as assigned by the Board of Directors.

Sub-Committees

The Company has established a sub-committee which has been appointed by the Board of Directors or the shareholders' meeting to assist in the management and supervision of the administration of companies, including 5 committees as follows: (1) Executive Committee (2) Audit Committee (3) Management Risk Committee (4) Nomination and Remuneration Committee and (5) Good Corporate Governance Committee. Scope of Duties and Responsibilities Authorities and responsibilities of Board of Directors and Sub-Committees shall align with its Charter of Board of Directors and Sub-Committees and review at least once a year or when change of authorities and responsibilities. The Board is to consider and delegate authority and responsibility to make clear on daily work policy, indicating the Chairman of the Board is irrelevant with daily work management of the Company and the Chairman of the Board provides regularly support and recommendation on business operation to CEO while CEO is to perform responsibility of corporate management under delegated power control from the Board of Directors and by law such as significant investment transaction, transaction with connected persons, acquisition of disposal of assets and dividend payment. To ensure that all employees understand the rules, regulations, code of business conduct, and do the right thing right. The Company had conducted to all employees to do the rules and regulations testing on company's intranet and had evaluated the level of understanding of employees from the testing results to improve the communication to employees to understand and aware of their role in promoting corporate governance . In addition to employees shall do the rules testing as a part of key performance indicators (KPIs) and the employees who had joined to work during the year, they shall do the rules testing which is considered to be a part of the performance evaluation. The Company also encourages employees to aware of the compliance culture which is the key performance indicators (KPIs).

1. The Executive Committee (EXCO)

As at December 31, 2023, the Company's Executive Committee is comprised of 8 members as follows:

	Name	Title
1.	Mr. Arapat Sangkharat	Chairman of the Executive Committee
2.	Mr. Koh Swee Ong	Member of the Executive Committee
3.	Mr. Vichet Pornsinsiruk	Member of the Executive Committee
4.	Mrs. Wantana Petchlerkwong	Member of the Executive Committee
5.	Mr. Sittiporn Sorngarn	Member of the Executive Committee
6.	Ms. Sumarin Intarak	Member of the Executive Committee
7.	Mrs. Kritsayakul Kongchai	Member of the Executive Committee
8.	Ms. Kanitta Teerabutwongkul	Member of the Executive Committee

Scope of Power and Duties of the Executive Committee (EXCO)

The EXCO shall function as the highest management approving authority of Thailand's Management Committees. Its key functions, activities and authorities shall include but not be limited to the following:

1. To provide the strategic direction of critical projects and future business growth;
2. To review and endorse planning and resource allocation activities in support of critical initiatives including investment commitments and procurement activities;
3. To review and endorse business plans/proposals of the respective business units;
4. To approve the development and launch of new products and/or services;
5. All financial matters of Thailand, within its authority, including capital management;
6. To consider and/or participate in business partnerships, joint ventures, mergers and acquisitions for Thailand;
7. Procurement activities for purchases of assets, services, resources etc., in excess of delegated country and/or individual authorities;
8. Divestment of assets and investments in excess of delegated country and/or individual authorities;
9. Internal restructuring, dissolution and/or amalgamation activities of both the business and operational functions of Thailand;
10. Human resource related matters including the recruitment, removal, reassignment, etc. of senior management and office bearers in excess of delegated country and/or individual authorities;
11. To participate in setting and reviewing significant key performance indicators in order to monitor the quality and performance of Thailand's businesses and operations;
12. Remuneration and compensation packages for senior staff and office bearers in excess of delegated country and/or individual authorities;
13. Maybank Group related matters, impacting Thailand;
14. Deliberate and monitor the resolution progress and/or closure of both supervisory concerns and internal audit/review findings;
15. Organization of public relations and/or marketing campaigns in excess of delegated country and/or individual authorities;
16. Oversight of country's management committees and Terms of Reference; and
17. Any other matters as instructed by the Board.

The EXCO does not have the power to approve any transactions or matters where there is a conflict of interest with the Company or its subsidiary (if any). Disclosure of transactions with conflict of interest must be made to the Board of Directors for consideration.

Scope of Power and Duties of the EXCO is in accordance with guidelines for granting power by the Board of Directors that was authorized by the Board of Directors' meeting no. 2/2012 held on May 3, 2012.

Any matters that are beyond the scope as specified above will not be under the EXCO's responsibility unless so authorized by the Board of Directors on a case-to-case basis.

For the Year ended December 31, 2023, the EXCO held 12 meetings, and in each meeting, at least two-third of the Executive Committee members attended the meeting.

2. Audit Committee

The Audit Committee comprises of 4 directors as follows:

	Name	Title
1.	Ms. Sopawadee Lertmanaschai	Chairman of the Audit Committee and Independent Director
2.	Mr. Hans Johan Patrik Sandin	Member of the Audit Committee and Independent Director
3.	Dr. Areepong Bhoocha-oom	Member of the Audit Committee and Independent Director
4.	Mr. Ricardo Nicanor Jacinto	Member of the Audit Committee and Independent Director

Scope of Duties and Responsibilities of the Audit Committee

1. Review the Company's financial reports to ensure their accuracy and sufficient disclosure of information by coordinating with external auditors and management responsible for preparing quarterly and yearly financial reports. The Audit Committee may suggest issues or matters to be included for review or audit by the external auditors while auditing of the Company is proceeding;

2. Review adequacy and effectiveness of internal control system and internal audit function, consider independence of internal audit function and approve nomination, transfer and relinquishment of position of head of internal audit function or other functions related to internal audit;

3. Review the Company's compliance with the Securities and Stock Exchange Act, rules and regulations of the Stock Exchange of Thailand or other laws relating to securities businesses;

4. Consider and advise on appointment of the external auditor of the Company, including the audit fee by considering the credibility, the adequacy of existing resources, the firm's performance and experience of its professional staff. The Audit Committee has to participate in meeting with the external auditor without management participation at least once a year;

5. Consider connected transactions or other transactions with potential conflict of interest to ensure they are conducted properly in accordance with relevant SET rules for the best interest of the Company;

6. Conduct any other matters assigned by the Board of Directors and agreed by the Audit Committee such as reviewing the Company's financial and risk management policies, reviewing compliance with the Code of Conduct by the management and reviewing all important reports in conjunction with the management to be disclosed to the public as required by law (e.g. management report and management, discussion and analysis (MD&A)); and

7. Report activities of the Audit Committee in the Company's annual report signed by the Chairman of the Audit committee. Such reports should include the following information:

- Opinion on accuracy, completeness and reliability of the Company's process of reporting and disclosing financial information;
- Opinion on sufficiency of the Company's internal control system;
- Supporting reasons whether or not the Company's external auditors should be re-appointed;
- Opinion on the Company's compliance with the Securities and Stock Exchange Act, rules and regulations of the Stock Exchange of Thailand or other laws relating to its businesses; and
- Other reports deemed appropriate to be disclosed to shareholders and general investors as assigned by the Board of Directors.

3. The Nomination and Remuneration Committee

The Nomination and Remuneration Committee is comprised of 4 directors as follows

	Name	Title
1.	Ms. Sopawadee Lertmanaschai	Chairman of the Nomination and Remuneration Committee and Independent Director
2.	Dr. Areepong Bhoocha-oom	Member of the Nomination and Remuneration Committee and Independent Director
3.	Mr. Oh Lau Chong Jin	Member of the Nomination and Remuneration Committee and Non-Independent Director
4.	Mr. Hans Johan Patrik Sandin	Member of the Nomination and Remuneration Committee and Independent Director

Scope of Duties and Responsibilities of Nomination

1. To nominate qualified candidates as new directors or CEO; and
2. To determine the procedures and criteria for nomination of Company's directors or CEO and ensure the procedures are made on a transparent basis.

Scope of Power and Duties of Remuneration

1. To be responsible for formulating the Company's policies with regard to employment and compensation for employment or termination of employment to be granted or awarded to the Company's employees or directors, and determining the level of compensation and other remunerations to be granted to employees and directors;
2. To determine and set fair and clear compensation of any kind to be granted or awarded to directors and employees of the Company;
3. To consider granting or awarding compensation of any kind to management as appropriate, including payment of bonus and payment in the form of securities granting;
4. To conduct any activities deemed necessary and appropriate in conforming with compensation policy regarding form, procedures and details about allocating of securities to employees;
5. The Chairman of the Nomination and Remuneration Committee would be responsible for providing any information necessary for conducting research in regard to employment to external advisors freely;
6. The Nomination and Remuneration Committee would be responsible for controlling expenses incurred to employ such independent external advisors as well as considering and reviewing appropriate compensation rate, taking into account all relevant factors;
7. The Nomination and Remuneration Committee would specify compensation base, increase in compensation and the overall compensation policy. The Nomination and Remuneration Committee will report such matters directly to the Board of Directors and provide opinion on the compensation to be made to senior management.

The Nomination and Remuneration Committee would accept and listen to opinion as provided by the CEO and the COO, and provide recommendations to the Board of Directors for approval.

4. The Good Corporate Governance Committee

The Good Corporate Governance Committee was set up in accordance with the resolution of the Board of Directors' meeting No.6/2007 held on November 18, 2007. The Good Corporate Governance Committee consists of the members as follows:

	Name	Title
1.	Dr. Areepong Bhoocha-oom	Chairman of the Good Corporate Governance Committee and Independent Director
2.	Ms. Sopawadee Lertmanaschai	Member of the Committee and Good Corporate Governance Committee and Independent Director
3.	Mr. Arapat Sangkharat	Member of the Committee and Non Independent Director
4.	Mr. Oh Lau Chong Jin	Member of the Committee and Non Independent Director
5.	Mr. Hans Johan Patrik Sandin	Member of the Committee and Independent Director
6.	Mr. Ricardo Nicanor Jacinto	Member of the Committee and Independent Director

Scope of Duties and Responsibilities of the Good Corporate Governance Committee

1. Determine good corporate governance principles and business ethics & professional conducts of directors, executives and employees;
2. Monitor, evaluate the result of conformance with good corporate governance principles and business ethics & professional conduct by of directors, executives and employees and provide any suggestions regarding such matters;
3. Arrange any activities to encourage directors, executives and employees to understand more about good corporate principles and realize the necessity to conform to specified business ethics and professional conduct; and
4. To ensure full and fair disclosure of conformance with good corporate governance principles in the Company's annual report.

5. The Management Risk Committee

The Company's Management Risk Committee is comprised of 8 members as follows:

	Name	Title
1.	Mr. Arapat Sangkharat	Chairman of the Management Risk Committee
2.	Mr. Sittiporn Sorngarn	Member of the Management Risk Committee
3.	Mr. Koh Swee Ong	Member of the Management Risk Committee
4.	Mr. Vichet Pornsinsiruk	Member of the Management Risk Committee
5.	Mrs. Wantana Petchlerkwong	Member of the Management Risk Committee
6.	Mrs. Kritsayagul Kongchai	Member of the Management Risk Committee
7.	Mrs. Vipawadee Lerssrisuriya	Member of the Management Risk Committee
8.	Ms. Kanitta Teerabutwongkul	Member of the Management Risk Committee

Scope of Duties and Responsibilities of the Management Risk Committee

1. To carry out the instructions of the Maybank Group;
2. To advise senior management on all matters relating to risk management, including regulatory risk compliance, risk governance and capital management;
3. To collaborate with senior management in establishing risk appetite (including risk monitoring and reporting mechanism) for all Maybank KE Thailand's businesses;
4. To independently assess and report to all stakeholders on the risk management activities and performance of Maybank KE Thailand and/or its related businesses;
5. To assess, comment and make necessary recommendations related to all risk initiatives from Maybank Group, which may impact Maybank KE Thailand;
6. To provide risk oversight to all the businesses of Maybank KE Thailand;
7. To assess, approve and recommend to the Group Management Risk Committee (GMRC) for approval of the development and/or launch of new products and/or services within Maybank KE Thailand; and
8. To assess, review, monitor, approve and recommend to the KE Board and/or GMRC for approval of the credit and discretionary delegated approval authorities (no financial authorities).

6. The Credit Underwriting Review Committee

The Credit Underwriting Review Committee is comprised of 5 members as follows:

	Name	Title
1.	Mr. Oh Lau Chong Jin	Chairman of the Credit Underwriting Review Committee
2.	Mr. Arapat Sangkharat	Member of the Credit Underwriting Review Committee
3.	Mr. Koh Swee Ong	Member of the Credit Underwriting Review Committee
4.	Mr. Hans Johan Patrik Sandin	Member of the Credit Underwriting Review Committee and Independent Director
5.	Mr. Ricardo Nicanor Jacinto	Member of the Credit Underwriting Review Committee and Independent Director