Board Charter

1. Vision

The Board of Directors of Finansia Syrus Securities Public Company Limited ("Board of Directors") has set a vision to be a company that "build wealth by upgrading investment" and sets goals for stakeholders as follows:

- Customers: to be a financial services provider in the capital markets to meet the needs of customers
- Employees: to be a company that cares about employees
- Shareholders: to be a company that provides a sustainable return on investment
- Regulators: to be a company that operates in strict accordance with the rules
- Society & Environment: to be a company that is socially and environmentally responsible

2. Responsibilities

The Board of Directors has the powers, duties, and responsibilities in the operation of the Company. Each director must perform his or her duties for the best interest of the organization and be responsible for the performance of the Board jointly and equally. The Board of Directors has duties and responsibilities as follows:

2.1 Regulatory

The Board of Directors has the powers, duties, and responsibilities in managing the Company to be in accordance with the law, objectives, articles of association, resolutions of the Board of Directors, and resolutions of the shareholders' meeting, as well as ensuring that the Company has an effective control, supervision, and audit mechanism in order to continuously monitor the operations for the Company to conduct business with fairness, transparency, and responsibility to all stakeholders under the principles of corporate governance. This includes the following actions:

(1) set visions, missions, policies, strategies, and business goals, and supervise the Management to operate in accordance with the visions, missions, policies, strategies, and financial goals, with the goal to create value for the Company and all stakeholders in a sustainable manner;

(2) set policies and measures to maintain the security of information technology systems and policies on information technology resource allocation and management. This covers the allocation of resources sufficient to run the business and setting guidelines to support in case of insufficient resource allocation, including overseeing the organization's risk management, including information technology risk management and management;

(3) ensure that the Company conduct business with ethics, responsible for social and environment, does not violate the rights of stakeholders, and promote the creation of innovations that create value for the business along with benefits for customers and all stakeholders;

(4) ensure that the Company has a balance of power in the Board of Directors, by emphasizing the proportion or number of independent directors and effective balancing duties of directors;

(5) ensure that the Company has an effective internal control, as well as having an organizational structure that facilitates effective control, supervision, and audit (Three Lines of Defense);

(6) ensure that the Company discloses important corporate governance information to shareholders and the public in the annual report and on the Company's website;

(7) ensure that there is an evaluation of the performance of the entire Board of Directors, the Chairman's performance, and the performance of individual directors with a self-evaluation and/or cross-evaluation or an independent evaluation (third-party evaluation);

(8) ensure that there is there is an assessment of the performance of the CEO and the Company's advisors at least once a year;

(9) ensure that there is a succession plan for the CEO for business continuity;

(10) ensure the preparation of minutes of the Board of Directors' meetings, which include details of discussions on important issues. The Company Secretary shall submit the minutes of meetings certified by the Board of Directors meeting to the relevant regulators in accordance with the prescribed rules;

(11) ensure that the Company and its subsidiaries have a good and efficient risk governance framework, and a policy on appropriate compensation, taking into account the current and potential risks;

(12) ensure that the Company and its subsidiaries have good corporate governance policies that take into account all stakeholders appropriately, including corporate social and environmental responsibility policy, conflict of interest policy, Code of Conduct for directors, executives, and employees, business code of conduct, fair customer service management policy, effective whistleblowing policy and procedures, and anti-corruption policy, and supervise the management to implement such policies;

(13) ensure that the Company and its subsidiaries have effective control, supervision, and audit mechanisms, such as proper balance of power in the Board of Directors, appropriate and necessary roles and duties of various sub-committees in order to help support the performance of the Board of Directors, also, ensure that the Company and its subsidiaries have effective internal control as well as having an organizational structure that facilitates independent and effective control, supervision, and inspection (Three Lines of Defense);

(14) establish the Executive and Risk Oversight Board, the Audit Committee, the Nomination, Remuneration, and Corporate Governance Committee, and other sub-committees to support the performance of the Board of Directors as necessary and appropriate, taking into account the size, complexity, nature of business, and risks, as well as the Company's and subsidiary's long-term strategy and operations.

3. Authority

The powers of the Board of Directors are as stipulated by laws, objectives, and articles of association of the Company, as well as resolutions of the Board of Directors and resolutions of the shareholders' meeting, including the following:

3.1 appoint and approve the roles and duties of the sub-committees, change the members of the sub-committees that have been appointed, and set the remuneration for the sub-committees (not more than the total amount approved by the shareholders);

3.2 appoint and determine the remuneration and conditions of employment in the position of CEO, successor to the CEO, and the Company's advisors;

3.3 approve

3.3.1 Vision, Mission, Policy, and Strategic Plan (review annually);

3.3.2 annual business plan;

3.3.3 annual budget;

3.3.4 quarterly, half-yearly, and annual financial statements;

3.3.5 interim dividend payment;

3.3.6 changes in the organizational structure at the group level and other important organizational changes;

3.3.7 acquisition, establishment, disposition, or suspension of important assets or any business of the Company and subsidiary;

3.3.8 entering into connected transactions in which the size of the transaction is significant to the Company and subsidiary;

3.3.9 issuing financial instruments or any other securities;

3.3.10 public statement on policy or important strategies;

3.3.11 risk management policy;

3.3.12 authority of the Board of Directors:

(1) the Board of Directors authorizes the CEO or any designated person to initiate binding contracts and authorize payments for expenses that are approved in accordance with the business plan and capital expenditure budget, in accordance with the rules and the internal authority table which is classified in order of authority.

(2) the Board of Directors has authorized a certain amount of special budget for the CEO to carry out projects or make necessary expenses in addition to the budget approved under the business plan and capital expenditure for projects with expenses exceeding the limit that the CEO has been approved. The Board of Directors will consider the project as proposed by the Management before giving approval.

(3) the Board of Directors will approve the credit limit that exceeds the specified authority. Limits in excess of the authority of the Executive and the Risk Oversight Board and the CEO must be approved by the Board of Directors.

3.3.13 changes in any authority that the Board of Directors has delegated to other persons to perform;

3.4 delegate certain authority from time to time to sub-committees.

4. Composition

4.1 The Board of Directors consists of independent directors, non-executive director, and executive directors. The number of directors as determined by the shareholders' meeting, but not less than 5, with at least 3 directors or one-third of the total number of directors (whichever is higher) being independent directors and not more than one-third of the total number of directors being executive directors.

4.2 The Board of Directors consists of individuals with a wide range of experiences and skills. There must be at least one independent director who has sufficient knowledge and experience to be able to review the reliability of the financial statements and must not be under any of the following prohibitions:

4.2.1 being or having been a bankrupt;

4.2.2 being an incompetent or quasi-competent person;

4.2.3 carrying on any business of the same nature as and competing with that of the Company, whether on his own account or on account of another person, unless already informed the shareholders' meeting prior to his/her appointment;

4.2.4 having been convicted by the court's final judgment on the offences relating to property committed with dishonest intent;

4.2.5 having been a director, a manager, or a person with power of management of a financial institution which had its license revoked, unless an exemption has been granted by the Capital Market Supervisory Board;

4.2.6 having been a director, a manager, or a person with power of management of any other securities companies, unless it is exempted under the rules, conditions and procedures as specified in the notification of the Capital Market Supervisory Board;

4.2.7 having been removed from a position of chairman, director, or manager in accordance with the provisions of other laws;

4.2.8 having been a political official;

4.2.9 having been a government official with responsibility to supervise securities companies, an officer of the Bank of Thailand, or of the SEC, except in cases where:

(1) an appointment is made with the approval from the Capital Market Supervisory Board for the purpose of assisting in the operation of a securities company; or

(2) an appointment is made in accordance with Section 145 of the Securities and Exchange Act;

(3) the securities company is a state enterprise under the law relating to budget procedures.

4.2.10 being a person not having educational qualification, work experience, or other qualification as specified in the notification of the Capital Market Supervisory Board;

4.2.11 having other prohibited characteristics as specified in the notification of the Capital Market Supervisory Board.

5. Appointment, Termination, and Term of Office

The Nomination, Remuneration, and Corporate Governance Committee will consider names of qualified persons to be directors of the Company from the nominations of shareholders and directors, and will also nominate qualified persons who pass the aforementioned selection to the Board of Directors and/or the shareholders for consideration and election as the Company's directors (as the case may be). The Company has established the criteria and methods for appointing and vacating the position of directors as follows:

5.1 The shareholders' meeting will elect directors to take office according to the structure of the Board of Directors with the following criteria and methods:

(1) Each shareholder is entitled to 1 share for 1 vote;

(2) Each shareholder may exercise all his/her votes under (1) to elect one or more than one person as director or directors; however, the shareholder shall not allot his/her votes to any person in any number;

(3) Persons receiving the highest scores in descending order shall be elected as directors equal to the number of directors to have or to be elected at that time. In the event that the persons elected in descending order have equal votes exceeding the number of directors required to have, the Chairman of the meeting shall have one more vote to be the casting vote.

5.2 At every Annual General Meeting, one-third (1/3) of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall retire.

5.3 A director who vacates office under this Section may be re-elected.

5.4 Any director who will resign from the position shall submit a resignation letter to the Company. The resignation will be effective from the date the resignation letter reaches the Company.

5.5 The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall retire.

5.6 In addition to the retirement by rotation, directors will vacate office upon

(1) death;

(2) resignation;

(3) lacking qualifications or having prohibited characteristics under the provisions of Public Limited Company Act and Securities and Exchange Act;

(4) a resolution passed by a shareholders' meeting to remove any director from office prior to the expiration of his/her term with a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote and holding shares in aggregate not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.

5.7 In the case where the position of the director is vacant for reasons other than the expiration of the term, the Board of Directors shall elect a person who has qualifications and does not have any prohibited characteristics under relevant laws and announcements to be a replacement director at the next Board Meeting, unless the remaining term of that director is less than 2 months, whereby the person who replaces the director will be in the position of the director for the remaining term of the director he/she replaces. In this regard, the resolution of the Board of Directors must consist of votes of not less than three-fourths of the number of remaining directors.

5.8 An independent director can hold office for a period of not more than 9 years unless there is a reasonable ground to continue to hold the position.

6. Holding a Position in Another Juristic Person

Directors can be directors in companies listed on the stock exchange both in Thailand and abroad but the total should not exceed 5 listed companies. The position of director in the Company shall be included as one of the listed companies on the stock exchange.

In this regard, directors are obliged to notify information of their position in other companies or juristic persons whenever there is a change to the Nomination, Remuneration, and Corporate Governance Committee and the Board of Directors.

7. Norms for being a director

The Board of Directors is responsible for recruiting and selecting persons with knowledge and ability to take the position of director to match the Company's strategy and business operations. The person who is nominated as a director must have qualifications as prescribed by law, including knowledge and expertise divided into 3 parts as follows:

(1) knowledge, expertise, or experience in macro management;

(2) knowledge, expertise, or experience in specific fields such as law, accounting, finance, economics, information technology, etc.;

(3) knowledge, expertise, or experience in other areas such as risk management, corporate governance, social responsibility and sustainability (ESG), etc.

In addition, in considering the nomination of any person as a director, the Board of Directors must consider the ability of such persons to help the Board of Directors perform their duties more carefully, the ability to make rational business decisions, the ability to think strategically which shows experience in leadership and professional expertise at a high level, honesty, as well as having other suitable personal qualities.

8. Director orientation

Newly appointed directors will receive an orientation prior to taking office. A person assigned by the Board of Directors will participate in providing information on the Company's vision, strategy, business goals, and important actions, as well as guidelines for being a director of a listed company.

9. The Board of Directors' meeting

The Company has the following requirements for the Board of Directors' meeting:

(1) At the Board of Directors' meeting, not less than one-half of the total number of directors must be present in order to constitute a quorum.

(2) The Board of Directors must hold meetings at least 6 times a year and must meet at least once every 3 months. Meeting schedule and agenda shall be set in advance so that directors can manage their time and attend meetings. In the event that the Board of Directors does not have a monthly meeting, the Board of Directors should require the Management to report the operating results to the Board of Directors for the month in which the meeting is not held in order to enable the Board of Directors to be able to supervise and control the operations of the Management on a continuous and timely basis.

The Board of Directors' meetings can be held via electronic means and its notice can be sent via electronic mail. The procedures for organizing meetings via electronic means are in accordance with the Company's Articles of Association and related rules.

(3) Directors are required to attend at least 75% of the total number of meetings held each year unless there is a reasonable cause and necessity.

(4) Notice, agendas, and supporting documents for the Board of Directors' meeting must be sent to the directors at least 5 business days in advance of the meeting so that the directors have enough time to study the information except in the case of necessity and urgency to preserve the rights or benefits of the Company.

(5) During voting process at the Board of Directors' meeting, there must be no less than two-thirds of the total number of directors present.

(6) The decision of the meeting shall be made by a majority of votes unless there is any law stipulating otherwise, whereby one director has 1 vote. If the votes are equal, the Chairman of the meeting shall have an additional vote as a casting vote.

(7) Any director who has vested interest, whether directly or indirectly, in any matter, has no right to participate in decision-making or vote, and shall not participate or be involved in that matter. Such director must inform the Board of Directors' meeting before the meeting of the reasons for having any such vested interests.

(8) The Board of Directors should ensure that there is a mechanism for each director and the Management to have the freedom to propose matters that are beneficial to the Company as agenda and encourage senior executives to attend

the meeting as they directly relate to the issue and to have an opportunity to get to know senior executives for consideration of succession plans.

(9) The Board of Directors should give non-executive directors an opportunity to meet among themselves as necessary in order to discuss various issues related to management that are of interest without the involvement of the Management and should inform the CEO of the meeting results.

(10) The Board of Directors should ensure that the Company Secretary is obliged to provide advice on various legal and regulatory matters that the Board of Directors must know, supervise the preparation of meeting documents, important documents, and activities of the Board of Directors, as well as coordinating to ensure compliance with the Board's resolutions. The Company Secretary should also receive training and develop knowledge in certified courses.

10. Sub-committees

The Board of Directors has the power to appoint sub-committees, as well as appoint and remove directors in any sub-committees, taking into account the suitability of supporting the Board of Directors. In this regard, the Board of Directors must establish the Audit Committee, the Executive and Risk Oversight Board, the Nomination, Remuneration, and Corporate Governance Committee, and other sub-committees to support the performance of the Board of Directors as necessary and appropriate, taking into account size, complexity, nature of business, and risks, as well as the Company's long-term strategy and operations.

In addition, the Board of Directors is responsible for approving the charter of the each sub-committee.