

## **Nomination, Remuneration, and Corporate Governance Committee Charter**

### **1. Composition and Qualifications**

- 1.1 The Nomination, Remuneration, and Corporate Governance Committee (“NRCG Committee”) is appointed by the Board of Directors with a minimum of 3 persons. The members of the NRCG Committee (“NRCG directors”) must be independent directors or non-executive directors. The proportion of independent directors must be more than half of the total number of directors. The Board of Directors shall appoint one NRCG director to be the Chairman of the NRCG who should be an independent director.
- 1.2 NRCG directors must have the appropriate knowledge, abilities, and experience, as well as having knowledge and understanding of their qualifications, duties, and responsibilities.
- 1.3 The NRCG Committee appoints the Secretary of the NRCG Committee.

### **2. Term of Office and Meeting**

- 2.1 NRCG membership term is equal to the term of directorship of the Company unless the Board of Directors has a resolution otherwise.
- 2.2 The NRCG Committee shall hold meetings as it deems appropriate, but there should be at least 2 meetings per year, which shall be called by the Chairman of the NRCG Committee. In the event that the Chairman is absent or unable to perform his/her duties, the person(s) authorized by the Chairman may summon a meeting on his/her behalf.  
  
NRCG Committee’s Meetings can be held via electronic means and its notice shall be sent via electronic mail.
- 2.3 At a meeting of the NRCG Committee, no less than half of the total number of NRCG members must be present in order to constitute a quorum.
- 2.4 The Chairman of the NRCG Committee shall be the Chairman of the meeting. In the event that the Chairman is absent or is unable to perform his/her duties, the NRCG members present at the meeting shall elect one NRCG member present to preside over the meeting.
- 2.5 The decision of the NRCG Committee's meeting shall be made by a majority of the NRCG directors present at the meeting, with one NRCG member having one vote. If the votes are equal, the Chairman of the meeting shall have an additional vote as a casting vote.

In this regard, NRCG directors who have vested interest in any matter have no right to vote on that matter, except for consideration of the remuneration set forth in this Charter.

### 3. Responsibilities

The NRCG Committee has duties and responsibilities in terms of nomination and remuneration of directors, Chief Executive Officer (CEO), and the persons with management authority of the subsidiary, in terms of human resource policy and corporate culture, corporate governance operations, as well as taking any other actions as assigned by the Board of Directors, which includes the following:

#### 3.1 Nomination

##### 3.1.1 Nomination of Directors

- (1) determine policies, rules, and procedures for nomination of directors to submit to the Board of Directors for approval;
- (2) select and nominate person(s) who are qualified and in accordance with relevant regulations and laws, as well as the Company's policies to propose to the Board of Directors for appointment or propose to the Board of Directors to further propose to shareholders' meeting for appointment (case by case basis) to hold the position of the Company's director and member of the sub-committees;
- (3) ensure that the Board of directors and sub-committees are in appropriate size and composition to suit the changing environment. The NRCG Committee must ensure that mechanisms or tools such as the Board Skill Matrix are in place to support the process of selecting and nominating candidates to serve as directors so that the composition of the committee consists of persons who behave well, have knowledge and experiences in various fields that are useful and in line with the Company's strategy and business operations for both short-term, medium-term, and long-term. The Board and sub-committees must consist of persons with knowledge, abilities, skills, and experience in various fields, namely 1) macro- management 2) specializations such as law, accounting, finance, economics, information technology, etc., and 3) other areas such as risk management, corporate governance, social responsibility, sustainability, etc. Also, the NRCG Committee must ensure that the Board is diverse in terms of gender, nationality, ethnicity, age, educational background, work experience, skills or knowledge, among other nuances, to ensure that the board structure is appropriate and diverse to support the Company to have sustainable growth.

##### 3.1.2 Recruiting the CEO and Consultant of the Company

- (1) determine the policies, rules, and procedures for selecting the CEO and the Company's advisors to propose to the Board of Directors for approval;
- (2) select and nominate persons who are qualified and in accordance with relevant regulations and laws to propose to the Board of Directors to appoint the CEO and the Company's advisor.

##### 3.1.3 Nomination of Directors and Executives of Subsidiaries

supervise and formulate policies, rules, and procedures for selecting directors and persons with power of management of subsidiaries in order to obtain directors and persons that are suitable for their duties, responsibilities, and job descriptions.

In addition, the NRCG Committee is also responsible for the disclosure of policies and details of the director and CEO recruitment process in the Company's annual report.

## **3.2 Remuneration**

### **3.2.1 Director's Remuneration**

- (1) determine compensation policy and other benefits including the amount of compensation and other benefits paid for the performance of duties of the Board and sub-committees, which reflects duties, responsibilities, and the risks involved, and must be clear and transparent, in accordance with the objectives and goals of the Company including the benefits of the Company in the long term. This shall be present to the Board for endorsement before proposing to the shareholders' meeting for approval, as the case may be;
- (2) ensure that directors receive remuneration that is appropriate for their duties and responsibilities. Directors who are assigned to perform additional duties and responsibilities should receive remuneration that is appropriate for their assigned duties and responsibilities;
- (3) set guidelines and provide an evaluation of the Board's performance (which consists of the Chairman, individual directors, and sub-committees) by means of self-assessment and/or annual cross-assessment to determine the annual remuneration. The evaluation results shall be used to develop the performance of directors;
- (4) ensure that the Company disclose remuneration and compensation in various forms, including remuneration paid to directors individually in the Company's annual report.

### **3.2.2 CEO's Remuneration**

- (1) determine the policy and amount of compensation and other benefits which are paid for the performance of the CEO's duties that reflect the objectives, duties and responsibilities, and the risks involved with clear and transparent guidelines in accordance with the objectives and goals of the Company including long-term benefits of the Company and present to the Board for approval;
- (2) ensure that the CEO receives compensation that is appropriate for his/her duties and responsibilities;
- (3) establish guidelines for evaluating CEO performance to determine annual compensation, which must take into account the duties and responsibilities and the risks involved;
- (4) ensure that the Company disclose compensation policies and the various forms of compensation paid to the CEO who are paid as employees, including details about the factors used in the overall performance evaluation, goals, and operations, as well as the opinions of the NRCG Committee;
- (5) scrutinize the Management's proposals on compensation policies, compensation plan, and special benefits other than wages for employees and propose to the Board of Directors for approval.

### **3.2.3 Remuneration of Directors and Persons with Management Authority of Subsidiaries**

supervise the determination of policies, rules, and procedures for the remuneration and any other benefits to directors and persons with management authority of the subsidiaries. The remuneration payment criteria shall be clear, transparent, and consistent with the major risks of the subsidiaries and appropriate to the duties and responsibilities and the nature of the work.

## **3.3 Human Resource Policy and Corporate Culture**

- 3.3.1 comment on the human resource policy to be in line with the Company's business strategy, which includes improving and developing people to have the right amount of knowledge, skills, experience and motivation, as well as giving importance to the diversity of personnel in terms of gender, age, ethnicity, etc.;

- 3.3.2 determine policies and supervise the preparation of a succession plan for the CEO position, by identifying the person who will be the successor and set up a human resource development system for preparation;
- 3.3.3 comment on plans for cultivating and developing organizational culture.

### 3.4 Corporate Governance

- 3.4.1 determine the Company's corporate governance policy to propose to the Board for approval and follow up to ensure compliance, including regularly reviewing and improving the policy to be appropriate;
- 3.4.2 supervise the operation of the Company to be in line with the corporate governance of the legal regulatory agencies, including other corporate governance principles with international standards;
- 3.4.3 ensure that the Company has a mechanism to ensure that shareholders are entitled to their rights as provided by law, including setting rules and giving shareholders an opportunity to ask questions, propose agenda and the name of a qualified person to be nominated as a director prior to the Annual General Meeting of Shareholders and to inform the shareholders of the reasons in the event that the shareholder's proposal is not considered.

## 4. External Consultant

The NRCG Committee may employ external consultant(s) for which the Company is responsible for such expenses.

## 5. Review and update of the Charter

The NRCG Committee will review this Charter every year and will suggest amendments as it deems appropriate for the Board of Directors to approve.

<b>Definition</b>		
1) "Company"		<i>means Finansia Syrus Securities Public Company Limited</i>
2) "Chief Executive Officer"		<i>means the top management of the Company, directors who are executives of the Company, as the case may be, or persons holding equivalent positions called by other names.</i>
3) "Persons with management authority"		<i>means</i> <i>(1) Chief Executive of the Subsidiary, Executive director of the subsidiary, as the case may be, or a person holding an equivalent position called by another name.</i> <i>(2) a person whom the Company enter into an agreement to authorize the power to manage all or part of the subsidiary.</i> <i>(3) a person who, by circumstance, has the power to control or dominate the manager, director, or management of the subsidiary.</i>
4) "Consultant of the Company"		<i>means a person who is an advisor of the Company or a person who is like a director but is called consultant, including those who have such characteristics but called by other names as well. However, this does not include those who are hired to work for the Company, with the nature of the work that uses knowledge and technical skills or use specialized expertise such as accounting consultant, legal advisor, financial advisor, information technology consultant, tax consultant, language consultant, corporate communications consultant, insurance consultant, advanced quantitative modeling consultants, etc.</i>
5) "Independent Director"		<i>shall have the same meaning as specified in the Notification of the Capital Market Supervisory Board No. Tor.Jor. 39/2016 Re: Approval of Offer for sale of newly issued shares and/or the amended announcement (if any).</i>
6) "Executive Director"		<i>means a director who performs administrative duties holding a senior management position from the position President.</i>