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THE CHARTER OF INFORMATION TECHNOLOGY COMMITTEE AND DIGITAL TRANSFORMATION

KCG CORPORATION PUBLIC COMPANY LIMITED

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**The Charter of  
Information Technology Committee and Digital Transformation**

**1. Definitions**

"Company"	refers to	KCG Corporation Public Company Limited
"Information Technology Committee"	refers to	Information Technology Committee of the Company
"Information Technology Committee Member"	refers to	Member of the Company's Information Technology Committee
"Information Technology"	refers to	Information Technology and Digital Transformation
"Chairman"	refers to	Chairman of the Board of Directors of KCG Corporation Company Limited

**2. Objectives**

The Information Technology Committee is responsible for supervising the policy framework and providing guidance on the information technology management strategies in accordance with the Company's business plan, strategy, and budget. Monitors and pushes the information technology operations of various departments to be linked together flexibly, quickly, easy to use, and beneficial in order to achieve operational efficiency.

The Information Technology Committee is also responsible for overseeing the digital transformation of the organization by incorporating the information technology with new businesses or using innovation to create new products or directing the use of technology to adjust the work process through cooperation with internal and external agencies that are involved in linking digital technology with a network or cooperating with business alliances and personnel that share the same goals to enhance competitiveness.

Moreover, the Information Technology Committee prioritizes cybersecurity and digital technology risks. Gives advice on the management of key personnel responsible for information technology and digital transformation in order to create business sustainability.

### **3. Composition**

- 3.1 The Information Technology Committee shall consist of no less than 3 company directors. The Board may also appoint an outsourcing expert on technology as a part of a member of the Information Technology Committee.
- 3.2 The Information Technology Committee shall consist of directors who have knowledge, expertise, and experience in digital technology. They shall have an understanding of the Company's business, customers, and related parties.
- 3.3 The Board shall elect a member of the Information Technology Committee to be the Chairman of the Committee. and the Chairman of the Committee shall appoint a secretary to the Information Technology Committee to assist with scheduling meetings, preparing the meeting agenda, delivering meeting documents, and recording meeting minutes.

### **4. Qualifications**

- 4.1 Have a vision and demonstrate initiative. Have good coordination and communication skills.
- 4.2 Have perseverance and determination to achieve the set goal.
- 4.3 Be able to devote sufficient time.
- 4.4 Have performance of loyalty and widely accepted as an individual.
- 4.5 Constantly seeking and pursuing new knowledge and technology.
- 4.6 Always be the leader in technology.

### **4. Appointment, Term of Office and Dismissal**

#### **4.1 Appointment**

The Board of Directors shall appoint members of the Information Technology Committee.

- 4.2 The Information Technology shall have the same term of office as a company director.
- 4.3 Outsourcing experts who are appointed as members of the Information Technology Committee shall have a term of office of 2 years. The Board may reappoint or dismiss as deemed appropriate.

4.3.1 In addition to vacating office in clause 5.2, the Information Technology Committee shall vacate office immediately upon

- (1) Resignation
- (2) No longer holds a position of company director
- (3) Lacks the qualifications of the Information Technology Committee
- (4) Resolution of the Board

4.3.2 The member of the Information Technology Committee who wishes to resign shall submit a resignation letter to the Chairman of the Board. The resignation shall be effective from the date the resignation letter is received by the Chairman of the Board unless otherwise stated in the resignation letter.

4.3.3 In the event that a position in the Information Technology Committee becomes vacant for reasons other than the expiration of the term, the Board of Directors shall appoint a fully qualified person to fill the vacant position so that the number of the Information Technology Committee meets the requirement of the Charter. The replacement of the Information Technology Committee will only serve for the remainder of the term. The appointment shall be in place within 90 days of the dismissal date.

## 5. Duties and Responsibilities

- 5.1 Supervise the formulation of the policy framework, guide the direction of the information technology management strategy, and digital transformation whether systems or software of the infrastructure, in accordance with the Company's business plans, strategies, and budgets.
- 5.2 Supervise the approval of significant issues related to the direction and policies of information technology. Advise the Board as necessary on the various impacts related to information technology.
- 5.3 Supervise digital transformation planning or directing the use of information technology in the work process. Change the work process by cooperating with in-house and outsourcing departments that are involved in linking digital technology with a network or cooperate with business alliances and personnel that share the same goals to enhance competitiveness.
- 5.4 Support and promote the establishment and development of the information and communication technology systems. Maintain confidentiality, data retention, and data security, as well as prevent leakage of insider information to unrelated persons.
- 5.5 Provide a monitoring and assessment system for cybersecurity and technology risks at least every 6 months.

- 5.6 Assign the relevant departments of the Company to study the advancement of information technology for digital transformation in order to increase efficiency, reduce production costs and assist in business operations and competition of the Company to be at an acceptable risk level.
- 5.7 Provide advice on the management of key personnel responsible for information technology and digital transformation in order to create business sustainability.
- 5.8 Submit an Annual Report on the "Information Technology and digital transformation environment" and give advice on increasing the Company's potential with information technology to the Board of Directors.
- 5.9 Coordinate with other subcommittees to oversee the transition and corporate governance related to information technology in preparation for the improvement of business and competitiveness efficiency.
- 5.10 The Information Technology Committee has the authority to hire an outsourcing expert with extensive experience in information technology to provide commentary and recommendations if deemed necessary to the Information Technology Committee at the expense of the Company.
- 5.11 Perform any other tasks as assigned by the Board of Directors.

## **6. Development**

The Board of Directors, as well as executives and employees, shall receive training and development regarding information technology and digital transformation continually at the expense of the Company.

## **7. Meetings and Quorum**

- 7.1 The Information Technology Committee meetings shall be held at least once a quarter.
- 7.2 The Chairman of the Information Technology shall convene a meeting or assign the secretary of the Information Technology to deliver a meeting invitation letter to the Information Technology Committee Member at least seven days prior to the meeting date. In case of emergency, meetings can be convened by other means and scheduled to an earlier date.
- 7.3 The Information Technology Committee may, if necessary, hold a meeting via electronic media in accordance with applicable laws (if any). This type of meeting shall be treated the same as a regular meeting in which the Information Technology Committee meets at the same location in accordance with the laws and this charter.
- 7.4 To constitute a quorum, at least half of the Information Technology Committee shall be present at the meeting.

7.5 In the event that the Chairman of the Information Technology Committee is absent or unable to perform duties, members of the Information Technology Committee that attended the meeting shall elect a member of the Information Technology Committee to be the Chairman of the meeting.

7.6 A majority vote of the Information Technology Committee Meeting determines the resolution. One director has one vote. Directors who have a conflict of interest with agenda items are prohibited to vote on the agenda item. In the event of a tie, the Chairman of the meeting shall cast the deciding vote.

## **8. Reporting**

8.1 The Information Technology Committee shall report the resolutions or any other reports that the Board should acknowledge at the next Board meeting.

8.2 Prepare a performance report signed by the Chairman of the Information Technology Committee to be disclosed in the Annual Report.

## **9. Performance Assessment**

The Information Technology Committee shall conduct a self-assessment as an individual and the entire Board in order to report the evaluation results, problems, and obstacles that may impede the achievement of the established goal to the Board of Directors for acknowledgment annually.

## **10. Remuneration**

The Nomination and Remuneration Committee is responsible for determining the remuneration of the Information Technology Committee and seeking approval from the Board prior to proposing to the Annual General Meeting of shareholders for approval.

The Shareholders' Meeting is responsible for determining the remuneration in the form of meeting allowances which may be decided on each occasion or remain in effect until changed.

## **11. Review**

The Information Technology Committee shall review this charter at least once a year and suggest amendments or modifications as it deems appropriate and propose to the Board of Directors for approval.

This Information Technology Committee was approved at the Board Meeting No. 9/2022, on November 1, 2022, and is effective as of the date of approval.

Dr. Chaiwat Wibulsawat  
Chairman of the Board  
KCG Corporation Public Company Limited