

Legal Committee Charter

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1. Objective

The Board of Governors of the Stock Exchange of Thailand (“**SET Board of Governors**”) has established the Legal Committee to provide advice, opinion and suggestions in relation to legal issues so that the performance of duty by the SET Board of Governors and the SET complies with the law and to provide recommendations in relation to various matters which will be beneficial to the operation of the SET.

2. Definition

- “Charter” means the Legal Committee Charter; and
- “SET” means the Stock Exchange of Thailand and its subsidiaries.

3. Composition and Office Term

3.1 The Legal Committee shall comprise of at least 5 members but not more than 9 members as follows:

- (1) At least 1 governor of the SET appointed by the Securities and Exchange Commission;
- (2) Legal and/or capital market experts; and
- (3) President of the SET.

The governor of the SET shall be the chairman of the Legal Committee.

The members of the Legal Committee shall not be authorized directors of securities companies, managers, vice-managers or persons holding equivalent positions under other names in securities companies.

3.2 The office term of the members of the Legal Committee is as follows:

- (1) The member of the Legal Committee who is the governor of the SET and President of the SET shall have an office term pursuant to the office term of the governor of the SET or the office term of the President of the SET, as the case may be.

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(2) The member of the Legal Committee who is a third party and is not a governor of the SET shall have an office term of 3 years on each occasion and may be eligible for reappointment after the end of the office term provided that he or she may not hold the position for more than 2 consecutive office terms unless the SET Board of Governors has considered and opined that it is necessary for him or her to hold the position for a longer period, in which case the position may be extended for another 1 office term albeit the office term shall not consecutively exceed 9 years.

In this regard, the member of the Legal Committee who is a third party under item (2) who holds the position for 2 or 3 office terms, as the case may be, may be eligible for reappointment after a period of 1 year has lapsed since the end of his or her office term.

- 3.3 When a member of the Legal Committee has held his or her position until the end of the office term or there exists any reason which prevents him or her from holding position until the end of the office term, the SET Board of Governors may consider appointing a new replacement member of the Legal Committee as deemed appropriate for the purpose of continuity in the performance of work unless the remaining office term of the member of the Legal Committee is less than 2 months, in which case the remaining members may continue with the performance of the duty without appointing a new replacement member. The new replacement member may hold the position only for the remaining office term of the member he or she replaces.
- 3.4 The head of the Legal Department or a person designated shall be the secretary of the Legal Committee and the Legal Committee may consider appointing an assistant to the secretary as deemed appropriate.
- 3.5 On each occasion of the appointment of a new member of the Legal Committee, the secretary of the Legal Committee shall make available documents and information beneficial to the performance of the duty by the new member including providing recommendations and guideline for the performance of work in relation to the role and duty of the Legal Committee (Orientation) to the new member.

4. Meeting

- 4.1 The meetings of the Legal Committee shall be scheduled at the dates and times for 1 year in advance so that members may allocate time to attend the meetings on each occasion.
- 4.2 The quorum of a meeting shall be at least half the number of all the members of the Legal Committee.
- 4.3 In an event the chairman of the Legal Committee is not present at a meeting, the members who attend such meeting shall select any one of the members to act as the chairman for the meeting.

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- 4.4 A resolution shall be passed by a majority of votes. In case of a tie, the chairman of the Legal Committee shall have the casting vote.
- 4.5 The secretary of the Legal Committee shall have the duty to schedule the meetings, prepare the meeting agenda, submit the documents for the meetings and record the minutes of the meetings. In this regard, the meeting invitation and documents for the meeting shall be delivered 7 days prior to the date of the meeting unless in case of necessity and urgency where the secretary of the Legal Committee may notify about the meeting via other means and deliver the documents for the meeting less than 7 days prior to the date of the meeting.
- 4.6 Any member of the Legal Committee who possesses direct interest in the matter being considered shall notify about such interest and shall be prohibited from considering such matter.

In case several members of the Legal Committee possess direct interest in the matter being considered such that the number of the members is less than that required for a quorum, for the purpose of forming a quorum, if such members have attended the meeting and had to leave the meeting afterwards, such members shall also be considered as part of the quorum and the voting shall be in accordance with the opinion of the remaining members.

In case the secretary of the Legal Committee knows that any member of the Legal Committee possesses direct interest in the matter being considered, the secretary shall not deliver the documents for such agenda to that member.

In this regard, the secretary of the Legal Committee shall record the incident of interest and non-participation of such member in the minutes of the meeting and shall not deliver the sections of the minutes of the meeting which contain agenda in which the member possesses interest to such member for consideration.

- 4.7 In case of an emergency or there exist other reasonable cause, the chairman of the Legal Committee may conduct a meeting via electronic means.

5. Duty and Responsibility

- 5.1 Provide advice, opinion and recommendations to the SET Board of Governors and the SET on matters relating to legal issues pursuant to the laws on securities and exchange, derivatives and any other laws, rules and regulations of the SET.
- 5.2 Consider matters relating to important information which is beneficial to the future operation of the SET (Forward Looking) and provide advice on matters relating to the operation of the SET based on a proactive approach or a precaution approach for the interest of the SET, opinion or recommendations on various matters which will be beneficial to the operation of the SET, and perform any other duties as assigned by the SET Board of Governors.

6. Revision to the Charter

The Legal Committee shall review and assess the adequacy and appropriateness of the Charter regularly on a yearly basis and propose it to the SET Board of Governors for consideration and approval.

7. Reporting

The performance of work by the Legal Committee shall be reported to the meetings of the SET Board of Governors on a regular basis every quarter.

8. Transitory Provisions

The continuing office term of the member of the Legal Committee who is a third party under item 3.2 (2) shall be counted continuously since such member has been appointed as a member of the Legal Committee.

SET Board of Governors

Approved on 18 January 2023