

## **Information Technology 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 Information Technology Committee with the duties to promote the operation, provide opinion beneficial to the development of works related to information technology of the SET Group, and encourage the development of innovation and appropriate use of technology in order to enhance the conditions of the Thai capital market.

## 2. Definition

- “Charter” means the Information Technology Committee Charter;
- “SET” means the Stock Exchange of Thailand;
- “Subsidiary” means a company or juristic person in which the SET holds more than 50 percent of the shares whether directly or indirectly;
- “SET Group” means the SET and Subsidiaries; and
- “Committee” means the Information Technology Committee.

## 3. Composition and Office Term

3.1 The Committee and the Chairman of the Committee are appointed by the SET Board of Governors.

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

- 1) At least 2 governors of the SET;
- 2) President of the SET;
- 3) Information technology experts; and
- 4) Chairman of the Information Technology Club of the Association of Thai Securities Companies.

3.3 The office term of the members of the Committee is as follows:

- 1) The member of the Committee who is a 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.

- 2) The member of the 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. At the end of such office term, at least a period of 1 year shall lapse before he or she becomes eligible for reappointment.
- 3.4 When a member of the 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 Committee as deemed appropriate for the purpose of continuity in the performance of work unless the remaining office term of the member of the 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.
- 3.5 The Head of the Information Technology Department shall be the secretary of the Committee, and the Committee may consider appointing an assistant to the secretary as deemed appropriate.
- 3.6 On each occasion of the appointment of a new member of the Committee, the secretary of the 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 Committee (Orientation) to the new member.

#### **4. Meeting**

- 4.1 The Committee shall convene a meeting at least once per quarter or at least 4 times per year. The Chairman of the Committee may convene additional meetings for a special purpose as deemed appropriate or upon request by at least half the number of the members of the Committee.
- 4.2 The meetings of the Committee shall be scheduled at the dates and times for one year in advance so that members may allocate time to attend the meetings on each occasion.
- 4.3 The quorum of a meeting shall be at least half the number of all the members of the Committee.

- 4.4 In an event the Chairman of the 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.
- 4.5 The Committee may invite any related person or person deemed suitable to attend a meeting or to provide clarification on any relevant matter.
- 4.6 The Committee may invite any third party with the knowledge and expertise as an advisor to attend a meeting at the expenses of the SET.
- 4.7 The secretary of the 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 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.
- 4.8 A resolution shall be passed by a majority of votes. In case of a tie, the Chairman of the Committee shall have the casting vote.
- 4.9 Any member of the Committee who possesses interest in the matter being considered shall notify about such interest and shall not consider such matter.

## **5. Duty and Responsibility**

- 5.1 Consider and provide suggestions to the SET Board of Governors on establishing and reviewing information technology governance framework regularly, including defining the processes related to information technology governance, such as the screening, the monitoring, and the reporting of important information technology plans, etc.
- 5.2 Provide advice and recommendations on information technology development strategy and policy of the SET including New Information Technology Strategic Projects of the SET Group in order to support operation as being center of capital market, to promote operation and give opinion which can benefit the development of information technology operations of the SET Group so as to meet the acceptable standard in the industry and to support innovation development and proper use of technology to raise the standard of Thai capital market to be comparable and able to compete with leading stock exchange within the region.
- 5.3 Consider and approve the following procurement:

5.3.1 Procurement pertaining to information technology project with a limit exceeding Baht 20 million but not more than Baht 50 million. As for the transaction which exceeds Baht 50 million, the Information Technology Committee shall review prior to proposing to the SET Board of Governors for further approval.

5.3.2 Procurement pertaining to information technology maintenance with a limit exceeding Baht 20 million (no limit ceiling) which is subject to approved budget.

In this regard, the Committee shall report the approval of procurement under item 5.3.1 and 5.3.2 to the SET Board of Governors for further acknowledgement.

5.4 Perform any other tasks as assigned by the SET Board of Governors.

## **6. Self-Assessment**

The Committee shall perform self-assessment and report the result to the SET Board of Governors for acknowledgement once a year.

## **7. Revision to the Charter**

The 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.

## **8. Reporting**

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

8.2 The report on the performance of work by the Committee signed by the Chairman of the Committee shall be prepared for disclosure in the annual report pursuant to the principles of good corporate governance.

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SET Board of Governors

Approved on 22 January 2024