

TISCO FINANCIAL GROUP PUBLIC COMPANY LIMITED

DIRECTOR NOMINATION POLICY

1. Objective and scope

This Director Nomination Policy (“the Policy”) outlines the nomination process for directors of TISCO Financial Group Plc (“TISCO”) and subsidiaries under regulatory oversight, namely TISCO Bank Plc, TISCO Securities Co Ltd, and TISCO Asset Management Co Ltd. The director nomination of other subsidiaries shall follow nomination procedures set by TISCO Executive Board.

2. Board composition and skill matrix

The Board, with the recommendations from the Nomination and Compensation Committee (“NCC”), annually reviews its current composition and identifies the need for new appointments. The NCC is responsible for assessing qualifications of potential candidates in accordance with the Guidelines for Board Composition and Selection Criteria as well as applicable legal and regulatory requirements.

As defined in the Guidelines for Board Composition and Selection Criteria, the Board should consist of directors from diversified backgrounds and experiences, with sufficient understanding of banking and finance, economics, law, IT, or any other fields which are deemed appropriate, and are in line with the Company’s business strategies. The Board Skill Matrix is used to identify gaps in current board composition and ensure that the Board has a balanced mix of expertise.

The Guidelines for Board Composition and Selection Criteria and the Board Skill Matrix are considered part of this Policy.

3. Identification of potential candidate

The NCC is responsible for identifying and nominating candidates. The qualified candidates may be sourced from a variety of channels. Particular candidates may also be considered where they have experience of the various activities conducted by the Company. To ensure comprehensive and inclusive process, the NCC may also gather list of potential candidates from directors, advisors, and management.

The potential candidates shall be shortlisted and ranked based on their suitability, qualifications, and alignment with the Board’s current and future needs, before proposing for the Board concurrence. The Chairperson of NCC shall approach each candidate in the shortlist in order of ranking. If the approached candidate declines, the NCC shall proceed to the next candidate on the shortlist until one

accepts nomination. The selected candidate shall then be proposed to the Board for endorsement, before proposing to relevant regulator for qualification approval in accordance with the regulatory requirements.

4. Appointment of director

Directors shall be elected at shareholders' meeting. TISCO and TISCO Bank use Cumulative Voting process, which allows shareholders to take part in nominating and appointing directors.

In case of vacancy on the Board for reasons other than the expiration of director's term, the Board shall elect another person as a substitute director, who shall hold office only for the remaining term of the director being replaced. The same nomination process shall be applied.

5. Policy review and updates

The NCC shall review this Policy annually or when necessary. Any revision shall be recommended to the Board for approval.

6. Appendix

- TISCO Guidelines for Board Composition and Selection Criteria
- TISCO Board Skill Matrix