

Trust Bank Singapore Limited

Registration Number: 202039712G
(Incorporated in the Republic of Singapore)

THE TRUST CORPORATE GOVERNANCE REPORT FOR 2022

30 June 2023

Introduction

Hi there! This is our second annual corporate governance report. In this report we will share how we have further progressed our corporate governance practices and some key updates. Strong corporate governance practices are a fundamental foundation for Trust. On this foundation, Trust successfully carried out our public launch on 1 September 2022 (a day we will always proudly remember) and we crossed a landmark 500,000 customers in March 2023.

This corporate governance report applies from 1 January 2022 to 31 December 2022 (FY2022).

Before we get into the details, let's cover some introduction points.

1. Trust Bank Singapore Limited (Trust) was incorporated on 8 December 2020.
2. Trust is licensed by the Monetary Authority of Singapore (MAS) as a full bank in Singapore.
3. We commenced banking business on 15 December 2021 – this is when we first started our Beta testing phase.
4. We launched to the Singapore public on 1 September 2022 – a savings account, a credit card and insurance.
5. Standard Chartered Bank (Singapore) Limited (SCBSL) owns 60% of Trust. SCBSL, is an indirect wholly owned subsidiary of Standard Chartered PLC (SC PLC).
6. BetaPlus Pte. Ltd. (BetaPlus) owns 40% of Trust. BetaPlus is a direct subsidiary of NTUC Enterprise Co-operative Limited.
7. Trust is backed by S\$455 million of capital as of the date of this report.

This is our first annual corporate governance report as a fully launched bank. When we published our first report last year, Trust was still in our Beta testing phase. We are now focused on daily operations while building and enhancing our products and services for our customers.

We are guided in our corporate governance practices by the principles and guidelines listed in the Banking (Corporate Governance) Regulations 2005 (the CG Regulations), and all material aspects of the Guidelines on Corporate Governance for Designed Financial Holding Companies, Banks, Direct Insurers, Reinsurers and Captive Insurers incorporated in Singapore, issued by MAS on 9 November 2021 (the CG Guidelines). For people who have a keen eye for the detail, you may wish to also note that the CG Guidelines comprise of: (a) the Code of Corporate Governance 2018, and (b) the additional guidelines added by the MAS to consider the unique characteristics of the business of banking, given the diverse and complex risks undertaken by financial institutions.

Our approach to corporate governance disclosures

Our board of directors (Board) is committed to observing good corporate governance and works with Trust's management (Management) to deliver sustainable value to stakeholders. Trust applies and complies with the spirit and intent of the provisions of the CG Guidelines, to the fullest extent possible. Where Trust's practices differ from the CG Guidelines with express disclosure requirements, the rationale is explained in this Corporate Governance Report.

In our annual corporate governance report, the first column provides references to the principles and provisions of the CG Guidelines. The details are set out in the second column. The last column indicates our compliance with the CG Guidelines.

| Board matters | | |
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| <p>Key Information on the Board</p> <p>The Board currently comprises eight members. All are non-executive directors. Of the non-executive directors, three are independent directors. The table below lists the members as of the date of this report. There has been no change to the board membership since our last corporate governance report.</p> | | |
| Name of Directors | Board Membership | Date of Appointment |
| 1. Judy Chung Wei Hsu | Chairperson and Non-Executive Director | 28 June 2021 |
| 2. Patrick Fook Yau Lee | Non-Executive Director | 8 December 2020 |
| 3. Teck Koon Kee | Non-Executive Director | 22 September 2021 |
| 4. Elaine Yinxuan Heng | Non-Executive Director | 22 September 2021 |
| 5. Deniz Guven | Non-Executive Director | 1 March 2022 |
| 6. Oon Jin Yeoh | Independent Non-Executive Director | 22 September 2021 |
| 7. Jasmmine Wong | Independent Non-Executive Director | 22 September 2021 |
| 8. Steven Robert Leonard | Independent Non-Executive Director | 22 September 2021 |
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| | <p>Profiles of the Board</p> <p>Judy <i>Chairperson and Non-Executive Director</i></p> <p>Judy was appointed to the Board and Chairperson of the Board on 28 June 2021.</p> <p>Judy is currently CEO, Consumer, Private and Business Banking (CPBB), at Standard Chartered Bank (SCB). She joined SCB in 2009 as Global Head of Wealth Management. In 2015, Judy was appointed CEO, Singapore and in 2018 she was appointed Regional CEO, ASEAN and South Asia. Prior to joining SCB, Judy spent 18 years at Citibank where she held leadership positions in its Asia Pacific Consumer business.</p> <p>Academic and Professional Development</p> <ul style="list-style-type: none"> ▪ Bachelor of Science in Microbiology, University of British Columbia, Canada ▪ MBA in Finance, University of British Columbia, Canada <p>Current directorship</p> <ul style="list-style-type: none"> ▪ Hype Records Pte Ltd ▪ CapitalLand Investment Limited <p>Past directorship in listed companies over the preceding three years</p> <ul style="list-style-type: none"> ▪ - | |
| | <p>Kee Teck Koon <i>Non-Executive Director</i></p> <p>Kee Teck Koon was appointed to the Board on 22 September 2021 and is a member of the Remuneration Committee.</p> <p>Teck Koon started his career in 1979 with the Singapore Armed Forces and was with the Ministry of Defence until 1991. Thereafter, he held senior management appointments with several organisations before joining</p> | |

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| | <p>the CapitaLand Group in 2003. After holding several senior positions, he retired as the Chief Investment Officer of CapitaLand Limited in July 2009.</p> <p>Academic and Professional Development</p> <ul style="list-style-type: none"> ▪ Master of Arts in Engineering Science from Oxford University, United Kingdom <p>Current directorship</p> <ul style="list-style-type: none"> ▪ NTUC Enterprise Co-operative Limited ▪ NTUC Income Insurance Co-operative Limited ▪ NTUC Fairprice Co-operative Limited ▪ CapitaLand Investment Limited ▪ Changi Airports Group (Singapore) Pte Ltd ▪ Mandai Park Holdings Pte Ltd ▪ Tangram Asia Capital LLP <p>Other principal commitment</p> <ul style="list-style-type: none"> ▪ Angsana Fund Investment Committee, Singapore Labour Foundation ▪ Income Insurance Limited, Board Advisor <p>Past directorship in listed companies over the preceding three years</p> <ul style="list-style-type: none"> ▪ Raffles Medical Group Ltd | |
| | <p>Patrick <i>Non-Executive Director</i></p> <p>Patrick has been a member of the Board since incorporation on 8 December 2020 and is a member of the Audit Committee and Remuneration Committee.</p> <p>He is currently SCB, Cluster CEO Singapore & ASEAN Markets and SCBSL, CEO. Before assuming these roles, Patrick was SCB, CEO Singapore in July 2018 and Head of Global Banking, Singapore.</p> | |

Before joining SCB in 2012, Patrick was Managing Director, Head of Southeast Asia Investment Banking at Nomura. Prior to that, he was Head of Singapore/Malaysia Investment Banking at UBS and Executive Director, Investment Banking at Morgan Stanley. He has 30 years of experience in the banking industry, including corporate & investment banking, product & sector coverage, and has worked in Singapore, Hong Kong, and London.

Patrick is also a Co-Founder and Board Director of Leap Philanthropy Ltd, a Singapore-based charity active in Cambodia and Myanmar, and a Board Director of Clifford Capital, a specialist provider of structured finance solutions established with support from the Government of Singapore.

Academic and Professional Development

- BA/MA degree (with First Class Honours) in English, Trinity College, Cambridge

Current directorship

- Software International Corporation (M) Sdn Bhd, Non-Executive Director
- Leap Philanthropy Ltd, Non-Executive Director
- Clifford Capital Pte Ltd, Non-Executive Director
- Clifford Capital Holdings Pte Ltd, Non-Executive Director
- Sparta Company Limited, Director
- SCBSL, Executive Director
- Standard Chartered Bank (Vietnam) Limited, Non-Executive Director and Chairman
- Standard Chartered Holdings (Singapore) Private Limited, Non-Executive Director
- Verified Impact Exchange Holdings Pte Ltd, Alternate Director
- Singapore Trade Data Exchange Services Pte Ltd, Alternate Director and EXCO member
- Climate Impact X Pte Ltd, Alternate Director

Other principal commitment

- The Association of Banks in Singapore Council, Member
- Singapore Business Federation Digitalisation Issues Committee, Member
- Payments Council, Member
- Financial Sector Tripartite Committee, Committee Member

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| | <ul style="list-style-type: none"> ▪ National AML Blueprint, Member ▪ Future Economy Committee (FEC) Modern Services Sub-Committee, Member ▪ MAS FCAP Green Finance Working Group-Steering Committee, Member ▪ The Institute of Banking and Finance Council, Member ▪ MAS Financial Centre Advisory Panel, Member ▪ Singapore Management University, Advisory Board Member for Singapore Green Finance Centre <p>Past directorship in listed companies over the preceding three years</p> <ul style="list-style-type: none"> ▪ Ascendas Hospitality Fund Management Pte Ltd, Director ▪ Ascendas Hospitality Trust Management Pte Ltd, Director | |
| | <p>Elaine <i>Non-Executive Director</i></p> <p>Elaine was appointed to the Board on 22 September 2021 and is a member of the Audit Committee.</p> <p>Elaine Heng is the Deputy Group Chief Executive Officer and Chief Executive Officer, Retail Business of FairPrice Group. Prior to the Chief Executive Officer’s position, Elaine was the Deputy CEO of NTUC FairPrice and Head of Channels overseeing the operations and business strategy of the FairPrice stores.</p> <p>Elaine is a former banker and has over 20 years of retail banking experience. She was the Managing Director, Regional Head of Branch Sales & Distribution for Asia Pacific, Citibank N.A. Elaine also spent 15 years in SCB and her last held role was as Managing Director, Regional Head of Integrated Distribution, Singapore, and ASEAN.</p> <p>Prior to joining Standard Chartered, Elaine was a Product Manager of DBS Bank Ltd.</p> <p>Academic and Professional Development</p> <ul style="list-style-type: none"> ▪ Bachelor’s degree from National University of Singapore | |


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| | <p>Current directorship</p> <ul style="list-style-type: none"> ▪ Council for Board Diversity, Member <p>Other principal commitment</p> <ul style="list-style-type: none"> ▪ Singapore Management University, Advisory Board Member ▪ Genetic Modification Advisory Committee (the Main Committee), Member <p>Past directorship in listed companies over the preceding three years</p> <ul style="list-style-type: none"> ▪ - | |
| | <p>Deniz <i>Non-Executive Director</i></p> <p>Deniz was appointed to the Board on 1 March 2022.</p> <p>Deniz currently the Group CEO of Platform XIT, a venture capital company in London.</p> <p>In 2017, Deniz joined SCB as the Global Head, Design and Client Experience, where he oversaw client journey and optimisations, digital wealth, and collaborations with tech firms and start-ups. He was CEO of Mox Bank Limited from August 2018 to September 2021, a virtual bank backed by SCB in partnership with PCCW Limit, HKT Limited and Trip.com in Hong Kong.</p> <p>Prior to joining SCB, Deniz served as the Senior Vice President at BBVA Group’s Garanti Bank in Turkey.</p> <p>Academic and Professional Development</p> <ul style="list-style-type: none"> ▪ Bachelor’s degree in New Media and Communications, Marmara University, Turkey ▪ MBA from Istanbul Bilgi University, Turkey <p>Current directorship</p> <ul style="list-style-type: none"> ▪ Machinarium Technology Inc. ▪ Colendi GmbH | |

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| | <ul style="list-style-type: none"> ▪ Gate Technology Ventures Limited (Platform XIT) ▪ Wamo Technology Limited <p>Other principal commitment</p> <ul style="list-style-type: none"> ▪ SCBSL (Consultant) ▪ Further Ventures (Partner) <p>Past directorship in listed companies over the preceding three years</p> <ul style="list-style-type: none"> ▪ - | |
| | <p>Oon Jin <i>Independent Non-Executive Director</i></p> <p>Oon Jin was appointed to the Board on 22 September 2021 and Lead Independent Director. He is the Chairperson of the Audit Committee and a member of the Remuneration Committee.</p> <p>Oon Jin was the Executive Chairman of PricewaterhouseCoopers (PwC), Singapore before his retirement following a 38-year career with PwC. He was a key member of the firm’s Leadership Team for more than 15 years and chaired several of the firm’s regional joint ventures such as PwC SEA Consulting and PwC SEA Corporate Finance.</p> <p>He was also a member of the PwC Executive Board for the CaTSH firm, which comprises the PwC firms in Singapore, China, Hong Kong and Taiwan. In addition, Oon Jin was a member of the PwC Strategy Council, which comprises leaders from the largest 21 firms in the PwC global network.</p> <p>Academic and Professional Development</p> <ul style="list-style-type: none"> ▪ Accounting (First Class Honours), University of Birmingham, England ▪ Fellow member of The Institute of Chartered Accountants, England & Wales ▪ Fellow member of The Institute of Singapore Chartered Accountants | |

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| | <p>Current directorship</p> <ul style="list-style-type: none"> ▪ Singapore Land Authority ▪ Singapore Exchange Limited ▪ Singapore Airlines Limited ▪ Singapore Health Services Pte Ltd ▪ Kidney Dialysis Foundation <p>Other principal commitment</p> <ul style="list-style-type: none"> ▪ Singapore Business Federation ▪ Lien Foundation ▪ MAS, Corporate Governance Advisory Committee ▪ Singapore Institute of International Affairs Endowment Fund ▪ Singapore Institute of Directors <p>Past directorship in listed companies over the preceding three years</p> <ul style="list-style-type: none"> ▪ Singapore Press Holdings Limited | |
| | <p>Jasmine <i>Independent Non-Executive Director</i></p> <p>Jasmine was appointed to the Board on 22 September 2021. She is the Chairperson of the Remuneration Committee and a member of the Audit Committee.</p> <p>Jasmine is currently the CEO, Inchcape Greater China and Singapore, a leading automotive distributor and retailer.</p> <p>Previously, as the Business Executive Officer for Nestlé, she held multiple senior leadership roles covering Singapore, Malaysia, and Brunei. In her 12 years tenure with Nestlé, she rose through the ranks from a Channel Manager to a Country Manager.</p> | |

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| | <p>Academic and Professional Development</p> <ul style="list-style-type: none"> ▪ Bachelor of Business from Nanyang Technological University, Singapore ▪ Dual MBA from INSEAD and Tsinghua University, China <p>Current directorship</p> <ul style="list-style-type: none"> ▪ Champion Motors (1975) Pte Ltd ▪ Century Motors (Singapore) Private Limited ▪ Inchcape Motors Private Limited ▪ Borneo Motors (Singapore) Private Limited ▪ Inchcape Automotive Services Pte Ltd ▪ YR Industries Pte Ltd <p>Other principal commitment</p> <ul style="list-style-type: none"> ▪ Young President Organisation, Singapore Chapter ▪ Board of Competition and Consumer Commission of Singapore (Minister for Trade and Industry) <p>Past directorship in listed companies over the preceding three years</p> <ul style="list-style-type: none"> ▪ - | |
| | <p>Steve <i>Independent Non-Executive Director</i></p> <p>Steve was appointed to the Board on 22 September 2021. He is a member the Audit Committee and Remuneration Committee.</p> <p>On 1 July 2023, Steve will become a Managing Partner of SDG Impact Japan Inc., a circular economy-focused investment platform based in Tokyo.</p> <p>Most recently, Steve was CEO of Singularity University, a Silicon Valley-based group that helps leaders at all levels better understand the potential effects of exponential technologies on their companies.</p> | |

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| | <p>Before joining Singularity, Steve created SGInnovate – a private company wholly-owned by the Singapore Government – to help entrepreneurial scientists create investable deeptech start-ups.</p> <p>Prior to founding SGInnovate, Steve served as the Executive Deputy Chairman of the (then) Infocomm Development Authority (IDA), a Singapore Government economic development agency focused on the technology and telecommunications industries.</p> <p>Before his government roles, Steve was for two decades the senior executive in either Europe or Asia for several global technology companies.</p> <p>Academic and Professional Development</p> <ul style="list-style-type: none"> ▪ Bachelor of Business Administration, Southern Methodist University, USA <p>Current directorship</p> <ul style="list-style-type: none"> ▪ Maxeon Solar Technologies, Ltd ▪ Singapore Post Limited ▪ Asia Satellite Telecommunications Holdings Ltd <p>Other principal commitment</p> <ul style="list-style-type: none"> ▪ Singularity University (Advisor) ▪ Cambridge Innovation Capital, Advisory Panel (Consultant) ▪ SDG Impact Japan Inc., Advisory Panel (Consultant) ▪ Manakai LLC <p>Past directorship in listed companies over the preceding three years</p> <ul style="list-style-type: none"> ▪ - | |
| | <p>Board Committees</p> <p>In December 2021, the Board established its Audit Committee (AC) and Remuneration Committee (Remco).</p> | |

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| <p>Board's Conduct of Affairs <i>(Principle 1 and Provisions 1.1 to 1.19 of the CG Guidelines)</i></p> | <p>The Board is primarily accountable to the shareholders to create value and ensure the long-term success of Trust by focusing on the development of the right strategy, business model, risk appetite, management, succession plan and compensation framework. The Board has the overall responsibility for the operation and management of Trust and proper conduct of Trust's business. The Board is accountable for ensuring that, as a collective body, the Board has the appropriate skills, knowledge, and experience to perform its role effectively. The Board provides leadership through oversight and review, by providing guidance and setting the strategic direction for Trust. The Board also has overall responsibility for putting in place a framework of good corporate governance, including the processes for financial reporting and compliance.</p> |  <p>Comply</p> |
| | <p>Board responsibility</p> <p>The Board is collectively responsible for the long-term success of Trust and works closely with Management to achieve this objective. All Board members bring their independent judgement, diverse knowledge, and experience to opine on strategy, performance, resourcing, and capacity planning, values, and conduct. The key responsibilities include:</p> <ul style="list-style-type: none"> ▪ Providing entrepreneurial leadership within a prudent framework and effective controls in which possible risks is enabled to be assessed and managed. ▪ Setting strategic objectives and risk appetite. ▪ Overseeing risk governance. ▪ Reviewing and monitoring Management's performance toward achieving Trust's targets. ▪ Considering sustainability issues in formulating strategies. ▪ And setting Trust's values and standards to ensure a high level of professional conduct of the business with respect to internal and external dealings. | |
| | <p>In addition to the above responsibilities, the following matters will specifically require approval of the Board:</p> <ul style="list-style-type: none"> ▪ Review and approve Trust's long-term strategy and objectives, including the fair dealing strategy. ▪ Recommend Trust's annual operating plan and capital expenditure budget to our shareholders for approval. | |

- Oversee management of the business and affairs of Trust in line with local regulatory/ supervisory bodies and other relevant local authorities.
- Review the performance of Trust in the light of our strategy, objectives, plans and budgets.
- Review risk profile, risk appetite and risk strategy.
- Approve any extension of Trust’s activities into new business or geographic areas or any decision to cease to operate all or any material part of Trust’s business.
- Approve related party transactions (RPTs) in accordance with Trust’s RPT Standard, and the write-off of related party exposures.
- Review and approve matters that may impact the capital and liquidity positions of Trust.
- Approve the annual audited financial statements.
- Review a sound system of internal control and risk management including reviewing the effectiveness of Trust’s risk and control processes to support our strategy and objectives, as well as corporate governance reports.
- Approve material acquisitions and disposals of business, assets or shares which are outside the ordinary course of business of Trust and significant in terms of the business of Trust.
- Review the structure, size, and composition of Trust from time to time and make any changes deemed necessary.
- Annually approve Trust's Enterprise Risk Management Framework (ERMF) and any ad-hoc material changes required.
- Approve Trust's Risk Appetite Statement and any ad-hoc material changes.
- Approve the appointment and removal of designated senior officers of Trust and company secretary.
- Approve delegated authorities for expenditure, lending, and other risk exposures.
- Review and approve the membership and terms of reference of Board committees.
- Review succession planning of the Board and develop a continuous training & development plan for directors to ensure that they are equipped with the appropriate skills and knowledge to effectively perform their roles on the Board or Board committees.
- Implement a formal annual effectiveness review of our own performance, our Board committees, and directors to increase the overall effectiveness of the Board.
- And determine the independence of non-executive directors.

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| | <p>All Directors must always act objectively in discharging their duties and responsibilities and act in the interests of Trust. The Board exercises due diligence and independent judgment in dealing with the business affairs of Trust and works with the Management to take objective decisions in the interest of Trust. Where a Director has a personal interest in a matter that may conflict with the Director’s duties to Trust, the Director is required to disclose the conflict, recuse themselves from the discussion of the matter and abstain from voting on the matter.</p> | |
| | <p>Delegation by the Board</p> <p>The Board delegates authorities such that the sources of authority flow from the Board to the relevant members of the Management team. The Board also delegates specific responsibilities to the AC and Remco to enable the Board to carry out the Board’s responsibilities in an effective manner.</p> <p>The Board did not establish a board executive committee. The Board has delegated general authority to Trust’s Chief Executive Officer (CEO), and the CEO has established an executive committee (Exco). The CEO, together with Management, oversees day-to-day management of all business and support functions of Trust. In addition, Trust, as part of SCB Group, has adopted SCB’s Group Delegated Authority Manual (GDAM) which sets out a system for delegating authorities.</p> | |
| | <p>Board meetings and attendance</p> <p>The dates of Board and Board Committees meetings as well as the annual general meetings (AGMs) are scheduled in advance. The Board and the AC are scheduled to meet at least four times a year to review Trust’s performance, budget, corporate strategy, business plans, and significant operational matters. The Remco is scheduled to meet at least twice a year to review Trust’s annual balanced scorecard, long term incentive plan, annual compensation review and remuneration policies to ensure that they are aligned with strategic objectives and corporate values of Trust. Additional meetings may be scheduled as and when required to deliberate on urgent Board matters.</p> | |

Trust's Constitution allows the directors to participate in a Board meeting remotely (for example by video conference) or physically. The Constitution also allows written resolutions that are signed by majority of directors (including one board nominee by SCBSL and BetaPlus respectively) to be as effective as if they were passed at physical meetings. To enable members of the Board and the Board Committees to prepare for the meetings, agendas and all materials shared ahead of the meetings.

As part of SCBSL's oversight of Trust, in addition to the 3 board nominees to represent SCBSL's interest in Trust, SCBSL's Chief Risk Officer attends the risk sections of Trust's board meetings and SCBSL's Chief Financial Officer attends Trust's AC meetings.

During 2022, four Board meetings were held with full attendance. During Board meetings, the AC and Remco Chairpersons provided updates on key matters that were discussed and considered at each of their respective meetings.

One of the key activities of the Board in FY2022 was the approval of Trust's commercial launch. Before the commercial launch, the Directors aligned with Management on the path to launch covering the scope of Trust's commercial launch, launch requirements and the approval process that Trust will follow. This was subsequently followed by Management's recommendation to proceed with the commercial having met key requirements and Trust's ability to demonstrate readiness for commercial launch.

After commercial launch, the Directors received daily updates from the CEO on onboarding, customer services, operations, social media feedback and client issues identified/resolved for the first 7-days. This tapered to weekly updates for the month of October and subsequently as and when key information needed to be shared.

The table below sets out the details of meetings held by the Board, AC and Remco during FY2022, and the attendance of each Board member at those meetings.

Directors' attendance during FY2022

| Name of Directors | Meeting of | | | | | |
|-----------------------|------------|------------|------|------------|-------|------------|
| | Board | | AC | | Remco | |
| | Held | Attendance | Held | Attendance | Held | Attendance |
| Judy Chung Wei Hsu | 4 | 4 | - | - | - | - |
| Patrick Fook Yau Lee | 4 | 4 | 5 | 5 | 2 | 2 |
| Teck Koon Kee | 4 | 4 | - | - | 2 | 2 |
| Elaine Yinxuan Heng | 4 | 4 | 5 | 5 | - | - |
| Deniz Guven | 4 | 4 | - | - | - | - |
| Oon Jin Yeoh | 4 | 4 | 5 | 5 | 2 | 2 |
| Jasmine Wong | 4 | 4 | 5 | 5 | 2 | 2 |
| Steven Robert Leonard | 4 | 4 | 5 | 5 | 2 | 2 |


Directors' induction and continuous training & development plan

Trust has an induction and ongoing development programme in place for the Board members (leveraging on SCBSL's programme as appropriate). This programme is kept under regular review. The programme will typically consist of a mixture of briefings on specialist topics by internal staff or external vendors and external training provided by training institutes.


Directors are briefed on Trust's business plans, current priorities, key business risks, regulatory and compliance related matters, as well as their statutory and other duties and responsibilities as Directors as part of induction and continuous training programmes. In line with the best practices in the CG Guidelines, the Directors sign a letter of appointment as Directors (Appointment Letter). The Appointment Letter states the role of the Director and the time commitment that the Director is required to allocate, and other related matters.

During FY2022, we did not conduct induction programmes as Deniz Guven completed his induction training sessions in 2021, including Regulatory, Corporate Governance and Risk Management Overviews, and certain key topics, including Related Party Transactions. No other new directors have joined the Board after Deniz was appointed.


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| | <p>During FY2022, Directors attended training sessions conducted by internal subject matter experts on managing information & cyber security risks. Training sessions under the SCBSL training programme were also offered to the Directors, covering ASEA sustainability taxonomy, introduction to climate scenario analysis, climate risk stress testing, splinternet, data governance, responsible use of artificial intelligence and operational risks.</p> <p>All the Directors are also given updates on key policies. At each quarterly Board and Board Committees meetings, Directors will be briefed on matters relating to risk management, including financial crime risk, regulatory, conduct, compliance risk, Trust’s culture, and behavioural standards.</p> <p>Overall, the Board is satisfied that the regular updates and training as set out above meet the objective of equipping them with the appropriate knowledge to perform their duties.</p> | |
| | <p>Conduct</p> <p>Good conduct remains a key priority for Trust.</p> <p>Given its overarching nature, Conduct Risk Management has been incorporated as an integral part of the overall ERMF rather than viewed as a standalone risk. This change allows Trust to view Conduct Risk through the lens of delivering positive outcomes for our clients, markets, and internal and external stakeholders.</p> <p>The Code of Conduct (the Code) remains the central tool through which we set our conduct expectations for all employees. The Code supports a culture where employees are encouraged to demonstrate good judgement, integrity, and a strong sense of personal accountability when they make decisions, leaders are empowered to recruit and recognise employees based on good conduct; and performance objectives and reward mechanisms are linked to our valued behaviours. All employees and board members are required to recommit to the Code annually.</p> <p>Speaking Up is our confidential and anonymous whistleblowing programme. It includes independent and secure channels for anyone, including employees, contractors, suppliers, and members of the public, to raise concerns. The programme helps build and maintain a strong ethical culture, with integrity and transparency</p> | |

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| | <p>to protect the Bank from misconduct and reputational risk. Trust appoints Speaking Up Advocates to improve our employees’ confidence in the programme and raise awareness of Speaking Up.</p> <p>The AC is advised on significant Speaking Up cases and conduct related issues. The information enables the AC to consider whether there are any trends across the Bank in terms of the type and nature of Speaking Up and misconduct incidences together with the resolution and consequences.</p> | |
| <p>Composition and Guidance <i>(Principle 2 and Provisions 2.1 to 2.9 of the CG Guidelines)</i></p> | <p>Board composition</p> <p>The Board members remain fit and proper, and collectively have a wide range and depth of experiences and industry expertise, representing diversity of age, gender, nationality, skills, and knowledge. This includes experience in the areas of strategic planning, accounting and finance, sales and marketing, and business management in areas that are relevant to Trust.</p> <p>The Board is satisfied that its size and composition is the right fit for Trust including the independence of the Board. The Board will continue to ensure appropriate board size and composition as well as the right matched skills and expertise of the Board to provide effective stewardship to Trust.</p> <p>The Board keeps its composition under review to ensure that: (a) It is sufficiently independent from management and business relationships. (b) It has sufficient independence to challenge management. (c) It has an appropriate balance of skills, knowledge, diversity of perceptions and experience relevant to the nature of Trust’s business. (d) It considers broader diversity considerations such as gender, age, and nationality/ethnicity of its membership.</p> <p>As a joint-venture entity, the Board is represented by individuals elected by Trust’s shareholders. This helps ensure that no one singular view is overly represented. In addition, there are three independent non-executive directors on the Board (more than one-third of the Board members). These points mean that Trust maintains a strong and independent mindset on the Board, with views from each shareholder and from the independent directors represented.</p> |  <p>Comply except for Provision 2.2 – see explanation</p> |

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| | <p>Where there is a potential conflict of interest involving any director, the involved director(s) will abstain from all discussions and refrain from voting or exercising any influence over other directors to ensure decisions are made in the best interests of Trust.</p> <p>The Board will determine the independence of a director based on the criteria set out in the CG Guidelines to identify whether any indicator of independence and objectivity would be impaired. On an annual basis, the Board will assess the independence of each director, including his or her character and judgment, and whether there are relationships or circumstances which are likely to affect, or could appear to affect, the director's judgement. Each director is required to disclose to the Board of any such relationships or circumstances as and when they arise.</p> <p>The Board is satisfied that the Independent Non-Executive Directors can act with independent judgement.</p> | |
| | <p>Independence of directors</p> <p>The Board noted that each of Oon Jin, Jasmmine and Steve are considered independent directors. None of them has any management or business relationships with Trust nor any connection with the shareholders of Trust. None of their direct family members are employed by or have business relationships with Trust. There are no independent non-executive directors who have served on the Board for nine years or beyond.</p> <p>Judy is currently SCB, CEO, CPBB but is not involved in the operations of Trust and therefore she is independent from management and business relationships of Trust but not independent from its substantial shareholder (SCBSL).</p> <p>Patrick is currently SCB, Cluster CEO Singapore & ASEAN Markets & SCBSL, CEO and therefore he is not independent from management and business relationships of Trust or its substantial shareholder (SCBSL).</p> <p>Elaine Heng is the Deputy Group Chief Executive Officer and Chief Executive Officer, Retail Business of FairPrice Group and therefore she is not independent from management and business relationships of Trust or our substantial shareholder (BetaPlus).</p> | |

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| | <p>Teck Koon does not hold any executive roles. Therefore, he is independent from management and business relationships of Trust but not independent from our substantial shareholder (BetaPlus).</p> <p>Deniz was previously the CEO of Mox Bank Limited (Hong Kong), a subsidiary of SCB, until September 2022. He also has a consulting agreement with SCBSL to advise on its digital banking strategy and leveraging his experience with Mox Bank Limited. He is independent from management and business relationships of Trust but not independent from our substantial shareholder (SCBSL).</p> <p>A substantial shareholder holds 5% or more of the share capital or voting power of Trust.</p> <p>Therefore, Trust satisfies the requirement of having non-executive directors make up a majority of the Board (for Trust, all directors are non-executive directors) (<i>CG Guidelines, provision 2.3</i>).</p> | |
| <p>Chairman and Chief Executive Officer <i>(Principle 3 and Provisions 3.1 to 3.6 of the CG Guidelines)</i></p> | <p>Separation of the role of Chairperson and Chief Executive Officer</p> <p>The role of the Board Chairperson and CEO are separated with the role of the Board Chairperson being a non-executive appointment. The Board Chairperson and the CEO are unrelated individuals. There is a clear division of responsibilities between these positions.</p> <p>The Board Chairperson’s duties and responsibilities include overseeing the strategy and direction of Trust, effectively communicating with all stakeholders and ensuring that Trust operates to the highest standards of corporate governance.</p> <p>The CEO is responsible for the day-to-day operations of Trust and ensures there is quality flow of information from management to the Board. The CEO provides leadership through developing strategy, delivering an integrated plan across the businesses and functions and balancing strategy, people and talent, risk management, governance, and stakeholder management. The CEO and the Company Secretary review the Board papers and ensures that Board members are provided with accurate, timely and clear information. Management who prepares board papers, or who can provide additional insight into the matters to be discussed, are invited to attend, and present papers at the relevant time during meetings. Papers are shared electronically with Directors.</p> |  |

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| | <p>Judy is SCB, CEO, CPBB and is not involved in the day-to-day operations of Trust with no business relationship with Trust that could be reasonably regarded as interfering with the exercise of her independent business judgment. Accordingly, she is considered independent from Trust’s Management and business relationship. However, Judy is employed by SCB and therefore is not independent from substantial shareholder of Trust (SCBSL).</p> <p>The Board is of the view that the separation of the role of Board Chairperson and CEO ensures that power is not unduly concentrated in the hands of one individual and that there is no compromise to accountability or independent decision-making.</p> | |
| <p><i>Provision 2.2 of the CG Guidelines</i></p> | <p>Lead Independent Director</p> <p>Trust has appointed an independent director to be the lead independent director, Oon Jin. The lead independent director (in addition to other parts of the corporate governance set up at Trust) is intended to ensure that there is a strong and independent element on the Board, able to exercise objective judgment on corporate affairs independently. In addition, the independent directors have unfettered access to the Chairperson to raise relevant queries to ensure that there is a check and balance between the Board and Management.</p> <p>Trust does not observe provision 2.2 of the CG Guidelines because independent directors do not make a majority of the Board and the Chairperson is not an independent director. In accordance with SCB Group’s Subsidiary Governance Standards for Banking Subsidiaries, the Chairperson of the Board must be an officer of the SCB Group.</p> <p>The following considerations have been considered regarding this non-observation of provision 2.2:</p> <ul style="list-style-type: none"> ▪ Trust is a joint-venture company held by two shareholders, SCBSL (60%) and BetaPlus (40%). Pursuant to shareholders’ agreement, SCBSL has appointed 3 board nominees to represent its interest in Trust (Judy, Patrick and Deniz) and BetaPlus has 2 board nominees (Teck Koon and Elaine). ▪ Considering that the shareholders have nominated 5 Board non-executive directors, it was decided that Trust will appoint 3 independent directors and still be able to maintain a majority independent | <p>Provision 2.2 – see explanation in second column</p> |

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| | <p>representation from the perspective of each shareholder. SCBSL has 3 representatives to 5 other directors. BetaPlus has 2 representative directors to 6 other directors.</p> <ul style="list-style-type: none"> ▪ The current Board Chairperson is independent from management and business relationship. ▪ Trust has appointed a lead independent director. ▪ Trust’s AC comprise at least a majority of directors (including the Chairperson of the AC) who are independent directors to safeguard the interests of depositors and creditors. ▪ In year 2023, the Board will review compliance with provision 2.2. ▪ As part of our review process, we consider whether the Board composition is appropriate in managing Trust in a safe and sound manner, considering Trust’s business and other aspects such as the diversity and complexity of our business. | |
| <p>Board Membership <i>(Principle 4 and Provisions 4.1 to 4.12 of the CG Guidelines)</i></p> | <p>Board selection and appointment principles</p> <p>The selection and appointment of new directors will be based on a set of broad principles:</p> <ul style="list-style-type: none"> ▪ The Board should have sufficient independence of mindset to challenge the executives as well as an appropriate balance of skills, knowledge, diversity (this includes diversity of gender and perceptions) and experience relevant to the nature of the banking subsidiary’s business. ▪ Independent directors will be interviewed by the Board Chairperson, who will assess their suitability and whether their values and behaviours are aligned with Trust’s culture and values. ▪ Independent directors should not serve longer than nine years. Where the Board considers the value and experience of an independent director, who is serving his/her ninth year, outweighs the nine- year term requirement, reasons for an extended term must be clearly documented with a formal annual review prior to any further extended term. ▪ Due diligence/ screening checks must be completed prior to the appointment of any independent director to ensure there is no undue risk posed to the Group in relation to integrity, financial soundness, conflicts of interest, related party relationships with respect to the Group’s Hong Kong and London listings or local requirements in relation to related party transactions. ▪ All directors should have the capacity to devote sufficient time and commitment to attend all Board, Board committee meetings, as well as engage in other Bank’s events. | <div style="text-align: center;">  </div> <p>Comply except for Provisions 4.1, 4.2 and 4.7 – see explanation in second column</p> |

- Where practical, all prospective directors (including board representatives of SCBSL and BetaPlus) should meet the current Board directors prior to appointment.
- All directors must receive a tailor-made induction upon joining the Board or any Board committee and should regularly update and refresh their skills and knowledge.


When considering a candidate, the Board evaluates each recommended candidate in line with the MAS Guidelines on Fit and Proper Criteria (Guideline No: FSG-G01). The Board considers the results of litigation, bankruptcy and credit bureau searches, reviews academic professional qualifications, employment history, probity, existing directorships, and the results of the fit and proper checks.


The Board also assesses whether a director can and has been adequately carrying out his duties as a director, particularly when there are multiple board representations, to consider the devotion of time to Trust.

The CG Guidelines suggest that Trust should determine the maximum number of listed company board representations which directors may hold. Trust's view is that setting a limit would risk being too arbitrary and unnecessarily prescriptive. Such a limitation would not take account of the fact that directorships invariably differ depending on the nature of each listed company, its size and complexity, and that different directors may have varying levels of commitments. Therefore, we consider it impractical to prescribe a "one-size-fits-all" limit. The Board has not set the maximum number of listed company board representations each director may hold but rather, reviews member's contributions and commitment in carrying out their board / director duties in the annual Board Effectiveness Review.

It is far more important for directors to demonstrate that they can devote sufficient time to prepare and attend board meetings, undertake ongoing training, and promote the best interests of Trust on an ongoing basis. It is recommended that Trust does not restrict the number of directorships as a rule, but fully endorse the principle that each director must be able to give enough time and attention to the affairs of the Bank.

The Board is satisfied that the directors have devoted sufficient time and attention to the affairs of Trust during 2022.

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| <p><i>Provisions 4.1 and 4.2</i></p> | <p>Trust has not established a separate Nominating Committee.</p> <p>Pursuant to the CG Regulations and noted by the MAS, the Board currently undertakes all responsibilities of Nominating Committee.</p> | <p>Provisions 4.1 and 4.2 – see explanation in second column</p> |
| <p><i>Provision 4.7 of the CG Guidelines</i></p> | <p>Tenure of Directors</p> <p>The directors’ appointments are for a three-year term. As required under the CG Guidelines, all directors should submit themselves for re-nomination and re-appointment at regular intervals and at least once every three years.</p> <p>Trust has procedures in place to ensure this criterion is being met before the term expires. In year 2022, none of the director’s term had served for longer than 3 years.</p> <p>The Constitution of Trust does not mandate the retirement of directors by rotation as one of the routine businesses to be transacted at the AGM of Trust.</p> | <p>Provision 4.7 – see explanation in second column</p> |
| <p>Board performance <i>(Principle 5 and Provisions 5.1 to 5.4, CG Guidelines)</i></p> | <p>Board effectiveness</p> <p>The Board carried out its first annual process for evaluating the effectiveness of both the Board and its committees in December 2022. On 18 January 2023, the Company Secretary together with an external facilitator shared the results and comments received from the evaluations with the Board and through a facilitation process a set of action plan was agreed by the Board for implementation, which included (1) improvements to meeting papers through format standardisation, use executive summary, use of plain English (less technical), flagging out key focus areas, changes & updates, (2) target issuance of meeting papers at least seven days before each meeting and (3) during meetings, papers are to be taken as read to allow the Board to focus on discussion points and raising questions.</p> <p>Without being part of the day-to-day operations of Trust, the Board relies on information provided in meeting papers to make the right decisions. These improvements ensure that the Board has sufficient time to digest</p> | <p style="text-align: center;">  Comply </p> |

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| | <p>information that is presented in a concise, accurate and relevant manner. During meetings, the Board members are engaged in discussions to challenge Management and make effective decisions.</p> <p>Trust continues to develop and enhance the objective performance criteria and process for the evaluation of the effectiveness of the Board and its board committees, which will include the quality of risk management and adequacy of internal controls in the coming board assessments.</p> | |
| | <p>Access to information</p> <p>To ensure that the Board can fulfil its responsibilities, the Board has unrestricted access to information and management. They will be provided with timely information and comprehensive reports on material operational, risk management and financial matters of Trust to facilitate informed discussions during meetings.</p> <p>Directors also have independent access to the Company Secretary, who assists them in the discharge of their duties. The Company Secretary assists the Board in implementing and strengthening corporate governance policies and processes, and ensures that the Board procedures and applicable regulations are complied with. The Company Secretary also facilitates communications between the Board and management as well as organising the induction/training sessions for the directors.</p> <p>The Board always has independent and unrestricted access to Management, external auditors, and the Company Secretary. If required, the Directors and Board committees may seek independent professional advice.</p> | |
| Remuneration matters | | |
| <p>Procedures for Developing Remuneration Policies</p> | <p>Remuneration Committee (Remco)</p> <p>The Board established the Remco on 5 October 2021, comprising three independent non-executive directors and two non-executive directors. The table below shows the composition of Trust’s Remco.</p> |  Comply |

(Principle 6 and Provisions 6.1 to 6.9 CG Guidelines)

| Name of Directors | Board Membership | Audit Committee |
|-----------------------|------------------------------------|-----------------|
| Jasmmine Wong | Independent non-executive director | Chairperson |
| Oon Jin Yeoh | Independent non-executive director | Member |
| Steven Robert Leonard | Independent non-executive director | Member |
| Patrick Fook Yau Lee | Non-executive director | Member |
| Teck Koon Kee | Non-executive director | Member |

Procedures for Developing Remuneration Policies


The Remco ensures, on behalf of the Board, that Trust's remuneration policies are consistent with effective risk management. The Remco has full access to all management personnel and has full discretion to invite any other director or executive officer to attend Remco meetings.

In exercising its authority delegated by the Board, Remco is responsible for the following:

- Overseeing the implementation and operation of Trust's remuneration policies and procedures.
- Approving the framework for managing the identification and remuneration of employees.

The Remco held two meetings in FY2022 and it is currently planned that Remco holds at least two meetings in each financial year. The CEO and Chief People Officer (CPO) are invited to attend all the Remco meetings. Generally, at the Remco meetings, the Remco will review reports from CPO, giving the opinion on matters within its purview including recommendations to the Board. Items to be discussed at the Remco meetings are as suggested in the rolling agenda of the Remco. During FY2022, the Remco reviewed (1) SCB Group Regulation of Variable Compensation Policy, (2) Trust's approach to compensation, (3) Trust's business modifier, (4) annual compensation and (5) long term incentive, and where applicable made the relevant approvals within its ambit and recommendations to the Board. The Remco Chairperson makes a report to the Board on significant matters discussed at each Remco meeting and escalates issues as necessary for the Board's attention.


The Remco annually reviews the alignment of the remuneration framework and processes of Trust with the remuneration principles and best practices promulgated under the Corporate Governance regulations and guidelines by the MAS.

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| | <p>Remuneration Framework</p> <p>The remuneration approach for Trust is consistent with the approach of the SCB Group and is aligned to remuneration regulations in Singapore and in the UK where SCB Group is headquartered.</p> <p>Our remuneration approach is designed to:</p> <ul style="list-style-type: none"> ▪ Reward colleagues for the progress made on the execution of our strategy and appropriately incentivise colleagues to deliver strong performance over the long-term whilst avoiding excessive and unnecessary risk-taking. ▪ And promote sound and effective risk management through our remuneration structures. <p>In order to support the attraction, retention and motivation of a diverse, future-ready workforce to deliver on our purpose, long-term strategy and shareholder returns, Trust has adopted SCB Group regulation of variable compensation policy and standards which sets out the principles we use to make remuneration decisions that are fair, transparent and competitive in order to support us in embedding a performance-oriented, inclusive and innovative culture and in delivering a differentiated employee experience.</p> | |
| <p>Level and Mix of Remuneration <i>(Principle 7 and Provisions 7.1 to 7.10, CG Guidelines)</i></p> | <p>Key elements of remuneration</p> <p>Employees typically receive salary and other benefits and are eligible to be considered for variable remuneration driven Trust’s and individual performance.</p> <p>This variable remuneration is linked to how we perform against our balanced scorecard which is aligned to long-term value creation for our stakeholders in a sustainable way.</p> <p>In 2022, an external compensation consultant, Willis Towers Watson, was engaged to design and launch a long-term incentive programme for Management to ensure competitive compensation structure to retain talents in the FinTech industry.</p> |  <p>Comply</p> |


Governance and oversight

The Remco is responsible for setting the governance framework for remuneration for all employees, ensuring alignment with our culture:

- Provides oversight of the development and implementation of workforce remuneration policies and practices, ensuring they are consistent with sound and effective risk management, Trust's culture and valued behaviours and long-term sustainable success.
- Review and recommend discretionary incentives, including Trust's annual incentive scorecard measures, weightings, targets, and outcome, incentive funding, and risk-adjustments for the Board's consideration.
- Determines and agrees with the Board the remuneration framework, structure, and policies for Senior Manager.
- Oversees the identification of material risk takers (MRT) and ensures their incentives are structured in accordance with the requirements of the prevailing remuneration rules.
- Reviewing trends in all employee remuneration outcomes, including incentive outcomes, fixed pay increases and market positioning.
- Overseeing a central and independent review of the implementation of the remuneration policy for compliance with policies and standards for remuneration.
- Review and recommend with the Board the fees of the Independent Non-Executive Directors for shareholders' approval.

| | <p>Alignment to conduct, risk management, and remuneration regulations</p> <p>Our remuneration approach is designed to promote sound risk management by aligning employee incentives with the longer-term interests of Trust, considering the timeframe over which financial risks crystallise. Good conduct and the demonstration of appropriate behaviours are rewarded.</p> | | | | | | | | | | | | | | | | | | | | | | | | | |
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| <p>Disclosure on Remuneration (Principle 8 and Provisions 8.1 to 8.3, CG Guidelines)</p> | <p>Independent non-executive directors' remuneration</p> <p>The Board recommends the remuneration for the independent non-executive directors of Trust and such remuneration is approved by the shareholders at each AGM. The table below sets out the annual fees paid in FY2022 to the independent non-executive directors.</p> <table border="1" data-bbox="488 659 1807 997"> <thead> <tr> <th>Name of Directors</th> <th>Base fee</th> <th>AC</th> <th>Remco</th> <th>Lead Independent</th> <th>Total (S\$)</th> </tr> </thead> <tbody> <tr> <td>Oon Jin Yeoh</td> <td>S\$70,000</td> <td>S\$17,000 (chair)</td> <td>S\$9,000 (member)</td> <td>S\$9,000</td> <td>105,000</td> </tr> <tr> <td>Jasmine Wong</td> <td>S\$70,000</td> <td>S\$9,000 (member)</td> <td>S\$17,000 (chair)</td> <td>-</td> <td>96,000</td> </tr> <tr> <td>Steven Robert Leonard</td> <td>S\$70,000</td> <td>S\$9,000 (member)</td> <td>S\$9,000 (member)</td> <td>-</td> <td>88,000</td> </tr> </tbody> </table> <p>Non-executive directors' remuneration</p> <p>None of the non-executive directors receive additional fees from Trust for their membership on the Board. All non-executive directors are board representatives of either SCBSL or BetaPlus (the shareholders of Trust) and any remuneration arrangements are agreed between the relevant non-executive director and shareholder.</p> | Name of Directors | Base fee | AC | Remco | Lead Independent | Total (S\$) | Oon Jin Yeoh | S\$70,000 | S\$17,000 (chair) | S\$9,000 (member) | S\$9,000 | 105,000 | Jasmine Wong | S\$70,000 | S\$9,000 (member) | S\$17,000 (chair) | - | 96,000 | Steven Robert Leonard | S\$70,000 | S\$9,000 (member) | S\$9,000 (member) | - | 88,000 |  <p>Comply except for Provisions 8.1 to 8.3 – see explanation</p> |
| Name of Directors | Base fee | AC | Remco | Lead Independent | Total (S\$) | | | | | | | | | | | | | | | | | | | | | |
| Oon Jin Yeoh | S\$70,000 | S\$17,000 (chair) | S\$9,000 (member) | S\$9,000 | 105,000 | | | | | | | | | | | | | | | | | | | | | |
| Jasmine Wong | S\$70,000 | S\$9,000 (member) | S\$17,000 (chair) | - | 96,000 | | | | | | | | | | | | | | | | | | | | | |
| Steven Robert Leonard | S\$70,000 | S\$9,000 (member) | S\$9,000 (member) | - | 88,000 | | | | | | | | | | | | | | | | | | | | | |

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| <p><i>Provisions 8.1 and 8.3 of the CG Guidelines</i></p> | <p>Remuneration of directors and top five key executives</p> <p>SCB Group discloses remuneration information in respect of its Executive Directors, senior management, and its group material risk takers in its annual report. This is on a Group-wide basis.</p> <p>Since Trust is a subsidiary of the SCB Group, there is limited added value of providing disclosures on the remuneration of directors and senior management staff other than information already disclosed in the financial statements and in this report. The Board is of the view that given the sensitive and confidential nature of employee remuneration, detailed disclosures of the top five key executives is not in the best interests of Trust. Such disclosures would put Trust at a disadvantage in relation to its competitors and may adversely impact the cohesion and spirit of teamwork prevailing amongst Trust’s employees. This also applies to share/incentive plan-based remuneration.</p> | <p>Provisions 8.1 and 8.3 – see explanation in second column</p> |
| <p><i>Provision 8.2 of the CG Guidelines</i></p> | <p>Remuneration of immediate family of directors and CEO</p> <p>Not applicable. None of Trust’s employees are immediate family members of a director or the CEO.</p> | <p>Provision 8.2 – see explanation in second column</p> |
| | <p>Share based payment</p> <p>On 31 December 2022, Trust’s Long Term Incentive Plan was approved by its shareholders.</p> <p>Granting of awards under the Plan is approved by the Board after considering recommendation from the Chief People Officer, and Remco, including consultation with Standard Chartered PLC Global Head of Performance, Reward and Benefits.</p> | |
| | <p>Shareholdings in Standard Chartered PLC, ultimate parent company of Trust</p> <p>No disclosure is made on directors’ interests in Standard Chartered PLC shares as there are no public shareholders of Trust whose interests need to be protected through the disclosure of the director’s interests. The Board is of the view that Trust’s executive and non-executive directors’ interests in Standard Chartered PLC shares, including discretionary awards of shares granted to them as part of their remuneration package,</p> | |

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| | <p>is of sensitive and confidential nature and its disclosure would put Trust at a disadvantage in relation to its competitors.</p> | |
| Accountability and audit | | |
| | <p>As part of its responsibility, the Board will ensure that Trust’s financial results provide a balanced and understandable assessment of Trust’s performance, position and prospects and the results are released in a timely manner. The Board reviews the risk, operational and regulatory compliance reports from Management to ensure compliance with Trust’s operational practices and procedures and relevant regulatory requirements. Board members will receive financial statements, operational and other reports from Management containing analysis and explanations of variances against budget to understand Trust’s financial and operational performance and prospects. The financial performance of Trust will be presented at each quarterly AC and Board meetings. The AC is responsible for reviewing the adequacy of the external and internal audit functions of Trust, including reviewing the scope and results of audits carried out in respect of the operations of Trust and the independence and objectivity of the Trust’s external auditors.</p> | |
| <p>Risk Management and Internal Controls <i>(Principle 9 and Provisions 9.1 to 9.11, CG Guidelines)</i></p> | <p>Effective risk management is a central part of the financial and operational management of Trust and fundamental to our ability to generate profits consistently and maximise the interests of our shareholders and other stakeholders.</p> <p>The Board approves Trust’s overarching Risk Management Framework which sets out the principles and standards for risk management at Trust.</p> <p>The Board did not establish a Board Risk Committee and is primarily responsible to exercise oversight on overall risk appetite, risk management strategy and risk management frameworks; overseeing implementation thereof by senior management and acting as the risk committee of Trust in accordance with the regulations and policies as may be required by the regulator. The Board also reviews and approves Trust’s Risk Appetite Statement and Enterprise Risk Management Framework (ERMF).</p> <p>The Board is responsible for the following:</p> <ul style="list-style-type: none"> ▪ To consider Trust’s overall Risk Appetite. ▪ Annually review and approve Trust’s ERMF. |  Comply |


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| | <ul style="list-style-type: none"> ▪ Provide oversight and challenge to the design and execution of stress and scenario testing. ▪ Review Trust’s internal capital adequacy assessment process (ICAAP) and stress and scenario testing. ▪ Review reports to satisfy the supervisory requirements of regulators. ▪ Monitor the effectiveness and independence of the Chief Risk Officer (CRO and ensures that the CRO has direct access to the Board. <p>Commencing year 2023, the Board agreed to augment the Board’s risk oversight role with a dedicated risk session at each Board meeting. This 1.5-hour session with full board representation, is dedicated to effectively have the same role as would be undertaken by a separate board risk committee. And the Board’s terms of reference have been refreshed to reflect this update in approach. During this session, the Board receives updates from the Chief Risk Officer includes Trust’s overall principal risk type status, heightened risk areas, risk appetite metrics and material events & updates.</p> | |
| | <p>Risk Function</p> <p>The CRO, who is appointed by the Board, oversees Trust’s risk management function. The role of the CRO is to:</p> <ul style="list-style-type: none"> ▪ maintain the ERMF, ensuring it remains appropriate to Trust’s activities, is effectively communicated, and implemented across Trust and for administering related governance and reporting processes. ▪ uphold the overall integrity of Trust’s risk/return decisions, and for ensuring that risks are properly assessed, that risk/return decisions are made transparently based on this proper assessment and are controlled in accordance with the Risk Management Principles, Risk Appetite, and other Trust’s standards. ▪ monitor Trust’s risk appetite and escalate material breaches to the Board. | |

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| | <p>Risk Management Framework</p> <p>Trust has established the ERMF which sets out its approach to risk management and the control framework within which risks are managed and risk-return trade-offs are made. As part of this framework, Trust uses a set of principles that describe the risk management culture it wishes to sustain:</p> <ul style="list-style-type: none"> ▪ Balancing risk and return: Trust manage risks to build a sustainable company, in the interests of all its stakeholders. Trust only takes risk within its risk appetite, and where consistent with its approved strategy. Trust manages its risk profile to maintain a low probability of an unexpected loss event that would materially undermine the confidence of its shareholders. ▪ Conduct of business: Trust is mindful of the reputational consequences of inappropriate conduct. It seeks to achieve good outcomes for its customers and stakeholders, while abiding by the spirit and letter of laws and regulations. It treats its employees fairly and with respect. ▪ Responsibility and Accountability: There is individual responsibility to ensure risk taking is disciplined and focused particularly within one’s area of authority. Trust makes sure risk taking is transparent, controlled and reported in line with the risk management framework, within risk appetite and only where there is appropriate infrastructure and resource. ▪ Anticipation: Trust seeks to anticipate material future risks, learn lessons from events that have produced unfavourable outcomes and ensure awareness of all known risks. ▪ Competitive advantage: Trust seeks to achieve competitive advantage through efficient and effective risk management and control. | |
| | <p>Risk Governance</p> <p>Ultimate responsibility for setting Trust’s Risk Appetite Statement and for overseeing the governance of risk lies with the Board. The Board ensures that senior management maintains a sound system of risk management and internal controls to safeguard stakeholders’ interests and the Bank’s assets.</p> | |

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| | <p>The Board is responsible for overseeing the governance of risk and setting risk appetite within Trust. The Board has delegated executive responsibility to the CEO for the day-to-day management of Trust. The CRO is to oversee effective implementation of the ERMF across Trust.</p> <p>The Exco, established by the CEO, provides leadership, and ensures strong governance across all Trust’s matters. Exco will promote collaboration and drive Trust’s business and governance agenda across all functions to maximise, and protect, the value of Trust.</p> <p>Exco has in turn established an Asset & Liability Committee (ALCO) for the management of capital and liquidity risks. The primary responsibility of ALCO is management of tactical and structural integrity of the balance sheet, in line with business strategy, Trust’s policies and regulatory requirements.</p> <p>An Executive Risk Committee (ERC) was established by the CRO. The ERC is responsible for the effective management of risk (excluding capital and liquidity risks) in support of Trust’s strategy, including defining the overall risk management framework which sets out its approach to risk management and the control framework within which risk is managed. The ERC oversees the management of the Principal Risks owned by the respective Risk Framework Owners. Each Risk Framework Owner develops and maintains a Risk Type Framework to comprehensively set out how the Principal Risk Type is managed.</p> <p>This above governance structure ensures that risk taking authority and risk management policies and procedures are cascaded down from the Board through to the appropriate committees.</p> | |
| | <p>Three Lines of Defence</p> <p>Trust applies a Three Lines of Defence (LOD) model to the day-to-day risk management activities and control framework:</p> <ul style="list-style-type: none"> ▪ The First LOD is defined as the businesses and functions engaged in or supporting revenue generating activities that own and manage the risks. | |

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| | <ul style="list-style-type: none"> ▪ The Second LOD is defined as the control functions independent of the First Line that provide oversight and challenge of risk management to provide confidence to the CRO, the Senior Management and the Board. The Second Line has the authority (within the scope of their control responsibilities) to challenge and curtail First Line activities where risks are not aligned with control requirements or risk appetite. These responsibilities cut across Trust and are not constrained by functional, business, and geographic dimensions. ▪ The Third LOD is defined as the internal audit function which provides independent assurance on the effectiveness of controls that support First Line’s risk management of business activities, and the processes maintained by the Second Line. | |
| | <p>Risk Appetite</p> <p>Risk Appetite is the boundary approved by the Board that determines the maximum amount and type of risk Trust is willing to take in pursuit of its strategy, in accordance with its Principal Risk Types defined in the ERMF.</p> <p>ERMF Risk Profile is Trust’s overall risk assessment for the 11 Principal Risk Types.</p> <p>The Board has on 5 December 2022 approved the Risk Appetite Statement for Trust, for each of the Principal Risk Types, which is underpinned by a set of control parameters, known as Risk Appetite metrics. The Exco, ERC and ALCO are responsible for ensuring that Trust’s risk profile is managed in compliance with these applicable Risk Appetite.</p> <p>Risk control tools such as exposure limits, underwriting standards, scorecard cut-offs and policies are used to keep exposures within Risk Appetite.</p> | |
| | <p>Stress Testing</p> <p>Stress testing and scenario analysis are used to assess the financial and management capability of Trust to continue operating effectively under extreme but plausible conditions. Such conditions may arise from economic, regulatory, legal, political, environmental, and social factors. Trust adheres to the Internal Capital</p> | |

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| | <p>Adequacy Assessment Process (ICAAP) and the MAS Industry-wide Stress Test (IWST) to assess the level of capital required to support its activities. The ICAAP is reviewed annually to ensure that the Bank remains well capitalised after considering all material risks, whereas the IWST is performed based on regulatory instruction.</p> | |
| | <p>Conduct, Financial Crime and Compliance (CFCC)</p> <p>The Compliance function supports Trust’s commitment to have a strong culture of conduct and compliance and leading the way in fighting financial crime. Trust has a dedicated CFCC team, which is a separate function that is independent of the business, but subject to independent review by the Internal Audit function. As a second line of defence, CFCC’s responsibilities include setting compliance policies and control standards that enables sustainable business by delivering the right outcomes for our customers by driving the highest standards in conduct, compliance and fighting financial crime.</p> <p>Broadly, CFCC supports the execution of Trust’s strategy and drives alignment of decision making to encompass conduct thinking and assessment of horizon risk, including ongoing identification of regulatory risks and mitigants. It is primarily responsible for the effective management of compliance with laws and regulations where CFCC has risk ownership including setting standards and expectations of the First and Second Lines of Defence and providing adequate oversight and challenge of Conduct Risk Management across Trust. This includes identifying relevant authorities that issue regulations, monitoring regulations, disseminating regulations to relevant Risk Sub-type Owners and Process Owners, as well as ensuring that regulations are implemented by the relevant Process Owners.</p> <p>Another key responsibility of the CFCC team is to support the management of Trust’s regulatory relationship with heightened focus on potential areas of supervisory concerns, as well as highlight emerging regulatory developments to the Board and Senior Management.</p> <p>On financial crime, CFCC supports Trust in managing its financial crime risks, in connection with anti-money laundering, sanctions rules, anti-bribery and corruption, and fraud, focusing on core risk management responsibilities as second line. CFCC also performs risk assessment to identify the inherent compliance risks within Trust. The outcome of the assessment drives the formulation of CFCC plan, prioritisation of CFCC activities and resources.</p> | |

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| | <p>Internal controls</p> <p>Trust’s business is conducted within a developed control framework, underpinned by policy statements, written procedures and control manuals. This ensures that there are written policies and procedures to identify and manage various risk types. The Board has established a management structure that clearly defines roles, responsibilities, and reporting lines. Delegated authorities are documented and communicated.</p> <p>Trust’s internal control system continues to evolve, enhanced, and improve post commercial launch.</p> <p>The oversight of internal controls by Internal Audit, Finance and Compliance are discussed and reviewed at the AC, while the internal controls from a risk management perspective are dealt with at management committees and at Board level.</p> <p>The effectiveness of Trust’s internal control system is reviewed by the Board, the AC, and the senior management team.</p> <p>The Board, with the concurrence of the AC is of the view that the Bank’s system of internal controls, including financial, operational, compliance and information technology controls, and risk management systems were adequate and effective for its operations as of 31 December 2022.</p> | |
| <p>Audit Committee <i>(Principle 10 and Provisions 10.1 to 10.18, CG Guidelines)</i></p> | <p>The AC comprises three independent non-executive directors and two non-executive directors. All the AC members have recent and relevant accounting and/or financial management expertise or experience.</p> <p>The primary responsibility of the AC is to provide support and assistance to Trust’s board of directors in ensuring that a high standard of corporate governance is always maintained. The AC has full access to all management personnel and has full discretion to invite any other director or executive officer to attend its meetings. The external auditors have unrestricted access to the AC.</p> |  <p>Comply</p> |

| Name of Directors | Board Membership | Audit Committee |
|-----------------------|------------------------------------|-----------------|
| Oon Jin Yeoh | Independent non-executive director | Chairperson |
| Jasmine Wong | Independent non-executive director | Member |
| Steven Robert Leonard | Independent non-executive director | Member |
| Patrick Fook Yau Lee | Non-executive director | Member |
| Elaine Yinxuan Heng | Non-executive director | Member |

The AC, in exercising the authority delegated to it by the Board, is responsible for the following:

- Reviewing the significant financial reporting issues and judgements to ensure the integrity of the financial statements of Trust and any announcements relating to Trust's financial performance.
- Reviewing and reporting to the Board at least annually the adequacy and effectiveness of Trust's internal controls, including financial, operational, compliance and information technology controls, which provides an independent assurance of the effectiveness of Management's control of business activities (the First Line) and of the control processes maintained by the Risk Framework Owners and Policy Owners (the Second Line).
- Reviewing the effectiveness of Trust's Internal Audit function.
- Reviewing the scope and results of the external audit, and the independence and objectivity of the external auditors.
- Making recommendations to the Board on the proposals to the shareholders on the appointment, re-appointment, and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors.
- Reviewing reports from Management on the arrangements established for ensuring adherence to internal compliance policies and procedures and compliance with specific laws and regulations.
- Reviewing all material related party transactions (as required by Trust's Related Party Transaction Standard) and keeping the Board informed of such transactions, and the findings and conclusions from the review.

In addition to reviewing Trust's financial statements, the AC reviews and evaluates with the external and internal auditors, the adequacy and effectiveness of the system of internal controls including financial, operational, compliance and information technology controls, policies, and systems. It reviews the scope and

results of the audits, the cost effectiveness of the audits, and the independence and objectivity of the external auditors.

When the external auditors provide non-audit services to Trust, the AC keeps the nature, extent, and costs of such services under review. This is to balance the objectivity of the external auditors against their ability to provide value-for money services. The AC members stay up to date with changes to accounting standards and issues which have a direct impact on financial statements. The AC also reviews significant financial reporting issues and judgments to ensure the integrity of the financial statements, and announcements relating to financial performance.

The AC was established on 5 October 2021. The AC held five meetings for FY2022 and is scheduled to have at least four meetings in each financial year. The CEO, CFO, Chief Risk Officer, Head of Internal Audit and Chief Compliance Officer are invited to attend all the AC meetings with external auditors invited as required. Generally, at the AC meetings, the AC will review reports from Internal Audit, the external auditors (when applicable), CFO and Chief Compliance Officer. These reports provide information to the AC on the state of internal controls within the scope of each report. These reports are discussed at the quarterly AC meetings as set out in the rolling agenda of the AC. The AC Chairperson makes a report to the Board on significant matters discussed at each AC meeting and escalates issues (as necessary) for the Board's attention. Separate sessions with internal and external auditors are also held at least once a year without the presence of Management to consider any matters which might be better raised privately. In addition, the AC Chairperson meets the Head of Internal Audit on a regular basis to discuss the work undertaken, key findings and any other significant matters arising from Trust's operations.

During the FY2022, the key focus of the AC was to provide recommendations to the Board for Trust's commercial launch, which started with beta testing in December 2021. Beta testing continued, ramping up to 3,000 Beta customers before commercial launch, on 1 September 2022.

Leading up to the commercial launch, a pre-commercial launch readiness audit was carried out by Trust's Internal Audit (IA) to ensure Trust's operational readiness and robustness for its commercial launch that made our products available to the public for the first time. Arising from findings from this audit, the AC, Internal Audit and Management agreed certain action items to implement prior to commercial launch. These actions

were subject to confirmation by IA at the request of the AC. Following this confirmation by IA to the AC, the AC then provided its recommendation for commercial launch to the Board.

The Board has received assurance from the CEO and CFO that, as of 31 December 2022, the financial records have been properly maintained, and the financial statements give a true and fair view of the operations and finances. The Board has also received assurance from the CEO and key Management personnel responsible for risk management and internal control systems that the risk management and internal control systems are adequate and effective to address financial, operational, compliance and information technology controls, and risk management systems which Trust considers relevant and material to its operations.

External audit

The AC reviews and makes recommendation to the Board for the appointment, re-appointment and dismissal of the external auditors and approves the remuneration and terms of engagement. In its review, the AC reviewed the independence of the external auditors, the work performed by the external auditors and the fees paid to the external auditors for the provision of audit services to Trust for 2022.

The AC reviewed the re-appointment of Ernst & Young LLP as external auditors of Trust and recommended their re-appointment to the Board on 9 March 2023. The aggregate amount of fees paid to the external auditor for financial period ended 31 December 2022 are shown in the notes to Trust's financial statements.

The AC reviewed Trust's externally audited annual financial statements and discussed with Management and the external auditor the significant matters which involved management judgement. Matters raised by the AC and the external auditor in respect of risk management, accounting and internal controls over financial reporting were also reviewed. There were no specific key audit matter or material risks arising from the audit. The Audit Report was an unqualified opinion report.


The AC is satisfied that the financial statements for the financial period ended 2022 are fairly presented in conformity with the relevant Singapore Financial Reporting Standards in all material aspects, based on its review and discussions with management and the external auditor.

Internal audit

Trust's Internal Audit (IA) function is responsible for driving the internal audit activities of Trust. IA has a dedicated internal audit team, which is led by the Head of Internal Audit. The Head of Internal Audit has a primary reporting line to the AC Chairperson to ensure the function's independence. Internal Audit has unlimited access to the AC, the Board, and Management, as well as the right to seek information and explanation.

The AC has approved the Internal Audit's Charter. The Charter sets out the mandate, approach, responsibility, and authority of the Internal Audit function for Trust. Based on its risk assessment of Trust and its activities, the Internal Audit function makes and executes audit plans and review activities to form an opinion on the overall control environment and management's control approach. The Internal Audit function will also perform reviews at the specific request of regulators, Management, or the AC. IA does not have to cover all areas every year. The Internal Audit Plan will be reviewed on a periodic basis to assess the impact of changing risks, with any significant changes to the plan being discussed and reviewed with Management and approved by the AC. The AC is satisfied that the IA function has the adequate size, structure, and staff experience to meet its established objectives with support provided by the Standard Chartered Group, independent third parties, suppliers, or partners, if needed.

The scope of the IA activities encompasses, but is not limited to, objective examinations of evidence for providing independent assessments on the adequacy and effectiveness of risk management, control, and governance processes of the business and functions. The IA function assesses if key risks have been identified, governed in line with the established risk management processes (including risk appetite) and reported by Management or the Risk function to the relevant committees or Management team members. Business strategy, policies, and procedures as well as Trust's key priorities are considered as part of this evaluation. IA will also consider whether the outcomes and the conduct of businesses are in line with the objectives, risk appetite and valued behaviours of Trust. The IA function will also provide an independent view of management's reporting on the risk management of Trust, including management's remediation plans, and highlighting significant audit issues that are overdue for resolution.

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| | <p>The IA function represents the Third Line of Defence in providing independent assurance of the effectiveness of Management’s control of business activities (the First Line) and of the control processes maintained by the Risk Framework Owners and Policy Owners (the Second Line). The IA function adopts a structured risk-based audit methodology approach, which is in accordance with the industry best practice from the IIA Standards and Code, as recognised by regulators and external auditors.</p> <p>Working with Management, the IA function supports long term improvements in Trust’s control environment and tracks that sustainable corrective action plans are effectively implemented.</p> | |
| Shareholder rights and engagement | | |
| <p>Shareholder Rights and Conduct of General Meetings <i>(Principle 11 and Provisions 11.1 to 11.6, CG Guidelines)</i></p> | <p>Trust issues notices of our annual general meetings (AGMs) (including the agenda) to our shareholders or their appointed corporate representatives. We also share with our shareholders our audited financial statements (and explanatory notes) and, if necessary, letters to shareholders on special business. We do this at least 21 days before our AGMs, or 14 days before a general meeting called to pass ordinary resolutions (or 21 days if special resolutions are proposed). These details are also covered in our company constitution.</p> <p>Trust sets out separate resolutions proposed at general meetings for each item of business.</p> <p>The external auditors are invited to be present at a general meeting to respond, if needed, to shareholders’ questions within their remit. With board representatives appointed by each of our shareholders in Trust, attendance of all directors to our general meetings are not practiced nor the attendance of the external auditors (Explanation for Provision 11.3).</p> <p>Being a joint venture entity, the declaration of dividend including attendance of shareholders at general meetings are governed by the relevant agreement between the two shareholders (SCBSL and BetaPlus). Accordingly, Trust will not be implementing absentia voting methods (Explanation for Provision 11.4).</p> <p>As Trust is not a listed entity, it does not publish the minutes of its general meetings on its website (trustbank.sg) (Explanation for Provision 11.5).</p> |  <p>Comply except for Provisions 11.3 to 11.5 – see explanation in second column</p> |

Share issuance and dividend

Share Issuance in FY2022 and January 2023

On 31 January 2022, 48.0 million ordinary shares were issued to SCBSL and 32.0 million ordinary shares to BetaPlus for a total consideration of SGD80.0 million.

On 28 July 2022, 48.0 million ordinary shares were issued to SCBSL and 32.0 million ordinary shares to BetaPlus for a total consideration of SGD80.0 million.

On 31 January 2023, 33.0 million ordinary shares were issued to SCBSL and 22.0 million ordinary shares to BetaPlus for a total consideration of SGD55.0 million.




SCBSL currently holds an aggregate of 273.0 million ordinary shares in Trust, representing 60% of the share capital of Trust. The remaining of the 40% of the ordinary shares (comprising 182 million ordinary shares) are held by BetaPlus.

All issued shares are fully paid, with no par value.

Each holder of ordinary shares is entitled to receive dividends as declared by the Board of Directors from time to time and is entitled to one vote per share at meetings of Trust. All shares rank equally with regard to Trust's residual assets.

Ordinary dividend declaration for FY2022

No ordinary dividend was proposed for FY2022.

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| <p>Engagement with Shareholders <i>(Principle 12 and Provisions 12.1 to 12.3, CG Guidelines)</i></p> | <p>As a non-listed entity, Trust’s engagement with its two shareholders is governed by shareholders’ agreement (Explanation for provision 12.1).</p> <p>Trust works closely with its shareholders, SCBSL and BetaPlus, through periodic email communications and AGMs including frequent engagements with their board representatives in Trust on strategy and financial performance (Explanation for provision 12.2).</p> <p>The shareholder board representatives on Trust’s Board ensures ongoing and active exchanges of views that promotes regular and effective and fair communication with its shareholders (Explanation for provision 12.3).</p> |  <p>Comply except for Provisions 12.1 to 12.3 – see explanation in second column</p> |
| <p>Managing stakeholder relationships</p> | | |
| <p>Engagement with Stakeholders <i>(Principle 13 and Provisions 13.1 to 13.3, CG Guidelines)</i></p> | <p>Trust has arrangements in place to identify and engage with its material stakeholder groups and to manage its relationships with such groups. Trust maintains a corporate website to communicate and engage with its stakeholders (https://trustbank.sg/).</p> |  <p>Comply</p> |
| <p>Additional guidelines of the MAS</p> | | |
| <p>Related Party Transactions <i>(Principle 14 and Provisions 14.1 to 14.5, CG Guidelines)</i></p> | <p>Like all companies, sometimes Trust enters transactions (for example partnership contracts or vendor contracts) with related parties. Related parties are generally companies or individuals who are related to Trust (for example they share a common director).</p> <p>Trust’s Related Party Transaction Standard (approved by the Board) sets out the relevant requirements that Trust follows and this standard is periodically reviewed by the Board.</p> <p>Trust has procedures in place to ensure that related party transactions are entered on an arm’s length basis (meaning that they should not be more favourable than those entered with non-related parties under similar circumstances) and comply with regulations governing related party transactions. These transactions are monitored carefully and reported to the AC and Board on quarterly basis.</p> |  <p>Comply</p> |

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| | <p>The AC reviews all material related party transactions determined under the process and keeps the Board informed of such transactions, and findings and conclusions from the review.</p> <p>When applicable, the AC approves related party above thresholds determined under the process.</p> <p>Where there is a potential conflict of interest involving any directors, the directors will abstain from voting or exercising any influence in relation to the related party transactions.</p> <p>Material related party transactions are disclosed in the notes to the financial statements for FY2022.</p> | |
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