



Investment Committee Charter

PrukSA Holding Public Company Limited

Investment Committee Charter

1 Purpose

To support the operations of the Company's Board of Directors in consideration of investment decisions for the Group of Companies, which involve investments in various forms and limit the awareness of details of different investments, which would be beneficial to the stakeholders of the Company, including to clarify in the composition, terms of office, responsibilities, and meetings of the Investment Committee. Therefore, the Board of Directors has approved the establishment of an Investment Committee Charter for use as operating guidelines in performing duties for compliance with laws and in line with good governance principles.

2 Composition and Qualifications

- 2.1 Appointed by the Company's Board of Directors in a number as deemed appropriate by the Board, which may consist of one or more the Company directors and may also include the Company executives and/or external individuals.
- 2.2 Comprising at least three directors.
- 2.3 The Board of Directors shall appoint at least one of the Investment Committee who is a director as the Chairman of the Investment Committee.
- 2.4 Members of the Investment Committee must possess relevant knowledge, skills, and experience, allocate sufficient time, express independent opinions, have an adequate understanding of their roles, responsibilities, and possess a legal and regulatory compliance standing.

3 Term of Office

- 3.1 The Investment Committee has a term of office of 3 years. with their tenure aligning with the directorship term. Upon completion of the term, they may be reappointed by the board of directors.
- 3.2 The Investment Committee member who are an executives of the Company have a term of office for as long as they hold an executive position in the Company, unless otherwise resolved by the board of directors.
- 3.3 Investment Committee members who are outsiders, who do not hold positions as directors or executives of the Company, have a term of office as determined by the Board of Directors and may be subject to changes as deemed appropriate by the Board of Directors.

- 3.4 In addition to vacating office upon the expiration of the term of office, the Investment Committee members shall vacate office upon;
- 1) Death.
 - 2) Resignation; by submitting a resignation letter to the Chairman of the Board of Directors.
 - 3) Lack of the qualifications of a Company Director or possesses prohibited characteristics as specified by law concerning on public limited companies, or exhibits qualities indicating a lack of suitability to be entrusted with the management of a public limited company as a major shareholder under Section 89/3 of the Securities and Exchange Act (No. 4) B.E. 2551 (2008).
 - 4) Removal by a meeting resolution of the Board of Directors.
- 3.2 In case of a vacancy in the Investment Committee for reasons other than the completing an office term, the Board of Directors shall appoint a person who is qualified and not prohibited by law to fill the vacancy. In case the remaining term of the vacancy is less than two months, the Board of Directors may choose not to appoint a person to fill the vacancy. The term of the director appointed to fill the vacancy shall be equal to the remaining term of the Executive Committee member being replaced.

4 Authority

- 4.1 The Investment Committee has a duty to performing duties with responsibility, due care and integrity, in compliance with laws, the Company's objects and the Articles of Association, as well as resolutions passed by Board of Directors' Meetings and Shareholders' Meetings.
- 4.2 Responsible for reviewing matters related to investments in new businesses for the company and its subsidiaries, with the authority to approve investments both domestically and internationally, and/or joint ventures. This includes businesses related to the approved budget allocated by the board of directors.
- 4.3 Responsible for reviewing issues related to investments, mergers and acquisitions, investment strategies, business divestments, evaluating land use, conducting feasibility studies for investments, determining investment returns, managing asset allocation, including risk management and fundraising strategy.
- 4.4 To provide advices and recommendations to the Board of Directors on investment
- 4.5 To oversee, monitor and evaluate the projects approved for investment as well as report the progress of the investment to the Board of Directors.

4.6 The Investment Committee has the authority to invite those who involved or those who deem appropriate to attend the Meeting or to clarify the relevant matters.

5 Responsibilities

The Investment Committee is directly responsible to the Board of Directors under the scope of authority and responsibility given in this charter and the Board of Directors is responsible for the Company's business operations to outsiders.

6 Meetings

6.1 Convene the Investment Committee meetings 6 times per year or as necessary, with the option to call additional meetings as deemed appropriate and necessary.

6.2 In calling for a meeting, the Chairman of the Investment Committee or the Secretary of the Investment Committee, as assigned, shall send a written meeting notice to Investment Committee members at least 7 days in advance of the date of the Meeting, except in case of urgency, for the benefits of the Company, a meeting notice may be made otherwise, with an earlier date.

6.3 The resolution of the Investment Committee meeting shall be considered by the majority vote of the Committee who attend the Meeting that constitutes a quorum. In case of an equality of vote, the Chairman of the Meeting shall have a casting vote.

6.4 An Investment Committee member who has a stake in any matter shall not be present at the Meeting and shall not exercise the voting right on that matter.

6.5 The Investment Committee shall appoint the secretary of the Investment Committee as appropriate.

7 Quorum

7.1 In the Meeting of the Investment Committee, there shall be at least one half of the number of the Investment Committee members to form a quorum. In case the Chairman of the Investment Committee is not present at the Meeting or is not capable of performing the duty, the attending members of the Investment Committee shall elect among themselves one member to chair the Meeting.

7.2 In the Meeting, a resolution shall be passed by a majority of the votes with one member of Investment Committee having one vote. In case of a tie vote, the Chairman of the Meeting shall cast one more vote as the casting vote

8 Reporting

The Investment Committee is responsible for reporting the company performance (if any) to the Board of Directors at the Board meeting regularly.

9 Review of Charter

The Investment Committee shall regularly and annually verify and review the appropriateness of the Charter to ensure that the content in the Charter is consistent with the Company's objective and strategy. The significant updated Charter shall be approved by the Board of Directors.

This charter is effective from 15 December 2023 onward.

-Signed-

(Dr. Prasarn Trairatvorakul)

Chairman of the Board of Directors

Pruksa Holding Public Company Limited