



Charter of the Investment Committee
PrukSA Holding Public Company Limited

Charter of the Investment Committee

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

- 1) The Investment Committee is appointed by the Board of Directors and consisting of at least three members, including some Board members, the committee may also include executives of the Company and/or external individuals.
- 2) The Board of Directors shall appoint one of the Board members to serve as the Chairperson of the Investment Committee.
- 3) 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.
- 4) The Company Secretary serves as the secretary of the Investment Committee, unless assigned otherwise by the Investment Committee

3. Office term

- 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.
- 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) 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.
- 4) In addition to the expiration of their term as mentioned above, a member of the Investment Committee shall cease to hold their position upon:
 - 1) Death.
 - 2) Resignation, submitted in writing to the Chairman of the Board of Directors.
 - 3) Loss of qualifications to serve as a director of the company, or possessing disqualifications under the Public Limited Company Act or exhibiting characteristics that demonstrate a lack of suitability to be entrusted with the management of a company with public shareholders, as defined in Section 89/3 of the Securities and Exchange Act (No. 4) B.E. 2551 (and as may be amended).
 - 4) A resolution by the Annual General Meeting of Shareholders or the Board of Directors to remove the individual from the position.

- 5) 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. Scope of authority

- 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.
- 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.
- 3) To review expenses and investment plans for new businesses, mergers and acquisitions, investment strategies, asset sales, and the utilization of land not included in the normal operational plans of the real estate and healthcare sectors. This also includes conducting feasibility studies for investments, defining investment returns, managing asset allocation, and overseeing risk management and fundraising strategies.
- 4) To provide advices and recommendations to the Board of Directors on investment
- 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.
- 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.
- 7) To evaluate performance at least once a year and report on the performance results, including any issues or obstacles that may have prevented the achievement of objectives (if applicable), to the Board of Directors.
- 8) To report performance results to the Board of Directors on a quarterly basis and prepare a performance report for disclosure in the 56-1 One Report (or any future equivalent name).

5. Meetings

- 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.
- 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.
- 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.
- 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.

- 5) The Investment Committee shall appoint the secretary of the Investment Committee as appropriate.

6. Quorum

- 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.
- 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

7. Charter Review

This Charter must be reviewed at least annually or in response to any event or factor that may impact the Company or its operations, as deemed appropriate by the Board of Directors or the Investment Committee.

This Charter is effective from 14 November 2024 onward.

- Signed -

(Dr. Prasarn Trairatvorakul)

Chairman of the Board of Directors

Pruksa Holding Public Company Limited