

Investment Committee Charter
Osotspa Public Company Limited
(the “Company”)

(Approved by the Board of Directors’ Meeting No. 13/2024 on 13 November 2024,
effective from 14 November 2024 onwards)

1. Objectives

The Investment Committee is appointed by The Board of Directors with the task to consider and recommend inorganic growth and divestment of non-core asset / business to the Board of Directors. The Investment Committee ensures that proposed opportunities are in line with the Company's strategic direction whereby such investment is a business that has the potential to generate future returns to the Company.

2. Composition

- 2.1. The Investment Committee shall be appointed by the Board of Directors with the total number of at least five (5) members including ex-officio members, composing of at least one (1) Non-Executive Directors, Executives and/or outsider (if required) as appropriate. The members appointed by the Board of Directors will have one (1) voting rights.
- 2.2. The Board of Directors is empowered to appoint a member of the Investment Committee to be the Chairperson of the Investment Committee.
- 2.3. Chief Executive Officer, Group Chief Financial Officer, Head of Investment and M&A, and Head of Legal and Compliance are ex-officio members of the Investment Committee.
- 2.4. The Company Secretary shall act as the Secretary to the Investment Committee, unless assigned otherwise by the Investment Committee.

3. Qualifications

- 3.1. Each member of the Investment Committee shall possess knowledge, abilities and experiences which are of benefit to the Company’s inorganic growth strategy and/or divestment of non-core asset / business pursuant to the Company’s strategic direction approved by the Board of Directors. They shall have honesty, integrity and ethics in evaluating the opportunities proposed by the management and have sufficient time to dedicate their knowledge and abilities, as well as to perform their duties, for the Company.
- 3.2. Each member of the Investment Committee shall be fully qualified and possesses no characteristics prohibited by the laws on public limited companies, securities and exchange and any other applicable laws governing the business operation of the Company. They shall not possess untrustworthy characteristics as required by the Securities and Exchange Commission.
- 3.3. Each member of the Investment Committee shall immediately notify the Company if they have any vested interest, whether directly or indirectly, in any contemplated transactions proposed by the Management or if there are any potential conflict of interest in relation to the opportunities proposed by the management.

4. Roles, Duties and Responsibilities

- 4.1. Recommend the Company's inorganic growth framework that aligns with its strategic direction to Board of Directors and periodically review the existing framework and execution approach.
- 4.2. Evaluate and recommend the opportunities proposed by management that fits with OSP strategic direction to Board of Directors.
- 4.3. Drive the performance of the Company's completed investments and/or strategic partnership until (1) it is successfully integrated as Business as Usual to the Company's business unit or (2) such role is transferred to ExCom by Board of Directors' resolution.
- 4.4. Approve the engagement of any 3rd party advisors required to evaluate the opportunities proposed by the management including the budget required to engage 3rd party advisors.
- 4.5. To delegate its authority to any person(s) to perform any action related to the proposed opportunities under the supervision of the Investment Committee or to issue any power of attorney delegating such person(s) to have authority and within the specific period of time as deemed appropriate by the Investment Committee. The Investment Committee can cancel, revoke, change or amend any person(s) to be the authorized person holding such power of attorney as the Investment Committee may consider appropriate.
- 4.6. To have power to request the management team or any person related to the Company for opinion, meeting attendance or information, as well as to request data from other divisions of the Company and those of the Company's subsidiaries including other required supports (as appropriate) to evaluate the proposed inorganic growth opportunity or divestment of non-core assets by the Management.
- 4.7. To perform any other duties related in the acquisition and disposition of the Company's assets as assigned by the Board of Directors.

5. Tenure

- 5.1. Member(s) of the Investment Committee who are directors shall have their terms of services equal to their tenure of directorship in the Company. Each member who retires by the end of their tenure is eligible for re-appointment.
- 5.2. Member(s) of the Investment Committee who are the Company's executives shall have their terms of services equal to their executive positions, unless resolved otherwise by the Board of Directors.
- 5.3. Member(s) of the Investment Committee members who are outsiders, not being directors nor executives of the Company, shall have terms of services as may be deemed appropriate by the Board of Directors, subject to change as maybe deemed by the Board of Directors.
- 5.4. Besides 5.1 - 5.3, each member of the Investment Committee shall retire in the following cases:
 - (1) death;
 - (2) resignation;
 - (3) lack of required qualifications or having characteristics prohibited by the laws on public limited companies and/or securities and exchange;
 - (4) removal by the resolution of the Board of Directors;
 - (5) removal by the court's order;

- 5.5. If any member of the Investment Committee wishes to resign from their position, they shall submit a written resignation letter to the Chairperson of the Investment Committee and such resignation will be effective from the time the resignation letter reaches the Chairperson of the Investment Committee.
- 5.6. In the case where any position in the Investment Committee becomes vacant, the Board of Directors shall appoint any qualified person as so recommended by the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee to assume such position, provided that the number of members of the Investment Committee shall in no circumstance fall below the required minimum number.

6. Meetings

- 6.1. The quorum of the meeting of the Investment Committee shall comprise members in attendance of no less than half of the total number of members of the Investment Committee. In the case where the Chairperson of the Investment Committee is absent, one of the members of the Investment Committee shall instead act as the Chairperson of that meeting.
- 6.2. Any resolution of the meeting of the Investment Committee shall be made by majority votes, provided that each member of the Investment Committee shall have one vote each. However, in case where any such member has any vested interest in any matter to be so voted, such member will not be entitled to vote. If the vote in the meeting is tied, the Chairperson of that meeting shall have a casting vote.
- 6.3. The meeting of the Investment Committee can be arranged or convened as appropriate, provided that such meeting shall generally be held at least 4 times a year. The Chairperson of the Investment Committee will be the person to convene a meeting or, if necessary, any member of the Investment Committee may request the Chairperson of the Investment Committee to convene a meeting.
- 6.4. In convening any meeting of the Investment Committee, the Chairperson of the Investment Committee or the Secretary to the Investment Committee shall send an invitation letter and necessary supporting documents to all members of the Investment Committee.

7. Reporting

The Investment Committee shall have a duty to report the results of each meeting or other necessary matters that the Board of Directors regularly. This Charter will be reviewed on a regular basis at least once a year. The Investment Committee shall also review existing frameworks and approaches periodically.

-Signature -

Signed

(Mr. Somprasong Boonyachai)
Chairman of the Board of Directors