

CHARTER OF THE INVESTMENT COMMITTEE

COUNTRY GROUP DEVELOPMENT PUBLIC COMPANY LIMITED

VERSION 01/2569

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1. OBJECTIVES

The Board of Directors of Country Group Development Public Company Limited (“Company”) entrusted the Investment Committee with the fiduciary duty to establish and promulgate the comprehensive criteria and policies governing the Company's investment activities. Subsequently, the Investment Committee exercises oversight and control over the management of these investments, ensuring strict adherence to the prescribed investment policy framework and the achievement of the Company's strategic objectives.

2. COMPOSITIONS

The Investment Committee shall consist of not less than 2 members consisting director and Head of the Strategy and Investments Division, or as the Board of Directors deemed appropriate.

3. QUALIFICATIONS

- 1) Having the qualifications and not possess any prohibited characteristics under the law on public limited company , law on securities and exchange and other applicable laws.
- 2) Possess a thorough understanding of the Company's business and have the requisite knowledge, expertise, and experience in investment management, risk management, or securities analysis

4. APPOINTMENT, TERM OF OFFICE AND VACATION OF OFFICE

4.1 APPOINTMENT

- 1) The appointment of member of the Investment Committee shall be made by the Board of Directors’ resolution, as well as the appointment of the Chairperson of the Investment Committee.
- 2) The secretary to the Board of Directors shall be secretary to the Investment Committee ex officio or may be appointed by the Investment Committee.

4.2 TERM OF OFFICE

- 1) Members of the Investment Committee shall have a term of office according to the term of office as the Company’s director. Members of the Investment Committee who are due to retire by rotation may be re-appointed.
- 2) In the event that the position of a member of the Investment Committee becomes vacant for reasons other than the retirement by rotation, the Board of Directors shall consider and appoint the qualified candidate as the member of the Investment Committee to ensure the Investment Committee is fully comprised with minimum members requirements as specified in the Charter herein.

4.3 VACATION OF OFFICE

- 1) In addition to vacating office upon the expiration of the term of office, a director may vacate office upon the occurrence of any of the following events:
 - 1.1) Death;
 - 1.2) Resignation;
 - 1.3) Being disqualified from directorship or possessing prohibited characteristics under the Public Limited Companies Act B.E. 2535 (as amended) and other applicable laws;
 - 1.4) Removal by a resolution of the Board of Directors;
 - 1.5) Termination of employment with the Company (in the case where an Investment Committee member holds a position as an executive of the Company).
- 2) An Investment Committee member who wishes to resign shall submit a resignation letter to the Chairman of the Board of Directors, and such resignation shall be effective from the date on which the resignation letter is received.

5. AUTHORITY, DUTIES AND RESPONSIBILITIES

- 1) To consider, evaluate, and approve investments of the Company, including those of its subsidiaries and associated companies, with a total value not exceeding THB 100 million; provided that such approval shall not be contrary to or exceed the rules governing the acquisition or disposal of assets or connected transactions as prescribed by applicable laws and regulatory authorities.
- 2) To consider and endorse business plans, marketing and sales plans, as well as the budgets of investment projects, for submission to the Board of Directors for further approval.
- 3) To consider the business feasibility, risk assessment, and return analysis prior to the approval of any investment.
- 4) To consider and approve short-term investments and divestments with financial institutions, such as mutual funds, promissory notes, or bills of exchange, within a limit not exceeding THB 100 million.
- 5) To monitor, evaluate, and review the investments of the Company, its subsidiaries, and associated companies on a regular basis.
- 6) To provide advice and recommendations to the management and the Board of Directors on matters relating to investments.
- 7) To review the Charter of the Investment Committee on an annual basis.
- 8) To perform any other duties as assigned by the Board of Directors.

6. MEETINGS

- 1) The Investment Committee's Meeting shall be arranged as the committee deemed appropriate. The meetings may be conducted via electronic methods in accordance with the criteria prescribed by the relevant laws.
- 2) The Chairperson of the Investment Committee or the person assigned shall send the invitation letter, which may be distributed by electronic methods, to the Investment Committee at least 7 days prior the meeting or pursuant to the laws. In the event of an emergency to protect the rights and benefits of the Company, the meeting request can be notified by other method or the meeting can be arranged sooner.
- 3) To constitute the quorum, the presence of not less than one half of the total number of members of the Investment Committee is required. In the absence of the chairperson of the committee or is unable to perform his/her duty, the members present at the meeting shall select among themselves one of them to preside over the meeting.
- 4) Each member of the Investment Committee is entitled to one vote. The resolutions of the Investment Committee's meeting shall be passed by a majority votes of the members presenting at the meeting. Should the votes be equally divided, the Chairman of the meeting shall exercise a casting vote. A member who has a vested interest in a particular matter shall be recused from voting on it.
- 5) The secretary to the Investment Committee or an assigned delegate shall take the minutes of meetings.

7. REPORTING

The Investment Committee is obligated to report the outcomes of its performance, meeting results, or any other relevant matters to the Board of Directors' meeting. This includes preparing a summary of the committee's performance, which must be signed by the Chairman of the Investment Committee and disclosed in the Company's annual report.

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-Signature- Chairman of the Board of Directors
(Mr. Vikrom Koompirochana)