



Investment Committee Charter
SPCG Public Company Limited

The Board of Directors deems it appropriate to establish the Investment Committee Charter to define its composition, qualifications, duties, and responsibilities, to ensure transparent and fair practices aligned with corporate governance principles. The charter is also intended to maintain confidence and credibility among stakeholders and is to be reviewed at least annually to ensure its continued relevance.

Composition and Qualifications

1. The Investment Committee is appointed by the Board of Directors.
2. It comprises company directors and experts with knowledge and experience in the energy business or related sectors, finance and accounting, management, or technology.
3. At least half of the members must be company directors.
4. One member is selected as Chairperson.

Duties and Responsibilities

1. Monitor and evaluate implementation of corporate strategy and sustainable business development.
2. Consider investment and divestment opportunities, pre-screen, approve, and monitor investment projects in line with the company's strategic direction before presenting to the Board.
3. Advise on appropriate financial structures to support the company's strategy.
4. Carry out other tasks as assigned by the Board.
5. Evaluate the committee's performance annually.



Authority

1. Approve procurement and investment activities for approved projects within a budget of up to THB 200 million.
2. Approve procurement, hiring, or consultancy for new business projects without prior Board approval within a budget of up to THB 100 million.
3. Appoint and determine remuneration for investment consultants.
4. Request information from management as deemed necessary.

Meetings

1. Must be held at least twice a year.
2. A quorum requires more than half of the committee members.
3. Meetings may be conducted electronically per legal requirements.
4. Members with conflicts of interest may not participate in relevant votes.
5. Each member has one vote; decisions are made by majority. In case of a tie, the Chairperson casts the deciding vote.
6. The committee secretary shall prepare the meeting minutes.

Term of Office

1. The terms of office for Investment Committee members are as follows:
 - a) In the case where the Investment Committee member is a company director, their term shall coincide with their term as a company director.
 - b) In the case where the Investment Committee member is an external expert, the term shall be three (3) years.
2. An Investment Committee member whose term has ended may be reappointed for another term as deemed appropriate by the Board of Directors.
3. An Investment Committee member shall vacate office upon:
 - Expiration of the term
 - Termination of directorship with the Company
 - Resignation
 - Death
 - Resolution of the Board of Directors to remove the member



4. If a position on the Investment Committee becomes vacant for reasons other than term expiration, the Board of Directors shall appoint a qualified person to replace the member who resigned or was removed. The replacement member shall serve only for the remainder of the term of the member they replace.

Remuneration

Remuneration is determined by the Board based on recommendations from the Nomination and Remuneration Committee and must be approved by the shareholders for members who are company directors.

(Ms. Omsin Siri)
Chairperson of the Investment Committee

(Dr. Wandee Khunchornyakong Juljarern)
Chairperson of The Board of Directors