

**Executive and Investment Committee**

Eastern Water Resources Development and Management Public Company Limited



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Approved by Board of Directors No. 15/2025 25<sup>th</sup> November 2025



### **Executive and Investment Committee Charter**

#### **Eastern Water Resources Development and Management Public Company Limited**

##### **1. Definition**

“Charter” means Executive and Investment Committee Charter

“Board of Directors” means Board of Directors of Eastern Water Resources Development and Management Public Company Limited

“Chairman” means Chairman of Executive and Investment Committee

“Directors” means Directors of Executive and Investment Committee

“Advisor” means an advisor of Executive and Investment Committee

##### **2. Objectives**

The Executive and Investment Committee is established by the Board of Directors with the following objectives:

2.1 To consider, screen, and review the Company’s vision and mission, and to formulate the Company’s investment plans and annual action plans in alignment with the Company’s vision and mission, prior to submitting them to the Board of Directors for consideration.

2.2 To consider, screen, or approve, and to oversee significant investment projects in accordance with the investment policy, including the implementation of safeguards against legal risks, while taking into account the best interests of the organization, shareholders, and relevant stakeholders, prior to submitting them to the Board of Directors for consideration.

2.3 To screen agenda items prior to submission to the Board of Directors, in cases where such agenda items have not been reviewed by other sub-committees.

2.4 To perform duties in compliance with the rules and regulations of relevant regulatory authorities.

### **3. Structure and Composition**

3.1 The Board of Directors shall consider and appoint the Chairman, members, advisors, and the Secretary of the Executive and Investment Committee.

3.2 The Executive and Investment Committee shall consist of no fewer than three and no more than five members. The Chairman of the Board of Directors should not be a member of the Executive and Investment Committee.

3.3 The Executive and Investment Committee shall comprise directors who possess appropriate knowledge, capabilities, and experience in management, investment, project management, or economics and finance.

### **4. Term of Office**

4.1 Members of the Executive and Investment Committee shall hold office for a term corresponding to their term as directors of the Company, or as otherwise approved by the Board of Directors.

4.2 Grounds for termination of office include expiration of the term, resignation, death, disqualification or possession of prohibited characteristics pursuant to Section 68 of the Public Limited Companies Act B.E. 2535 (1992), and Sections 89/3, 89/4, and 89/6 of the Securities and Exchange Act B.E. 2535 (1992), as well as the Notification of the Capital Market Supervisory Board No. KorJor. 3/2560 (2017) regarding the determination of untrustworthy characteristics of directors and executives of companies, or removal by resolution of the shareholders' meeting, or removal or termination by court order in accordance with the grounds specified in the Company's Articles of Association.

4.3 In the event that a member of the Executive and Investment Committee completes the term of office or is unable to serve for the full term for any reason, resulting in the number of committee members being less than the required composition, the Board of Directors shall appoint a replacement to fill the vacancy within three months from the date on which the committee composition becomes incomplete, in order to ensure continuity of operations.

### **5. Authority, Duties, and Responsibilities**

5.1 To consider and screen significant agenda items that have not been reviewed by other sub-committees prior to submission to the Board of Directors for consideration, such as the review of the Company's vision and mission, formulation of strategic plans, determination of investment plans and annual action plans, budgets, investments, financial management, as well as other key matters that may affect the Company's operations.

5.2 To screen project and investment criteria and submit them to the Board of Directors for consideration and approval.

5.3 To consider legal issues in parallel with the screening of management and investment related matters to be submitted to the Board of Directors for consideration.

5.4 To consider the Company's overall budget.

5.5 To monitor the progress of significant investment projects in accordance with the mandates of the Board of Directors.

5.6 To provide advice or recommendations on management, investment, and legal matters to management and the Board of Directors.

5.7 To have the authority to approve procurement related to investments in accordance with the Company's procurement regulations, within the prescribed approval limits.

5.8 Where necessary, to invite management or relevant persons to attend meetings to provide clarification or to submit relevant documents.

5.9 To report performance results to the Board of Directors without delay, or in the month in which procurement approval for project works is granted, or in the following month.

5.10 To evaluate the performance of the Executive and Investment Committee, both collectively and individually, and to report any issues or obstacles that hinder performance from achieving the prescribed scope, authority, and duties (if any) to the Board of Directors for information at least once a year. The evaluation results shall be used for further performance improvement.

5.11 To review this Charter annually to ensure that it remains current and appropriate to prevailing circumstances. In the event of any amendments, the Executive and Investment Committee shall submit them to the Board of Directors for consideration and approval.

5.12 To perform any other duties as assigned by the Board of Directors.

## **6. Meetings**

6.1 The Executive and Investment Committee shall hold meetings at least once a month or as deemed appropriate. A quorum shall consist of not less than one-half of the total number of committee members. Meetings of the Executive and Investment Committee shall be convened by the Chairman of the Executive and Investment Committee, or by the Secretary of the Executive and Investment Committee upon the instruction of the Chairman, by sending a notice of meeting together with supporting documents to the committee members at least three days prior to the meeting. In cases of urgency to protect the rights or interests of the Company, the notice of meeting may be given by electronic means or other methods, and the meeting date may be scheduled earlier.

Meetings of the Executive and Investment Committee may be conducted via electronic media in accordance with the laws governing electronic meetings. In such cases, the Company's head office shall be deemed the meeting venue.

6.2 In the event that the Chairman of the Executive and Investment Committee is unable to perform the duties of the chairperson at a meeting, the Chairman may designate any member of the Executive and Investment Committee, or the committee members present at the meeting may elect one of the members, to act as the chairperson of the meeting.

6.3 In the event that a member of the Executive and Investment Committee is unable to attend a meeting, such member shall inform the Secretary of the Executive and Investment Committee verbally or by submitting a written notice of absence.

6.4 Prior to the meeting, each member of the Executive and Investment Committee shall preliminarily review the meeting agenda to determine whether he or she has any conflict of interest in relation to the matters to be considered. Any committee member who has a conflict of interest in an agenda item shall abstain from expressing opinions and from voting on such matter, or shall leave the meeting, as appropriate.

6.5 Resolutions of the meeting shall be passed by a majority vote.

(1) In voting on matters of the Executive and Investment Committee, each committee member shall have one vote, and decisions shall be made by a majority of votes. In the event of a tie, the Chairman of the Executive and Investment Committee, or the chairperson of the meeting, shall have a casting vote to resolve the matter. The Secretary of the Executive and Investment Committee and other attendees who are not committee members shall have no voting rights.

(2) In the event that vacancies reduce the number of members of the Executive and Investment Committee to less than one-half of the required composition, resulting in the absence of a quorum, the remaining committee members shall consider assigning management to submit the relevant agenda item directly to the Board of Directors for consideration.

6.6 The Secretary of the Executive and Investment Committee shall be responsible for recording and maintaining the minutes of meetings, as well as distributing the meeting minutes to the members of the Executive and Investment Committee within seven days from the meeting date. The agendas and duly approved meeting minutes shall be submitted to the Company Secretary.

6.7 Each member of the Executive and Investment Committee shall attend at least seventy-five percent (75%) of the total meetings held in a year.

## **7. Remuneration**

7.1 The remuneration of the Executive and Investment Committee shall be in accordance with the resolution of the Annual General Meeting of Shareholders.

7.2 The remuneration of advisors to the Executive and Investment Committee shall be in accordance with the resolution of the Board of Directors, which has been reviewed and screened by the Nomination and Remuneration Committee.

## **8. Reporting**

The Executive and Investment Committee shall report its performance results, or any other matters with clear conclusions, or matters that the Board of Directors should be informed of, at the meeting of the Board of Directors.

## **9. External Advisors**

The Executive and Investment Committee may seek advice from external advisors who are independent experts, as deemed appropriate, subject to approval by the Board of Directors.

(Mr.Wirat Uanarumit)

Chairman