

(Translation)

RATCH Group Public Company Limited  
Regulations of the Investment Committee  
B.E.2562  
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Pursuant to the shareholder resolution reached at Ratchaburi Electricity Generating Holding Public Company Limited's 2019 Annual General Meeting on 12 April 2019, the Company was renamed to RATCH Group Public Company Limited. Seeing the need to have the Regulations of Investment Committee, Ratchaburi Electricity Generating Holding Public Company Limited's Board of Directors at the meeting No. 3/2019 held on 15 March 2019 approved these regulations.

1. These regulations are called "RATCH Group Public Company Limited Regulations of Investment Committee B.E.2562".

2. These regulations shall be effective as of 17 April 2019.

3. In these regulations,

(1) "Company" refers to RATCH Group Public Company Limited.

(2) "Board of Directors" refers to the Company's Board of Directors.

(3) "Directors" refer to the Company's directors.

(4) "Investment Committee" refers to the Company's Investment Committee as described in these regulations.

(5) "Secretary" means the secretary of the Investment Committee in these regulations.

4. The Investment Committee shall be composed of Chairman and no more than 3 other directors, appointed by the Board of Directors.

5. The Investment Committee shall appoint an employee who has knowledge as well as capabilities in business development and financial analysis and whose qualifications do not contradict relevant laws, rule and regulations as its secretary.

6. The Investment Committee serves a term of three years.

A director who retires by rotation may be re-elected.

7. The Investment Committee's membership is terminated prior to end of tenure in the following cases:

(1) Death

(2) Resignation

(3) Termination of directorship

A member of the Investment Committee replacing the director whose membership is prematurely terminated shall serve accordingly to the remaining term of the member whom he replaces.

8. The Board of Directors' meeting procedure, quorum and voting applies mutatis mutandis to the Risk Management Committee.

9. The Investment Committee is tasked with the following duties:

(1) Set the investment strategy, goals, targets, investment plans, budgets, investment returns, and other returns on projects earmarked to increase capacity and propel the Company's business growth.

(2) Screen investment projects proposed by the Management to ensure alignment with the Company's investment policy and goals, taking into consideration returns and related risks which must be kept within risk appetite.

(3) Examine, follow up and assess the approved investment projects as well as submit reports for the Board of Directors' acknowledgement.

10. The Investment Committee shall report directly to the Board of Directors and the Board of Directors remains responsible for the Company's operations to the general public.

11. The Investment Committee is empowered to:

(1) Summon directors, employees or contract workers to a meeting and a discussion or to clarify or answer questions relating to the Investment Committee's duties and responsibilities.

(2) Consult specialists or the Company's consultants (if any) or if necessary, hire external specialists on a job-by-job basis at the Company's expense.

(3) Ask employees to submit company documents for its consideration on investment plans.

(4) Give employees or contract workers assignments which are within the scope of the Investment Committee's duties and responsibilities.

Announced on 17 April 2019

(Mr. Sutat Patmasiriwat)  
Chairman of RATCH Group Public Company Limited