

Investment Committee's Charter

Dusit Thani Public Company Limited

1. Composition and qualifications

- 1.1 The Investment Committee shall consist of at least two members from the management team and two members of the Company's Board of Directors. The total number of the members of the Investment Committee shall not exceed six. There shall be one secretary appointed by the Investment Committee.
- 1.2 Members of the Investment Committee shall select one member among them to be the chair of the Investment Committee.
- 1.3 The Company's Board of Directors shall appoint members of the Investment Committee upon approval of the Nomination, Remuneration, and Corporate Governance Committee.

2. Office term and remuneration

- 2.1 The chair and members of the Investment Committee shall have their office term of three years and shall not serve more than three terms unless otherwise specified by the Company's Board of Directors.
- 2.2 Any member of the Investment Committee who resigns from his/her office shall submit a written letter to the chair of the Company's Board of Directors. The resignation shall become effective on the date that the letter is sent to the chair of the Company's Board of Directors.
- 2.3 In the event that there is vacant position of the Investment Committee due to reasons apart from an expiration of term, the Company's Board of Directors shall appoint a qualified person for that vacant position. Such qualified person shall serve in the office only for the remaining term of the vacant position.
- 2.4 The remuneration of the Investment Committee shall be in accordance with the criteria as approved by shareholders' meetings.

3. Duties and responsibilities of the Investment Committee

- 3.1 To consider and review investment proposals of the management team so that investment projects of the Group shall be consistent and compliance with the policies and targets as per the investment plans, by taking into account the return of investment and relevant risks factors that are acceptable and manageable; and to consider and review risks and preventive measures associated with investment, finance and relevant risks.
- 3.2 To consider strategies, targets, investment plans, investment budgets, investment returns, and other benefits from investment in projects to increase growth for the Company.
- 3.3 To check, follow up, and evaluate investment projects that have been approved and to report to the Company's Board of Directors.
- 3.4 To evaluate performance at least once a year and report the performance to the Company's Board of Directors.

-English translation-

3.5 To consider and approve any change to the Company's organizational structure and to propose the change to the Company's Board of Directors.

3.6 To consider other matters as assigned by the Company's Board of Directors and as specified in the Company's regulations.

4. Meeting

4.1 The Investment Committee organize or call a meeting as it deems appropriate at least once per quarter. The Investment Committee must always attend meetings.

4.2 In calling a meeting of the Investment Committee, the chair or the secretary of the Investment Committee shall notify the Investment Committee of the meeting at least seven days before the date of the meeting, unless for urgent cases, an invitation to a meeting shall be made by other methods or the date of meeting can be earlier.

4.3 Meetings of the Investment Committee shall require at least half of the total members of the Investment Committee to constitute a quorum.

4.4 A resolution shall require a majority vote of the members attending a meeting with a quorum. One member of the Investment Committee shall have one vote. In any case in which there is a tie vote, the chair of the Investment Committee shall cast the decisive vote. Any member who has a conflict of interest in any matter shall not consider or cast a vote in such matter.

5. Reporting

5.1 The Investment Committee is responsible for the Company's Board of Directors and reports its performance to the Company's Board of Directors.

6. Advisor

6.1 The Investment Committee may receive advice from independent professionals as it deems appropriate, and the Company shall be responsible for advisors' fees.

This will be effective from July 23, 2019.

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(Mr. Arsa Sarasin)
Chairman of the Board of Directors
Dusit Thani Public Company Limited

Remark: The Charter was approved by the Board of Directors in its meeting No. 8/2019 held on July 23, 2019.