



NR Instant Produce Public Company Limited

Investment Committee Charter

The Investment Committee (“IC”) (a committee delegated by the Board of Directors) will assist the Board of Directors to advise and oversee the Company and all its affiliates investment transactions, management, policies and guidelines, establishment of investment benchmarks, review of investment performance and oversight of investment risk management exposure policies and guidelines. The Investment Committee Charter is part of the governance framework within which the Board of Directors, assisted by its committees, directs the affairs of the organization.

1. Purpose and Organization

The Committee’s role is one of strategic direction and oversight of the Executive Committee and Chief Financial and Investment Officer (“CFIO”) and CFIO office responsible for the operational implementation and execution of the Investment Policy Statement, which is developed by the Investment Committee and approved on an annual basis by the Board of Directors.

2. Committee Composition and Tenure

There will be no less than 4 committee voting members which shall be appointed by the Board of Directors and whereby all committee members shall have prior experience in investment management, risk management or accounting and finance. If possible, it is encouraged there will be diversity and representation in the selection of committee members. Member terms will be for three years which can be extended for a maximum of 2 terms. Committee Chairman will be on a rotational basis every year.

3. Roles and Responsibilities

3.1 Develop and maintain committee governance documents

- a) Draft the committee Investment Policy Statement (including the Asset Allocation Policy), and Operating Guidelines, and submit to the Board of Directors for approval.
- b) Annually review, evaluate, and make recommendations regarding Investment Policy Statement (including the Asset Allocation Policy), and the Operating Guidelines for approval by the Board of Directors.
- c) At least annually, evaluate and review investment policy statement for approval from Board of Directors.

NR INSTANT PRODUCE PUBLIC COMPANY LIMITED

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3.2 Assess portfolio risk and key attributes

- a) Gather input and recommendations from the Risk Management Committee and Chief Financial and Investment Officer regarding risk tolerance and key portfolio characteristics, such as expected return, volatility, liquidity, etc.
- b) Evaluate scenario analyses prepared by staff and consultant based on the projected future expense/liability projections prepared by staff including any expected strategic investments requiring additional funding or lending to finance the investment.
- c) The operational risk and disaster risk scenarios and resulting projected cash needs; and the portfolio characteristics (expected return, volatility, risk factor analysis, etc.)
- d) As a result of the analysis, evaluate whether changes need to be made to the Investment Policy Statement (including the Asset Allocation Policy), or other governing documents.

3.3 Monitor and evaluate investment performance, investment service providers, and costs

- a) Review the performance of the Investment portfolio relative to their benchmarks on a quarterly basis.
- b) Assess whether due diligence, legal, audit and any related deal fees incurred by or on behalf of the investment /investment portfolio are appropriate and reasonable on an annual basis.

4. Oversee implementation and ongoing operational execution of the Investment Policy Statement

At least quarterly, ensure compliance with the Investment Policy Statement by verifying that investments and allocation are according to Investment policy.

5. Reporting and Relationships

- a) Maintain minutes or other records of committee meetings and provide to the Board of Directors upon completion.
- b) The Investment Committee relies on the reports provided by management, third party investment consultant, and external investment service providers to carry out its responsibilities and duties.
- c) The Investment Committee will rely on the Chief Financial and Investment Officer and CFIO office on day-to-day ongoing management of the investment portfolio in compliance with the Operating Guidelines.

6. Other Investment Committee mandates

The Committee shall carry out all the assigned mandates, submit its recommendations to the Board of Directors, and shall maintain channels of direct communication with the Board of Directors. The Investment Committee shall not amend any decree issued by the Board of Directors. The Investment Committee's mandates shall be as per the relevant laws and regulations as follows:

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- a) Advise and review subsidiary governance framework.
- b) Advise and review the policies for nominating Boards of Directors and Managers in subsidiaries including the selection criteria.
- c) Provide recommendations to the Board of Directors related to the appointment of the Boards of Directors and Managers in subsidiaries.
- d) Manage the integrity of investment process, set relevant controls for protecting Company's interests and fully monitor the timeframe and process of acquisition/merger related to any investment opportunity to the Board of Directors.
- e) Review performance assessment and work progress on a regular basis for the plans approved by the Boards of Directors of subsidiaries and provide the relevant recommendations to the Board of Directors.
- f) Provide recommendations to the Board of Directors regard the exit from or liquidation of a current investment.
- g) Review the integration and synergy performance reports for subsidiaries of necessary.

7. Committee Meetings

The Committee shall meet at least four times per year or once each quarter and additionally as required. Notice of meetings shall be given to all Committee members in advance Meetings may be held by conference telephone or other means. A majority of the voting members of the Committee shall constitute a quorum for a meeting, and the affirmative vote of a majority of voting members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee may form, and delegate any of its responsibilities to, a subcommittee as appropriate.

This investment committee charter has been reviewed and approved by the Board of Directors effective on 16 August 2021 onwards.

(Mrs. Kesara Manchusree)

Chairman of the Board of Directors

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