



## **Charter: Investment Committee**

Document Number: MG-A-002

Effective date on : 11 May 2024

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Document No.	MG-A-002
Revision	02
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## **Charter**

### **Investment Committee**

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#### **1. Introduction**

The Investment Committee is established by the Board of Directors to oversee investments in government bonds for the repayment of Priority Package contracts, investments in government bonds for the payment of group insurance premiums for existing cell storage contracts, and to establish the company's investment plan in accordance with the investment management policy for Priority Package customers and Cord Blood insurance premiums, with an emphasis on cash flow management policy, risk management, and investment returns.

#### **2. Composition and Appointment of the Committee**

- 2.1 The Investment Committee shall consist of no fewer than three members, including at least one independent director, a director, an executive, or a person with knowledge, expertise, and experience in investment management, risk management, or securities analysis.
- 2.2 The Investment Committee shall appoint a secretary to the committee as deemed appropriate.
- 2.3 The Investment Committee may appoint individuals with knowledge and experience in investment as advisors to the committee.

#### **3. Term of Office**

The Investment Committee shall have a term of office of three years. Members who have completed their terms may be reappointed to ensure continuity in the committee's work.

#### **4. Quorum and Meeting Procedures**

A quorum for an Investment Committee meeting requires the presence of no less than half of the total number of committee members. In the event that the Chairman of the Investment Committee is not present or unable to perform their duties, the attending committee members shall select one member to chair the meeting. This shall include meetings held via electronic media.

## 5. Scope of Authority, Duties, and Responsibilities

The Investment Committee is responsible for considering, approving, and/or endorsing matters to be presented to the Board of Directors for approval, within the scope of its authority, duties, and responsibilities as defined in the relevant regulations and charters. In addition, the Investment Committee is responsible for overseeing and monitoring the company's investments in government bonds, which are divided into two parts as follow:

- 1) **Investment Portion 1** Investment in government bonds of 471,000 units, or approximately 416 million Baht. This investment is made for the purpose of repayment to customers under Priority Package contracts.
- 2) **Investment Portion 2** Investment in government bonds of 76,000 units, or approximately 81 million Baht. This investment is made for the purpose of paying group insurance premiums **for existing cord blood cell storage contracts, as of December 31, 2023**, totaling 8,399 contracts.

The Investment Committee is responsible for considering the following matters:

- 5.1 Overseeing and monitoring returns from investments in government bonds under Investment Portion 1, ensuring that such investments are in accordance with the established plan, and that the investment is not sold or used for any other purpose. This includes consideration of the following:
  - 5.1.1 Overseeing that the company reinvests interest income from government bonds from **Investment Portion 1** each year by purchasing additional government bonds with a maturity of approximately 5-10 years.
  - 5.1.2 Overseeing that the company sells investments from Investment Portion 1 according to the plan to use for debt repayment for Priority Package contracts, which are due for repayment between 2038 and 2052, or until the company has fully repaid its debts under the Priority Package contracts.
- 5.2 Overseeing that the company uses returns from investments in government bonds from **Investment Portion 2**, including proceeds from the sale of investments from **Investment Portion 2**, solely for the purpose of paying group insurance premiums **for existing cord blood cell storage contracts**, and that the investment is not sold or used for any other purpose.
- 5.3 Overseeing investments according to the cash flow management policy, beyond clauses 5.1 to 5.2, in order to comply with the investment management policy for Priority Package customers and Cord Blood insurance premiums.

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- 5.4 Holding meetings at least once every quarter to monitor investment performance and the status of government bonds investments, including the amount invested for debt repayment for Priority Package contracts and the amount invested for paying group insurance premiums for existing cell storage contracts, as well as other investments.
- 5.5 Regularly reporting investment performance to the Board of Directors.
- 5.6 Overseeing matters related to corporate governance, transparency, and prevention of conflicts of interest related to the company's investment transactions.
- 5.7 Reviewing and adjusting the investment management policy for Priority Package customers and Cord Blood insurance premiums, the cash flow management policy, and the investment plan to suit changing circumstances. This should be proposed to the Board of Directors for approval, and the revisions should be reported to the shareholders' meeting for acknowledgement.
- 5.8 Performing any other tasks assigned by the Board of Directors.

**6 Review and Amendment of the Charter**

The Investment Committee shall review this charter at least once a year and shall propose amendments as deemed appropriate for the Board of Directors to consider for approval.

Announced on July 11, 2024

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(Dr. Watcharee Thintanee)

Chairman of the Board

Medeze Group Public Company Limited

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## Document Control Record

Revision	Meeting Reference	Effective date	Details of Aciton
00	BOD 1/2022	11 Augugst 2022	Initial proposal for approval
01	BOD 4/2023	27 June 2023	Defined the frequency of meetings as “at least once per quarter.”
02	BOD 4/2024	11 July 2024	<p>Further defined the scope of authority, duties and responsibilities of the committee.</p> <ul style="list-style-type: none"><li>- To oversee and monitor returns from investment in government bonds, for the purpose of repayment of Priority Package contracts by ensuring that the investment is in accordance with the established plan and is not sold or used for any other purposes.</li><li>- To ensure that the company does not use investment in government bonds which is purposed for payment of group insurance premiums for existing cell storage contracts, for any other purposes.</li></ul>