Strategy Committee Charter
Laguna Resorts & Hotels Public Company Limited

1. Purpose and Objectives

The Strategy Committee ("**SC**" or the "**Committee**") of Laguna Resorts & Hotels Public Company Limited (the "**Company**") is established by the Company's Board of Directors, with duties and responsibilities as assigned by the Board, to independently fulfill its delegated responsibilities. Aimed at maximizing management efficiency and effectiveness, the Committee assists the Board in its fiduciary duties by aligning human resources policies with corporate goals, securing top executive talent, maintaining transparent compensation structures, and advising on board composition and governance.

2. Composition

The Strategy Committee shall comprise at least three (3) members, including at least one (1) director, who will be the Chairman of the Committee.

The Strategy Committee may appoint a secretary to the Committee to assist in performing duties of the Committee regarding meeting appointments, meeting agenda preparation, meeting supporting document submission and meeting minute taking.

3. Terms of Office

The term of office of a member of the Committee shall be 2 years. A member of the Committee who vacates his/her office by rotation and may be re-appointed.

In the case of any vacancy occurring in the Committee, otherwise than by rotation, the Board of Directors of the Company shall appoint a qualified person to be a Committee member in order that the Committee reaches the full number stipulated by the Board of Directors of the Company. The person replacing a Committee member shall remain in office for the period of time which the Committee member whom he/she replaces is entitled.

4. Duties and Responsibilities

4.1 To review the accuracy and adequacy of financial reporting of the Company;

4.2 To review the adequacy and effectiveness of internal control and internal audit systems of the Company as well as to determine the independence of the internal audit unit, and to approve the appointment, transfer and termination of employment of the chief of the internal audit unit;

4.3 To consider, select, nominate and terminate an independent person to be the external auditor of the Company and propose fees for such person.

4.4 To review the Company's compliance with the regulations and obligations under the Securities and Exchange Commission of Thailand, the Public Limited Companies Acts and the laws relating to the business of the Company;

4.5 To review the connected transactions or the transactions that may lead to conflicts of interests to ensure that they are in compliance with the laws, regulations of the Securities and Exchange Commission of Thailand, and are reasonable and for the highest benefit of the Company;

4.6 To review and encourage the Company to enforce and comply with an appropriate and efficient risk management policy, as well as to oversee and monitor the Group Risk Committee;

4.7 In performing the duty of the Strategy Committee, if there is a transaction or any of the following acts which may materially affect the Company's financial condition and operating results:

a) a transaction which causes a conflict of interest;

b) any fraud, irregularity, or material defect in an internal control system; or

c) an infringement of the law on the Securities and Exchange Commission of Thailand, or the laws relating to the business of the Company.

The Strategy Committee shall report such transaction or act to the Board for rectification within the period of time that the Strategy Committee thinks fit;~~,~~

4.8 To investigate and report the preliminary result to the Office of the Securities and Exchange Commission and the external auditor within thirty days upon receipt of the fact from the external auditor in relation to any suspicious circumstance that the director, manager or any person responsible for the operation of the Company commits an offence under the law on securities and exchange;

4.9 To implement and oversee the annual self-performance evaluations including reviewing the evaluation results and reporting the results to the Board on an annual basis;

4.10 To perform any other acts as assigned by the Board and accepted by the Strategy Committee.

4.11 To propose guidelines and make broad recommendations for the annual salary increment and bonus policies for the Company.

4.12 To review and award the bonus, salary increment and incentives of the Company Chairman and his relatives who are employees of the Company.

4.13 To review and approve the expense claims of the Company Chairman.

4.14 To review and if necessary, propose changes or additions to senior management welfare, benefit (such as employee stock options and other employee welfare allowances, subsidies and schemes), salary increment and bonus policies. The emolument of individual employees shall be determined by the management of the Company.

4.15 To establish criteria for Board membership.

4.16 To formulate a standard and transparent process for the selection of directors.

4.17 To propose and/or evaluate directorial candidates and Board committee members for consideration by the Board when there is a vacancy.

4.18 To inform the Board of the names of directors and Board committee members who are retiring by rotation and make recommendations to the Board as to whether the Board should support the renomination of those retiring directors and committee members.

4.19 To review the operational performance of the LRH Group and make recommendations to the Board as appropriate, which may include hotel and resort performance, property development and sales, capital expenditure and asset enhancement, shared infrastructure and estate services, organisation and workforce matters, and any other operational matter referred by the Board or raised by the Chairman of the Committee.

4.20 To review and assess the adequacy of the Charter of the Strategy Committee at least once a year and recommend modification to the Board as needed.

4.21 To report to the Board of Directors on the Committee's activities and findings.

5. Meeting

5.1 The Strategy Committee shall meet as the Chairman of the Strategy Committee deems appropriate, at least four (4) times per year.

5.2 In order to call the Strategy Committee's meetings, the Chairman of the Strategy Committee or designated person shall send the meeting notice along with agenda items and relevant documents to all members of the Strategy Committee, via any channels including an electronic channel, no less than three (3) days prior to the meeting date. Except in case of necessity or urgency to preserve the right and benefit of the Company, the meetings may be called by other methods or with shorter notice period.

6. Quorum and Voting

6.1 The quorum of the Strategy Committee's meetings must consist of no less than half of the Strategy Committee members.

6.2 The resolution of the meeting shall be passed by majority votes of the members present at the meeting.

6.3 Each member has one (1) vote. Any member who has a conflict of interest in any matter for consideration has no right to vote on such matter. In the event that there are equal votes, the Chairperson of the meeting has a casting vote.

This Charter of the Strategy Committee has been approved by the Board of Directors' Meeting No. 5/2026 held on November 11, 2026.

(Mr. Ho KwonPing)
Chairman of the Board of Directors
Laguna Resorts & Hotels Public Company Limited