

(English Translation)

**Corporate Governance and Sustainable Development Committee Charter  
WHA Corporation Public Company Limited**

**Objectives**

WHA Corporation Public Company Limited (“**Company**”) and the companies under WHA Group realized that the good corporate governance and sustainable development play important roles in supporting the Company’s business operation to be efficient with sustainable growth. This results in the ultimate benefits to all relating parties, including employees, investors, shareholders, and other stakeholders. Therefore, the Board of Directors has authority to appoint the Corporate Governance and Sustainable Development Committee and has established Corporate Governance and Sustainable Development Committee Charter for the Corporate Governance and Sustainable Development Committee to be aware of and can completely perform their duties and responsibilities.

**1. Compositions of the Corporate Governance and Sustainable Development Committee**

- 1.1 The Board of Directors has authority to appoint the Corporate Governance and Sustainable Development Committee which shall consist of at least 3 members.
- 1.2 The Corporate Governance and Sustainable Development Committee shall select one of their members to be the Chairman of the Corporate Governance and Sustainable Development Committee.

**2. Qualifications of Corporate Governance and Sustainable Development Committee**

Members of the Corporate Governance and Sustainable Development Committee must be competent with suitable knowledge, capabilities, and experience, can devote adequate time with the ability to provide appropriate opinions or suggestions for business operation. They must realize the qualifications, their duties, and responsibilities in relation to good corporate governance and sustainable development.

**3. Roles and Responsibilities of the Corporate Governance and Sustainable Development Committee**

- 3.1 To consider, review and revise the Corporate Governance Policy of the Company, which shall be made in writing and used as best practice, in order to propose to the Board of Directors for approval.
- 3.2 To consider, review and revise the Code of Conduct and Practices, which shall be made in writing and used as best practice, in order to propose to the Board of Directors for approval.
- 3.3 To determine a policy and plan for activities in relation to Corporate Social Responsibilities in order to propose to the Board of Directors.
- 3.4 To act as a representative of the Company in communicating and conducting activities regarding the corporate governance and sustainable development with the executives, employees, and external organizations.

- 3.5 To monitor, review and improve corporate governance and sustainable development's performance to be in accordance with the designated plan and to prepare a summary reports to the Board of Directors.
- 3.6 To consider, review and revise the Anti-Corruption Policy, which shall be made in writing and used as best practice, and to provide suggestions on performance review and assessment related to the Anti-Corruption Policy.
- 3.7 To consider, review, and revise vision, mission, strategy, and goal with respect to sustainable development of the Company in order to propose to the Board of Directors for approval, including to provide any suggestion and monitor sustainable development's performance to be in accordance with relevant working plans and policies.
- 3.8 To supervise and ensure that guidelines and practices relevant to sustainable development are prepared in writing and used as best practice and in line with laws and international standard (including but not limited to environmental issues and climate changes, human rights, occupational health and safety, etc.) as well as to consider, review, and revise such guidelines and practices.
- 3.9 To consider, review, and revise Materiality issues relevant to sustainable development of the Company and to prepare a summary report to the Board of Directors.
- 3.10 To consider and review disclosure of information and performance report of the Corporate Governance and Sustainable Development Committee, including report on sustainable development in the Annual Report and/or Sustainable Development Report of the Company in order to report to the Board of Directors.
- 3.11 The duties and responsibilities of the Corporate Governance and Sustainable Development Committee shall cover to the Company's subsidiaries in which it holds more than 50% of total voting shares, and not including WHA Utilities and Power Public Company Limited and its subsidiaries.

**4. Term of Office of the Corporate Governance and Sustainable Development Committee**

The term of office of each member of the Corporate Governance and Sustainable Development Committee is 3 years from the date of appointment. Members of the Corporate Governance and Sustainable Development Committee who retire by rotation shall be eligible for re-appointment.

**5. Meetings of the Corporate Governance and Sustainable Development Committee**

- 5.1 The Corporate Governance and Sustainable Development Committee's meetings shall be held at least 4 times a year.
- 5.2 At the Corporate Governance and Sustainable Development Committee's meeting, at least one-half of total members of the Corporate Governance and Sustainable Development Committee must be present to constitute a quorum. In case the Chairman of the Corporate Governance and Sustainable Development Committee is absent or unable to perform his/her duty, the members of the Corporate Governance and Sustainable Development Committee attending the meeting shall appoint a member of the Corporate Governance and Sustainable Development Committee to be the chairman of the meeting.

- 5.3 Decisions in the meeting shall be by a simple majority vote. Each member of the Corporate Governance and Sustainable Development Committee is entitled to one vote. In the event of tie vote, the chairman of the meeting shall have a casting vote. The member of the Corporate Governance and Sustainable Development Committee who has an interest in any matter, he/she shall not be entitled to vote on such matter.
- 5.4 In calling a meeting of the Corporate Governance and Sustainable Development Committee, the Chairman of the Corporate Governance and Sustainable Development Committee or a delegated person shall serve meeting notices to all members at least 7 days prior to the meeting date. Where it is necessary or urgent, the meeting may be called by other methods and an earlier meeting date may be choosing. In case of electronic conference, the notice can be sent via electronic media.
- 5.5 When the Meeting ends, the Company Secretary is responsible to prepare the minutes of the meeting(s) and deliver to the Chairman for his/her signature in order to certify an accuracy of such minutes. The minutes shall be proposed to adopt in the next meeting. The members can provide any comments and request for the additional revisions on the minutes of the meeting for the most accurate and correct.

## **6. Report**

The Corporate Governance and Sustainable Development Committee is required to prepare a performance report to propose to the Board of Directors for acknowledgement and disclosure such report in the Annual Report and/or 56-1 One Report.

## **7. Remuneration**

The members shall be entitled for remuneration in the amount approved by the shareholders' meeting.

This revision of the Corporate Governance and Sustainable Development Committee is approved by the Board of Directors' Meeting No. 7/2022 on November 11, 2022 with effective from November 12, 2022.

*-Jareeporn Jarukornsakul-*

(Miss Jareeporn Jarukornsakul)  
Chairman of the Board of Directors