

(English Translation)

**Executive 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 plays an important role 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 Executive Committee and has established Executive Committee Charter for the Executive Committee to be aware of and can completely perform their duties and responsibilities.

**1. Compositions of the Executive Committee**

- 1.1 The Board of Directors has authority to appoint the Executive Committee which shall consist of at least 3 members.
- 1.2 The Board of Directors shall select one of the members to be the Chairman of the Executive Committee.

**2. Qualifications of the Executive Committee**

- 2.1 Members of the Executive 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 to perform as a member of the Executive Committee.

**3. Roles and Responsibilities of the Executive Committee**

- 3.1 To consider and prepare policies, strategies, goals and business plans, financial targets and annual budget of the Company which are appropriately considered and should be proposed to the Board of Directors. If situations have changed, the Executive committee shall review and consider the approved budget appropriately.
- 3.2 To manage, consider, screen and monitor the Company's business operation, including to study new investment project feasibility to comply with the policies, business strategy, goals, business plans, financial targets and budgets approved by the Board of Directors to support the business efficiency and effectiveness.
- 3.3 To consider and approve the entering into relevant transactions or activities in accordance with the annual budgets approved by the Board of Directors subject to the Internal Power of Attorney, for instance:
  - (a) To approve the investment or new project, termination or divestment or sale of the project, or asset acquisition or disposal.

- (b) To approve the determination of loans, B/E, P/N including their terms and conditions.
  - (c) To approve the determination of Bank Guarantees including their terms and conditions.
  - (d) To approve expenses relevant to legal disputes and to pay relevant expenses that the Company is a defendant.
  - (e) To approve the hiring of consultants, or third-party experts.
  - (f) To approve advertising expenses, entertainment expenses, donations for charity, any scholarship, and offering gifts.
  - (g) To approve the opening and/or closing of bank accounts and approve the entering into financial risk protection products relevant to FX hedging or Interest Rate hedging.
- 3.4 To monitor and ensure that the business operations of the Company's subsidiaries and affiliates are in accordance with the targets and relevant policies. The internal control systems are put in place suitably, and significant information will be accurately disclosed.
- 3.5 To perform any other business as assigned by the Board of Directors.

#### **4. Term of Office of the Executive Committee**

- 4.1 The term of office of each member of the Executive Committee is equal to the Board of Directors' term of office, which is 3 years from the date of appointment. The member who retires by rotation shall be eligible for re-appointment.
- 4.2 Any members of the Executive Committee who are the executives shall serve the term the same as the Company's executive term unless Board of Directors have different resolution.

#### **5. Meetings of the Executive Committee**

- 5.1 The Company will have the Executive Committee meeting regularly, at least 4 times per year, and the meetings shall be scheduled and notified in advance.
- 5.2 At the Executive Committee's meeting, at least one-half of total members of the Executive Committee must be present to constitute a quorum. In case the Chairman of the Executive Committee is absent or unable to perform his/her duty, the members of the Executive Committee attending the meeting shall appoint a member of the Executive 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 Executive 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 Executive Committee who has an interest in any matter, he/she shall not be entitled to vote on such matter.
- 5.4 The Executive Committee may invite other related persons to join meetings as appropriate.

- 5.5 In calling a meeting of the Executive Committee, the Chairman of the Executive 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.
- 5.6 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. Remuneration**

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

This revision of the Executive Committee Charter 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