

(English Translation)

**Nomination and Remuneration 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 Nomination and Remuneration Committee and has established Nomination and Remuneration Committee Charter for the Nomination and Remuneration Committee to be aware of and can completely perform their duties and responsibilities.

1. Compositions of the Nomination and Remuneration Committee

- 1.1 The Board of Directors has authority to appoint the Nomination and Remuneration Committee which shall consist of at least 3 members.
- 1.2 The Nomination and Remuneration Committee shall select one of their members to be the Chairman of the Nomination and Remuneration Committee.
- 1.3 At least one-third of those members must be independent directors, and the Chairman should be the independent director.

2. Qualifications of the Nomination and Remuneration Committee

Members of the Nomination and Remuneration Committee must devote adequate time to perform their duties in order to achieve the committee’s objectives.

3. Roles and Responsibilities of the Nomination and Remuneration Committee

- 3.1 To consider structure, size and component of the Board of Directors to be appropriate to the organization and in line with changing circumstances and to propose to the Board of Directors for consideration.
- 3.2 To consider the criteria for nomination of directors, members of sub-committees, Chief Executive Officer, and C-Level executives as well as nominating and screening qualified persons to serve as directors, members of sub-committees, Chief Executive Officer and C-Level executives in order to propose to the Board of Directors for consideration.
- 3.3 To give opportunity to the minority shareholders with sufficient period to nominate a list of persons to be nominated as directors prior to the shareholders’ meeting.
- 3.4 To consider, provide suggestions, and regularly review the succession plan for Chief Executive Officer and C-Level executives in order to propose the Board of Directors for consideration.

- 3.5 To consider and provide suggestions on human resource strategy and policy to be consistent with the Company's business operation in order to propose the Board of Directors for consideration.
- 3.6 To propose rules and guideline for fixing the remuneration of directors, members of sub-committees, Chief Executive Officer, and C-Level executives, which are clear, fair and appropriate for their responsibilities in order to propose the Board of Directors for consideration.
- 3.7 To improve remuneration management policy and structure of the directors, members of sub-committees, Chief Executive Officer, and C-Level executives to be consistent with and suitable for the current labor market conditions in order to propose to the Board of Directors for consideration.
- 3.8 The duties and responsibilities of the Nomination and Remuneration Committee shall cover to the Company's subsidiary in which it holds more than 50% of total voting shares, whereby it shall not include the joint venture companies of the Company and other companies under WHA Group which have been established due to any business necessities, and not including WHA Utilities and Power Public Company Limited and its subsidiaries and affiliates.

4. Term of Office of the Nomination and Remuneration Committee

- 4.1 The term of office of each member of the Nomination and Remuneration Committee is 3 years from the date of appointment. Members of the Nomination and Remuneration Committee who retire by rotation shall be eligible for re-appointment.
- 4.2 In case of a vacancy other than the retirement by rotation, the Board of Directors shall elect a person who is fully qualified as a substitute member of the Nomination and Remuneration Committee so that the number of members of the Nomination and Remuneration Committee remains in full as the Board of Directors had stipulated. The substitute member shall hold office only for the remaining term of office of the member whom he/she replaces.

5. Meetings of the Nomination and Remuneration Committee

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