

## **Nomination and Remuneration Committee Charter**

### **WHA Corporate Public Company Limited**

#### **Objectives**

WHA Corporation Public Company Limited and Subsidiary Companies (“the Company”) realizes the significance of good Corporate Governance which helps supporting the Company’s operation to be effective and to sustainably grow. It leads to the ultimate benefits for every related department; staffs, investors, shareholders and other stakeholders. Therefore, the Board of Directors release this resolution on Nomination and Remuneration Committee Charter to remind the Directors the completed duties and responsibilities to the Company.

#### **1. Compositions of Nomination and Remuneration Committee**

- 1.1 The Board shall appoint the Nomination and Remuneration Committee members; at least 3 members.
- 1.2 The Nomination and Remuneration Committee shall select one of their members to be the Chairman.
- 1.3 At least one-third of those directors and Chairman of Nomination and Remuneration Committee must be independent directors.

#### **2. Qualifications of Nomination and Remuneration Committee**

- 2.1 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 Nomination and Remuneration Committee**

- 3.1 To consider structure, size and component of the board of directors of the Company to be appropriate to the organization and in line with changing circumstances.
- 3.2 To consider the rules for nomination of directors, chief executive officer as well as nominating and screening qualified persons to serve as directors or chief executive officer for approval by the board of directors
- 3.3 To give opportunity to the minority shareholders with sufficient period of time to nominate a list of persons to be nominated as directors prior to the shareholders’ meeting.
- 3.4 To have the succeeding plan for the chief executive officer and top management by constant review.
- 3.5 To consider strategy and policy on human resource to be in line with the business operation of the Company.
- 3.6 To propose rules and guideline for fixing the remuneration of directors, committee, senior management which are clear, fair and appropriate in accordance with their responsibility and propose them to the board of directors for consideration.
- 3.7 To improve the policy and structure on management of remuneration of the directors of the Company, the committee, top management to be consistent with the labor market condition at that time for further proposing it to the board of directors for consideration

#### **4. Term of Office of Nomination and Remuneration Committee**

- 4.1 The term of office of each Nomination and Remuneration Committee member is three (3) years from the date of appointment in accordance with the Board of Directors' term of office. Members of the Nomination and Remuneration Committee who retire by rotation are eligible for reappointment.
- 4.2 In case of a vacancy in the Nomination and Remuneration Committee for reason other than expiration of the term of office, 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, unless the remaining term of office of the vacating director is less than two months. The substitute member shall hold office only for the remaining term of office of the member whom he/she replaces.

#### **5. The Meeting of Nomination and Remuneration Committee**

- 5.1 The Company will have the Nomination and Remuneration Committee meeting at least twice a year.
- 5.2 At a meeting of the Nomination and Remuneration Committee at least half the number of the members of the Nomination and Remuneration Committee must be present to constitute a quorum. In case the Chairman is absent or unable to perform his/her duty, the Nomination and Remuneration Committee shall appoint a member to perform the duty on behalf of the Chairman.
- 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 In calling a meeting of the Nomination and Remuneration Committee, the Chairman of the Committee or delegated person shall serve meeting notices to the directors at least seven 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 sources.
- 5.5 When the Meeting ends, the Company Secretary shall be responsible for the minutes of the Meeting and send the minutes of the Meeting to the Chairman of the Committee for signatory. The minutes shall be proposed for endorsement on the first agenda in the next Meeting. The directors are able to comment and request for the additional revision on the minutes of the Meeting for the most accurate and correct.

#### **6. Remuneration**

The Nomination and Remuneration Committee shall be paid a remuneration, the amount of which shall be fixed by the shareholders' meeting.

The revised Nomination and Remuneration Committee Charter is considered and consented from the Nomination and Remuneration Committee's Meeting No. 1/2019 held on 14 February, 2019. It is considered and approved by the Board of Directors Meeting No.2/2019 on 22 February 2019.

*-Signature-*

(Ms. Jareeporn Jarukornsakul)

Chairman of the Board of Directors