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Corporate Governance 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 Corporate Governance Committee Charter to remind the Directors the completed duties and responsibilities to the Company.

1. Compositions of Corporate Governance Committee

- 1.1 The Board shall appoint Corporate Governance Committee members; at least 3 members.
- 1.2 The Corporate Governance Committee shall select one of their members to be the Chairman.

2. Qualifications of Corporate Governance Committee

- 2.1 Members of the Corporate Governance Committee must devote adequate time to perform their duties and use the knowledge, experience, and expertise on Good Corporate Governance.

3. Roles and Responsibilities of Corporate Governance Committee

- 3.1 To consider, review and revise the corporate governance policy in order to propose to the board of directors for approval. The policy will be made in writing and used as best practice.
- 3.2 To consider, review and revise the code of conduct. The code of conduct will be made in writing and used as best practice.
- 3.3 To consider, review and revise the policy on Corporate Social Responsibilities.
- 3.4 To act as a representative of the Company in communicating and conducting activities regarding the corporate governance with the management, officers, and outside organizations.
- 3.5 To monitor, review and improve the performance to be in accordance with the designated plan and to prepare summary reports for the board of directors.
- 3.6 To consider, review and revise the Anti-Corruption Policy. Provide suggestions on performance review and assessment related to the Anti-Corruption Policy. The Anti-Corruption Policy will be in writing and used as best practice.
- 3.7 In addition, the duties and responsibilities of the Corporate Governance Committee shall be covered to its subsidiary in which it holds more than 50% of Company’s voting shares which not included to WHA Utilities and Power Public Company Limited and its subsidiary company.

4. Term of Office of Corporate Governance Committee

- 4.1 The term of office of each Corporate Governance Committee member is three (3) years from the date of appointment in accordance with the Board of Directors’ term of office.

Members of the Corporate Governance Committee who retire by rotation are eligible for reappointment.

- 4.2 Any Corporate Governance Committee members who are not directors or executives shall serve the term determined by Board of Directors and the term can be changed to meet the appropriation.

5. The Meeting of Corporate Governance Committee

- 5.1 The Company will have the Corporate Governance Committee meeting at least 4 times a year.
- 5.2 At a meeting of the Corporate Governance Committee at least half the number of the members of the Corporate Governance Committee must be present to constitute a quorum. In case the Chairman is absent or unable to perform his/her duty, the Corporate Governance 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 Corporate Governance 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 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 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 Corporate Governance Committee shall be paid a remuneration, the amount of which shall be fixed by the shareholders' meeting.

The revised Corporate Governance Committee Charter is considered and consented from the Corporate Governance Committee's Meeting 1/2021 held on 5 February 2021. It is considered and approved by the Board of Directors Meeting No. 1/2021 held on 25 February 2021.

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(Ms. Jareeporn Jarukornsakul)
Chairman of the Board of Directors