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Corporate Governance and Sustainable Development Committee's Charter

WHA Corporation Public Company Limited

Objectives

WHA Corporation Public Company Limited and its subsidiaries (“Company”) realized that the good corporate governance and sustainable development pay an important role in supporting the Company’s business operation to be efficient with sustainable growth. This will result in the ultimate benefits to all relating parties whether it be employees, investors, shareholders or other stakeholders. Therefore, the Board of Directors establishes the Corporate Governance and Sustainable Development Committee and its charter. It is aimed that the Corporate Governance and Sustainable Development Committee Members (“Members”) recognize their duties and responsibilities, and the same are completely performed.

1. Compositions of the Corporate Governance and Sustainable Development Committee

- 1.1 The Board of Directors is responsible for appointing the Members which shall consist of at least 3 Members;
- 1.2 The Members are responsible for appointing one of the Members as the Chairman of the Corporate Governance and Sustainable Development Committee.

2. Qualifications of the Corporate Governance and Sustainable Development Committee Member

- 2.1 The Member shall be a knowledgeable and capable person who is able to devote an adequate time and express a sufficient opinion in performing his/her duties and responsibilities. Also, he/she shall understand the qualifications, duties and responsibilities regarding the good corporate governance and sustainable development.

3. Roles and responsibilities of the Corporate Governance and Sustainable Development Committee

- 3.1 To consider, review and amend the Company’s Corporate Governance Policy in order to further propose the same to the Board of Directors for consideration and approval. This policy shall be prepared in writing which it can be referred to as the best practice;
- 3.2 To consider, review and amend the Company’s Code of Conduct in order to further propose the same to the Board of Directors for consideration and approval. The Code of Conduct shall be prepared in writing which it can be referred to as the best practice;
- 3.3 To consider the policy and operating plan of CSR activities;
- 3.4 To represent the Company in communicating and attending various activities regarding the corporate governance and sustainable aspects with the executives, employees and other external organizations;
- 3.5 To monitor the progress, review and improve the operating performance regarding the corporate governance and sustainable aspects to be in line with the established plan to prepare a summary report in order to further propose the same to the Board of Directors;

- 3.6 To consider, review and amend the Anti-Corruption Policy, and to provide the suggestion on monitoring and reviewing the operating performance regarding the anti-corruption. This policy shall be prepared in writing which it can be referred as the best practice;
- 3.7 To consider, review and amend the Company's vision, mission and strategy in sustainable aspect in order to further propose the same to the Board of Directors for consideration and approval, and to give the suggestion regarding various sustainable issues to the Board of Directors;
- 3.8 To ensure the establishment of the practical guidelines on the sustainable development which its criteria shall be comply with the relevant laws and international standards (including but not limited to the aspects of environment, human right and occupational health and safety), and to consider, review and amend such practical guidelines. These practical guidelines shall be prepared in writing which it can be referred as the best practice;
- 3.9 To consider, review and amend the materiality issue concerning the sustainable aspect (Materiality Issue) of the Company, and to prepare a summary report in order to further propose the same to the Board of Directors;
- 3.10 To determine the disclosure guidance for reporting the operating performance on sustainable development in the Company's Annual Report and/or Sustainability Report;
- 3.11 The duties and responsibilities of the Corporate Governance Committee shall be covered to its subsidiaries where the Company holds more than 50 percent of its total voting shares, which not includes WHA Utilities and Power Public Company Limited ("WHAUP") and WHAUP's subsidiaries.

4. Office term of the Corporate Governance and Sustainable Development Committee Member

- 4.1 The office term of each Member is 3 years from the date of appointment. When the office term is completed, the retiring Member is eligible for reappointment;
- 4.2 For the Member who is not the Company's directors or executives, his/her office term shall be determined, by the Board of Directors, as deemed appropriate, and can be changed to meet the appropriateness.

5. The Meeting of Corporate Governance and Sustainable Development Committee

- 5.1 The meeting shall be conducted at least 4 times per year;
- 5.2 The quorum of the meeting shall be constituted only in the case that at least 50 percent of the Members present at the meeting. In case the Chairman of the Corporate Governance and Sustainable Development Committee is absent or unable to perform his/her duty, the Members shall elect one of the Members to act as the chairman of the meeting;
- 5.3 Resolution of the meeting shall be made by a simple majority vote. Each Member has one vote. In the event of tie vote, the chairman of the meeting shall has the additional one vote as deciding vote. The Members who has conflict of interest in any matters, he/she shall not be entitled to vote on such matter;

- 5.4 In calling the meeting, the invitation letter shall be submitted, by the Chairman of the Corporate Governance and Sustainable Development Committee or the assigned person, to the Members at least 7 days prior to the meeting date. In case it is necessary or urgent in order to preserve the Company's benefit, the meeting shall possibly be called by other methods and be held earlier. In case of electronic conference, the invitation letter can be submitted by means of electronic media;
- 5.5 The Company Secretary is responsible for the preparation of the minutes, and deliver the same to the Chairman of the Corporate Governance and Sustainable Development Committee for his/her signature in order to verify an accuracy of such minutes. The minutes shall be proposed to the next meeting for endorsement. In this regard, the Members possibly give further comments or request for additional amendment to the minutes in order to make it the most accuracy.

6. Remuneration

The Members shall be entitled to be paid a remuneration in the amount approved by the shareholders' meeting.

This amended version of the Corporate Governance and Sustainable Development Committee's Charter is considered and consented by the Corporate Governance and Sustainable Development Committee's Meeting No. 3/2021 held on 30 July 2021, and is considered and approved by the Board of Directors' Meeting No. 7/2021 held on 10 August 2021.

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