

(English Translation)

Corporate Governance and Sustainable Development 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 and sustainable development pay important roles 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 Corporate Governance and Sustainable Development Committee and has established Corporate Governance and Sustainable Development Committee Charter for the Corporate Governance and Sustainable Development Committee to be aware of and can completely perform their duties and responsibilities and to drive the organization to comply with sustainable development principles, in term of Environment, Social and Governance (ESG), which are great importance to the Company’s business operations.

1. Compositions of the Corporate Governance and Sustainable Development Committee

- 1.1 The Board of Directors has authority to appoint the Corporate Governance and Sustainable Development Committee which shall consist of at least 3 members. Members of the Executive Committee may or may not be a director of the Company.
- 1.2 The Corporate Governance and Sustainable Development Committee shall select one of their members to be the Chairman of the Corporate Governance and Sustainable Development Committee.
- 1.3 The Company Secretary shall serve as the Secretary to the Corporate Governance and Sustainable Development Committee, responsible for conducting meeting appointments, preparing meeting agendas, delivering meeting documents, and taking meeting minutes.

However, the Corporate Governance and Sustainable Development Committee may consider appointing another person to serve as the Secretary of the Committee.

2. Qualifications of Corporate Governance and Sustainable Development Committee

Members of the Corporate Governance and Sustainable Development 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 in relation to good corporate governance and sustainable development.

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

- 3.1 To consider, review and revise the Corporate Governance Policy of the Company, which shall be made in writing and used as best practice, in order to propose to the Board of Directors for approval.
- 3.2 To consider, review and revise the Code of Conduct and Practices, which shall be made in writing and used as best practice, in order to propose to the Board of Directors for approval.
- 3.3 To determine a policy and plan for activities in relation to Sustainable Development, Corporate Social Responsibilities and Environment to propose to the Board of Directors for consideration.
- 3.4 To act as a representative of the Company in communicating and conducting activities regarding the corporate governance and sustainable development with the executives, employees, and external organizations.
- 3.5 To monitor, review and improve corporate governance and sustainable development's performance to be in accordance with the designated plan and to prepare a summary reports to the Board of Directors.
- 3.6 To consider, review and revise the Anti-Corruption Policy, which shall be made in writing and used as best practice, and to provide suggestions on performance review and assessment related to the Anti-Corruption Policy.
- 3.7 To consider, review, and revise vision, mission, strategy, and goal with respect to sustainable development of the Company in order to propose to the Board of Directors for approval, including to provide any suggestion and monitor sustainable development's performance to be in accordance with relevant working plans and policies.

- 3.8 To supervise and ensure that guidelines and practices relevant to sustainable development are prepared in writing and used as best practice and in line with laws and international standard (including but not limited to environmental issues and climate changes, human rights, occupational health and safety, etc.) as well as to consider, review, and revise such guidelines and practices.
- 3.9 To consider, review, and revise Materiality issues relevant to sustainable development of the Company and to prepare a summary report to the Board of Directors.
- 3.10 To consider and review disclosure of information and performance report of the Corporate Governance and Sustainable Development Committee, including report on sustainable development in the Annual Report and/or Sustainable Development Report of the Company in order to report to the Board of Directors.
- 3.11 To perform any other business as assigned by the Board of Directors.
- 3.12 The Corporate Governance and Sustainable Development Committee shall conduct an annual performance evaluation and review the Corporate Governance and Sustainable Development Charter at least once a year.
- 3.13 The duties and responsibilities of the Corporate Governance and Sustainable Development Committee shall extend to the Company's subsidiaries in which it holds more than 50% of the total voting shares. However, this does not include subsidiaries that are listed on the Stock Exchange of Thailand and the subsidiaries of such listed companies.

4. Term of Office of the Corporate Governance and Sustainable Development Committee

- 4.1 The term of office for a member of the Corporate Governance and Sustainable Development Committee who is a Company director shall be the same as the term of office for the Board of Directors. Members who retire by rotation are eligible for re-appointment.
- 4.2 A member of the Corporate Governance and Sustainable Development Committee who is an executive shall serve for the duration of their term as a Company executive, unless the Board of Directors decides otherwise.

5. Meetings of the Corporate Governance and Sustainable Development Committee

- 5.1 The Corporate Governance and Sustainable Development Committee's meetings shall be held at least four (4) times a year.
- 5.2 At the Corporate Governance and Sustainable Development Committee's meeting, at least one-half of total members of the Corporate Governance and Sustainable Development Committee must be present to constitute a quorum. In case the Chairman of the Corporate Governance and Sustainable Development Committee is absent or unable to perform his/her duty, the members of the Corporate Governance and Sustainable Development Committee attending the meeting shall appoint a member of the Corporate Governance and Sustainable Development 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 Corporate Governance and Sustainable Development 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 and Sustainable Development Committee who has an interest in any matter, he/she shall not be entitled to vote on such matter.
- 5.4 When calling a meeting of the Corporate Governance and Sustainable Development Committee, the Chairman or a delegated person shall serve meeting notices to all members at least seven (7) days prior to the meeting date. In cases of necessity or urgency, the meeting may be called by other methods, and an earlier meeting date may be chosen. For electronic conferences, the notice can be sent via electronic media.
- 5.5 When the Meeting ends, the Secretary to the Corporate Governance and Sustainable Development Committee, 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 additional revisions on the minutes of the meeting for the most accurate and correct.

6. Report

The Corporate Governance and Sustainable Development 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 Form 56-1 One Report.

7. Remuneration

Member of the Corporate Governance and Sustainable Development Committee are entitled to receive remuneration that has been approved by the shareholders' meeting.

This revision of the Corporate Governance and Sustainable Development Committee Charter is approved by the Board of Directors' Meeting No. 7/2024 on November 8, 2024 with effective from November 9, 2024.

-Mr. Somkid Jatusripitak-

(Mr. Somkid Jatusripitak)
Chairman of the Board of Directors