

(English Translation)

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

1. Compositions of the Executive Committee

- 1.1 The Board of Directors has authority to appoint the Executive 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 Board of Directors shall select one of the members to be the Chairman of the Executive Committee.
- 1.3 The Company Secretary shall serve as the Secretary to the Executive Committee, responsible for conducting meeting appointments, preparing meeting agendas, delivering meeting documents, and taking meeting minutes.

However, the Executive Committee may consider appointing another person to serve as the Secretary of the Committee.

2. Qualifications of the Executive Committee

- 2.1 Members of the Executive 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 to perform as a member of the Executive Committee.

3. Roles and Responsibilities of the Executive Committee

- 3.1 To consider and prepare policies, strategies, goals and business plans, financial targets and annual budget of the Company which are appropriately considered and should be proposed to the Board of Directors. If situations have changed, the Executive committee shall review and consider the approved budget appropriately.
- 3.2 To manage, consider, screen and monitor the Company's business operation, including to study new investment project feasibility to comply with the policies, business strategy, goals, business plans, financial targets and budgets approved by the Board of Directors to support the business efficiency and effectiveness.
- 3.3 To consider and approve the entering into relevant transactions or activities in accordance with the annual budgets approved by the Board of Directors subject to the Internal Power of Authority, for instance:
 - (a) To approve the investment or new project, termination or divestment or sale of the project, or asset acquisition or disposal.
 - (b) To approve the determination of loans, B/E, P/N including their terms and conditions.
 - (c) To approve the determination of Bank Guarantees including their terms and conditions.
 - (d) To approve expenses relevant to legal disputes and to pay relevant expenses that the Company is a defendant.
 - (e) To approve the hiring of consultants, or third-party experts.
 - (f) To approve advertising expenses, entertainment expenses, donations for charity, any scholarship, and offering gifts.
 - (g) To approve the opening and/or closing of bank accounts and approve the entering into financial risk protection products relevant to FX hedging or Interest Rate hedging.
- 3.4 To monitor and ensure that the business operations of the Company's subsidiaries and affiliates are in accordance with the targets and relevant policies. The internal control systems are put in place suitably, and significant information will be accurately disclosed.

- 3.5 To perform any other business as assigned by the Board of Directors.
- 3.6 The Executive Committee shall conduct an annual performance evaluation and review the Executive Committee Charter at least once a year.

4. Term of Office of the Executive Committee

- 4.1 The term of office for a member of the Executive 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 Executive 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 Executive Committee

- 5.1 The Company will organize the Executive Committee meeting regularly, at least four (4) times per year, and the meetings shall be scheduled and notified in advance.
- 5.2 At the Executive Committee's meeting, at least one-half of total members of the Executive Committee must be present to constitute a quorum. In case of the Chairman of the Executive Committee is absent or unable to perform his/her duty, the members of the Executive Committee attending the meeting shall appoint a member of the Executive Committee to be the chairman of the meeting.
- 5.3 Decisions in the meeting shall be made 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 The Executive Committee may invite other related persons to attend the meetings as appropriate.
- 5.5 When calling a meeting of the Executive Committee, the Chairman of the Executive Committee 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 conference, the notice can be sent via electronic media.

5.6 When the Meeting ends, the Secretary to the Executive 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 for the additional revisions on the minutes of the meeting for the most accurate and correct.

6. Remuneration

Members of the Executive Committee are entitled to receive remuneration that has been approved by the shareholders' meeting.

This revision of the Executive 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