

(English Translation)

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

1. Compositions of the Nomination and Remuneration Committee

- 1.1 The Board of Directors has authority to appoint the Nomination and Remuneration Committee which shall consist of at least 3 members.
- 1.2 The Nomination and Remuneration Committee shall select one of their members to be the Chairman of the Nomination and Remuneration Committee.
- 1.3 At least one-third of those members must be independent directors, and the Chairman of the Nomination and Remuneration Committee should be the independent director.
- 1.4 The Company Secretary shall serve as the Secretary to the Nomination and Remuneration Committee, responsible for conducting meeting appointments, preparing meeting agendas, delivering meeting documents, and taking meeting minutes.

However, the Nomination and Remuneration Committee may consider appointing another person to serve as the Secretary of the Committee.

2. Qualifications of the Nomination and Remuneration Committee

Members of the Nomination and Remuneration Committee must possess suitable knowledge, expertise, and experience. They should also devote adequate time and provide their opinions to effectively perform their duties and achieve the committee’s objectives.

3. Roles and Responsibilities of the Nomination and Remuneration Committee

- 3.1 To consider the structure, size and component of the Board of Directors to be appropriate to the organization and in line with changing circumstances and to propose to the Board of Directors for consideration.
- 3.2 To consider the criteria for nomination of directors, members of sub-committees, Group Chief Executive Officer, and C-Level executives as well as nominating and screening qualified persons to serve as directors, members of sub-committees, Group Chief Executive Officer and C-Level executives in order to propose to the Board of Directors for consideration.
- 3.3 To give opportunity to the minority shareholders with sufficient period to nominate a list of persons to be nominated as directors prior to the shareholders' meeting.
- 3.4 To consider, provide suggestions, and regularly review the succession plan for Group Chief Executive Officer and C-Level executives in order to propose the Board of Directors for consideration.
- 3.5 To consider and provide suggestions on human resource strategy and policy to be consistent with the Company's strategy and business operation in order to propose the Board of Directors for consideration.
- 3.6 To propose rules and guideline for fixing the remuneration of directors, members of sub-committees, Group Chief Executive Officer, and C-Level executives, which are clear, fair and appropriate for their responsibilities in order to propose the Board of Directors for consideration.
- 3.7 To improve remuneration management policy and structure of the directors, members of sub-committees, Group Chief Executive Officer, and C-Level executives to be consistent with and suitable for the current labor market conditions in order to propose to the Board of Directors for consideration.
- 3.8 To perform any other business as assigned by the Board of Directors.
- 3.9 The Nomination and Remuneration Committee shall conduct an annual performance evaluation and review the Nomination and Remuneration Committee Charter at least once a year.

- 3.10 The duties and responsibilities of the Nomination and Remuneration 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 Nomination and Remuneration Committee

- 4.1 The term of office of a member of the Nomination and Remuneration 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 In case of a vacancy other than the retirement by rotation, 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. The substitute member shall hold office only for the remaining term of office of the member whom he/she replaces.

5. Meetings of the Nomination and Remuneration Committee

- 5.1 The Nomination and Remuneration Committee's meetings shall be held at least 4 times a year.
- 5.2 At the Nomination and Remuneration Committee's meeting, at least one-half of total members of the Nomination and Remuneration Committee must be present to constitute a quorum. In case the Chairman of the Nomination and Remuneration Committee is absent or unable to perform his/her duty, the members of the Nomination and Remuneration Committee attending the meeting shall appoint a member of the Nomination and Remuneration 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 Nomination and Remuneration 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 Nomination and Remuneration 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 Nomination and Remuneration 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 Nomination and Remuneration 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 Nomination and Remuneration 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 Nomination and Remuneration Committee are entitled to receive remuneration that has been approved by the shareholders' meeting.

This revision of the Nomination and Remuneration 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