

Corporate Governance Committee Charter
WHA Utilities and Power Public Company Limited

Objectives

The Board of Directors (the Board) appoints the Corporate Governance Committee (the Committee) to support the performance of the Board of Directors (the Board) in determining corporate governance policies and guidelines for compliance in the Company in accordance with the good corporate governance principles.

1. Composition

- 1.1 The Board shall appoint of at least three of Company's directors to serve as Corporate Governance Committee members.
- 1.2 The Corporate Governance Committee shall select one of their members to be the Chairman.

2. Qualifications

- 2.1 Members of the Corporate Governance Committee must devote adequate time to perform their duties and use the knowledge, experience, and expertise to perform their duties to achieve the Committee's objectives.

3. Duties and Responsibilities

- 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 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.
- 3.5 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.

4. Term of Office

- 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 In case of a vacancy in the Corporate Governance Committee for reason other than expiration of the term of office, the Board of Directors shall elect a person who is fully qualified as a substitute member of the Corporate Governance Committee so that the number of members of the Corporate Governance Committee remains in full as the Board of Directors had stipulated, unless the remaining term of office of the vacating director is less than two months. The substitute member shall hold office only for the remaining term of office of the member whom he/she replaces.

5. Meetings of the Corporate Governance Committee

- 5.1 The Company will have the Corporate Governance Committee meeting at least twice 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, the Chairman or the person assigned by the Chairman shall send a written notice calling for such meeting to the Directors not less than seven days prior to the date of the meeting. Where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be chosen. In case an electronic conferencing, a notice calling for a conference may be sent by an electronic mail.

6. Remuneration

The Corporate Governance Committee shall be paid a remuneration, the amount of which shall be fixed by the shareholders' meeting.

This Corporate Governance Committee Charter;

is considered and endorsed by the Corporate Governance Committee Meeting No.2/2018 on 1 November 2018,

is considered and approved by the Board of Directors Meeting No.2/2019 on 22 February 2019.

[signature]

(Mrs. Punnee Worawuthichongsathit)

Chairman of the Corporate Governance Committee

[signature]

(Miss Jareeporn Jarukornsakul)

Chairman of the Board of Directors

Note: This document is the translation of the official charter for case of understanding only.