

Executive Committee Charter
WHA Utilities and Power Public Company Limited

Objectives

The Board of Directors (the Board) appoints the Executive Committee (the Committee) to support the Board of Directors with respect to the policies and plans of the Company, including monitoring that management implements the Company's approved policies and strategic plans with responsibility, care and honesty, including in compliance with laws, objectives and articles of association of the Company, and the resolution of the Board of Directors and shareholders' meeting.

1. Composition

- 1.1 The Board of Directors shall appoint Executive Committee members with the number thereof being as deemed appropriated by the Board of Directors, comprising a number of directors and probably a number of the Company's executives.
- 1.2 The Board of Directors shall select one of their members to be the Chairman.

2. Qualifications

- 2.1 Members of the Executive Committee shall have relevant knowledge, capability, and experience, being able to devote time to the Company, having adequate opinions in performing duties, knowledge and understanding in own qualifications, duties, and responsibilities.

3. Duties and Responsibilities

- 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 consider the approved budget appropriately.
- 3.2 To consider, screen and monitor the Company's operation to comply with the policy, business strategy, goals, business plans, financial targets and budgets approved by the board of directors for efficiency and effectiveness, and to provide management with advice and recommendations about top executives.
- 3.3 To determine the structure of the Company and management policy, and appointment and transfer of the executives of each business, and to consider and monitor the succession plans, manpower plans, remuneration plans and evaluation of performance of the directors.
- 3.4 To study the possibility of investment in new projects. The Executive committee has the authority to consider and approve the investment or joint investment with natural persons, juristic persons, or any other business organisations to operate the Company's business as the Executive committee deems appropriate, as well as to consider and approve any payment for such investments, and to enter into any agreements and/or any processes relating to such matters pursuant to financial limits in the Company's Internal Power of Authority (IPOA) and/or related laws and regulations and/or the Company's articles of association.
- 3.5 To monitor the performance and development of invested project in each business and to notify the board of directors of the results, including problems or obstacles and how to solve these issues.

- 3.6 To consider and give recommendation or opinion to the board of directors relating to the proposed project or the entering into of any transactions in the Company's course of business as well as to consider alternative fundraising methods when it is necessary and in excess of the specified financial limit in the Company's Internal Power of Authority (IPOA). Related laws and regulations and the Company's articles of association require shareholders meetings or board of directors' meetings to approve such issues.
- 3.7 To consider and enter into any financial transactions with financial institutions for opening accounts, borrowing money, applying for credit, a pledge, mortgage and a guarantee, among others, including sale and purchase, and register any ownership on the site under the Company's objective for the operation of the Company, as well as to enter into any agreement, apply for, propose, contact with, or conduct any juristic act with the governmental authority in order to obtain any rights of the Company and/or proceed with any operation regarding such issues pursuant to the financial limit in the Company's Internal Power of Authority (IPOA) and/or related laws and regulations or the Company's articles of association.
- 3.8 To consider and approve rules, articles of association, management policy and any operation of the Company's business or any act binding the Company.
- 3.9 To appoint and/or assign the member of the Executive committee or one or more persons to act on behalf of and within the scope of authority of the Executive committee as the Executive committee deems appropriate. The Executive committee may cancel, revoke, or change such authority.
- 3.10 To have the duties and responsibilities which have been assigned, or are pursuant to the policy assigned by the board of directors.
- 3.11 To consider and approve the guidelines for appointed and/or authorised persons to acknowledge their scope of responsibility and authority and to use such guidelines as the operation handbook with referable evidence and under orderly procedures.

4. Term of Office

- 4.1 The Executive Committee member who are directors have the office term of three years from the date of appointment in accordance with the Board of Directors' term of office. Members of the Executive Committee who retire by rotation are eligible for reappointment.
- 4.2 The Executive Committee members who are company executives have the same term in office as the term in office of their executive positions, unless resolved otherwise by the Board of Directors.
- 4.3 The Executive Committee members who are outsiders, not being directors or executives of the Company, have the term in office as may be deemed appropriate by the Board of Directors, subject to change as maybe deemed by the Board of Directors.
- 4.4 In case of a vacancy in the Executive 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 Executive Committee so that the number of members of the Executive 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

- 5.1 The Company will have the Executive committee meeting regularly, at least four times per year on a quarterly basis, and the meeting will be scheduled and notified in advance.
- 5.2 At a meeting, at least half the number of the members of the Executive Committee must be present to constitute a quorum. In case the Chairman is absent or unable to perform his/her duty, the Executive 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 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 join meetings as appropriate.
- 5.5 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 Executive Committee shall be paid a remuneration, the amount of which shall be fixed by the shareholders' meeting.

This Executive Committee Charter;

is considered and endorsed by the Executive Committee Meeting No.3/2019 on 21 February 2019,

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

[signature]

(Miss Jareeporn Jarukornsakul)

Chairman of the Board of Directors

Chairman of the Executive Committee

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