

**Charter of the Nomination and Remuneration Committee**  
**WHA Utilities and Power Public Company Limited**

**Objectives**

The Board of Directors (the Board) appoints the Nomination and Remuneration Committee (the Committee) to consider and set criteria and nomination process of qualified candidates to be appointed as directors and Chief Executive Officer of the Company. The Committee also selects directors to take position in the board-committees; considers remuneration form and criteria; and presents the candidate(s) carefully selected with the nomination process to the Board of Directors (the Board) for consideration or to the Shareholders' Meeting for approval as required by law.

**1. Composition**

- 1.1 The Board shall appoint of at least three of Company's directors to serve as Nomination and Remuneration Committee members.
- 1.2 The Nomination and Remuneration Committee shall select one of their members to be the Chairman.
- 1.3 More than 50% of those directors and Chairman of Nomination and Remuneration Committee must be independent directors.

**2. Qualifications**

- 2.1 Members of the Nomination and Remuneration Committee must devote adequate time to perform their duties in order to achieve the Committee's objectives.

**3. Duties and Responsibilities**

- 3.1 To consider the structure, composition and qualification of the board of directors and other groups of committees of the Company.
- 3.2 To consider the rules and procedures for the nomination of directors. To nominate appropriate persons to serve as directors and propose to the board, for consideration by the shareholders meeting, in cases when directors retire by rotation, and propose to the board of directors in other cases. To give opportunity to the minority shareholders, with a sufficient period of time, to compile a list of persons to be nominated as directors prior to the shareholder' meeting.
- 3.3 To consider and suggest the list of Company directors or any person to serve in the committees of the Company.
- 3.4 To consider screening appropriate persons to be a Chief Executive Officer if there is a vacant seat.
- 3.5 To approve the succession plan for the Chief Executive Officer and Top Management by constant review.
- 3.6 To assess the rules relating to the evaluation of the performance of the Chief Executive Officer and present the results to the Board of Directors for consideration.
- 3.7 To evaluate the performance of the Chief Executive Officer in order to consider the appropriateness or remuneration and present the results to the Board of Directors for consideration.

- 3.8 To access the rules on the remuneration for the Board of Directors, the Sub-committees, Chief Executive Officer and Top Management of the Company including attendance fees, annual bonus, welfare and other benefits and to present the results to the Board of Directors for consideration.
- 3.9 To consider the rule on the bonus for employees
- 3.10 In addition, the duties and responsibilities of the Nomination and Remuneration Committee shall be covered to its subsidiary in which it holds more than 50% of Company's voting shares.

#### **4. Term of Office**

- 4.1 The term of office of each Nomination and Remuneration Committee member is three (3) years from the date of appointment in accordance with the Board of Directors' term of office. Members of the Nomination and Remuneration Committee who retire by rotation are eligible for reappointment.
- 4.2 In case of a vacancy in the Nomination and Remuneration 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 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, 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 Nomination and Remuneration Committee meeting at least four times a year.
- 5.2 At a meeting of the Nomination and Remuneration Committee at least half the number of the members of the Nomination and Remuneration Committee must be present to constitute a quorum. In case the Chairman is absent or unable to perform his/her duty, the Nomination and Remuneration 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 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 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 Nomination and Remuneration Committee shall be paid a remuneration, the amount of which shall be fixed by the shareholders' meeting.

The Charter of the Nomination and Remuneration Committee;  
is considered and endorsed by the Nomination and Remuneration Committee Meeting No. 3/2021 on 9 July 2021,  
is considered and approved by the Board of Directors Meeting No. 4/2021 on 9 July 2021.

[signature]

(Mr. Weidt Nuchjalearn)

Chairman of the Nomination and Remuneration 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.