

**Charter of the Corporate Governance and Sustainable Development Committee**  
**WHA Utilities and Power Public Company Limited**

**Objectives**

The Board of Directors (the Board) appoints the Corporate Governance and Sustainable Development 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 and Sustainable Development Committee members.
- 1.2 The Corporate Governance and Sustainable Development Committee shall select one of their members to be the Chairman.

**2. Qualifications**

- 2.1 Members of the Corporate Governance and Sustainable Development 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 and drive of sustainability 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 and environmental. Furthermore, to supervise and ensure that guidelines and practices relevant to sustainable development are prepared in writing and used as best practice and in line with laws and international standards (including but not limited to environmental issues and climate changes, human rights, occupational health, and safety, etc.) as well as to consider, review, and revise such guidelines and practices.
- 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.
- 3.6 To consider, approve, review, and revise Materiality issues relevant to sustainable development of the Company and to prepare a summary report for the Board of Directors.

3.7 In addition, the duties and responsibilities of the Corporate Governance and Sustainable Development 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 Corporate Governance and Sustainable Development 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 and Sustainable Development Committee who retire by rotation are eligible for reappointment.

4.2 In case of a vacancy in the Corporate Governance and Sustainable Development 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 and Sustainable Development Committee so that the number of members of the Corporate Governance and Sustainable Development 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 and Sustainable Development Committee meeting at least twice a year.

5.2 At a meeting of the Corporate Governance and Sustainable Development Committee, at least half the number of the members of the Corporate Governance and Sustainable Development Committee must be present to constitute a quorum. In case the Chairman is absent or unable to perform his/her duty, the Corporate Governance and Sustainable Development 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 and Sustainable Development 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 and Sustainable Development 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 and Sustainable Development Committee shall be paid a remuneration, the amount of which shall be fixed by the shareholders' meeting.

The Charter of Corporate Governance and Sustainable Development Committee;  
is considered and endorsed by the Corporate Governance and Sustainable Development Committee Meeting No.  
3/2023 on 3 November 2023,  
is considered and approved by the Board of Directors Meeting No. 7/2023 on 9 November 2023.

- *Jareeporn Jarukornsakul* -  
Ms. Jareeporn Jarukornsakul  
Chairman of the Board of Directors

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

*Details of revision of Charter of the Corporate Governance and Sustainable Development Committee*

No. of rev.	Date of Approval	Issue/Reason of revision
1	22 February 2019	First draft
2	10 August 2021	Change the Committee' Name and additional amendments to Duties and responsibilities of the Corporate Governance and Sustainable Development Committee to cover its subsidiary
3	9 November 2023	Additional amendments to Duties and Responsibilities of the Risk Management Committee in Article 3.6