

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

Objectives

WHA Utilities and Power Public Company Limited and its group company ("**Company**") realized that the good corporate governance and sustainable development pay important roles 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 Corporate Governance and Sustainable Development Committee and has established Corporate Governance and Sustainable Development Committee Charter for the Corporate Governance and Sustainable Development Committee to be aware of and can completely perform their duties and responsibilities and to drive the organization to comply with sustainable development principles, in term of Environment, Social and Governance (ESG), which are great importance to the Company's business operations.

1. Composition of the Corporate Governance and Sustainable Development Committee

- 1.1 The Board of Directors has authority to appoint the Corporate Governance and Sustainable Development Committee which shall consist of at least 3 members. Members of the Executive Committee may or may not be a director of the Company.
- 1.2 The Corporate Governance and Sustainable Development Committee shall select one of their members to be the Chairman.
- 1.3 The Company Secretary shall serve as the Secretary to the Corporate Governance and Sustainable Development Committee, responsible for conducting meeting appointments, preparing meeting agendas, delivering meeting documents, and taking meeting minutes.

However, the Corporate Governance and Sustainable Development Committee may consider appointing another person to serve as the Secretary of the Committee.

2. Qualifications of Corporate Governance and Sustainable Development Committee

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 of Corporate Governance and Sustainable Development Committee

- 3.1 To consider, review and revise the Corporate Governance Policy of the Company, which shall be made in writing and used as best practice, in order to propose to the Board of Directors for approval.
- 3.2 To consider, review and revise the Code of Conduct and Practices, which shall be made in writing and used as best practice, in order to propose to the Board of Directors for approval.
- 3.3 To determine a policy and plan for activities in relation to Sustainable Development, Corporate Social Responsibilities and Environment to propose to the Board of Directors for consideration.

- 3.4 To monitor, review and improve the governance and sustainable development's performance to be in accordance with the designated plan and to prepare summary reports for the Board of Directors.
- 3.5 To consider, review and revise the Anti-Corruption Policy, which shall be made in writing and used as best practice, and to provide suggestions on performance review and assessment related to the Anti-Corruption Policy.
- 3.6 To consider, review, and revise vision, mission, strategy, and goal with respect to sustainable development of the Company in order to propose to the Board of Directors for approval, including to provide any suggestion and monitor sustainable development's performance to be in accordance with relevant working plans and policies
- 3.7 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 standard (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.
- 3.8 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.
- 3.9 To consider and review disclosure of information and performance report of the Corporate Governance and Sustainable Development Committee, including report on sustainable development in the Annual Report and/or Sustainable Development Report of the Company in order to report to the Board of Directors.
- 3.10 To perform any other business as assigned by the Board of Directors.
- 3.11 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.
- 3.12 The Corporate Governance and Sustainable Development Committee shall conduct an annual performance evaluation and review the Corporate Governance and Sustainable Development Charter at least once a year.

4. Term of Office of the Corporate Governance and Sustainable Development Committee

- 4.1 The term of office for a member of Corporate Governance and Sustainable Development Committee who is a Company director shall be the same as the term of office for the Board of Directors' term of office. Members who retire by rotation are eligible for re-appointment.
- 4.2 If the position of a member of the Corporate Governance and Sustainable Development Committee becomes vacant for reasons other than retirement by rotation, the Board of Directors shall appoint a qualified person to serve as a member of the Corporate Governance and Sustainable Development Committee, ensuring that the Committee meets the minimum number of members required as specified in this Charter. The person appointed as a replacement member of the Corporate Governance and

Sustainable Development Committee shall serve only for the remaining term of the Corporate Governance and Sustainable Development Committee member they are replacing.

- 4.3 A member of the Corporate Governance and Sustainable Development Committee who is an executive shall serve for the duration of their term as a Company executive, unless the Board of Directors decides otherwise.

5. Meetings of the Corporate Governance and Sustainable Development 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.
- 5.5 When the Meeting ends, the Secretary to the Corporate Governance and Sustainable Development 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 to the minutes of the meeting for the most accurate and correct.

6. Report

The Corporate Governance and Sustainable Development 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 of the Corporate Governance and Sustainable Development Committee

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

The Corporate Governance and Sustainable Development Committee Charter;
is considered and endorsed by the Corporate Governance and Sustainable Development Committee Meeting No. 4/2025 on November 7, 2025,
is considered and approved by the Board of Directors Meeting No. 6/2025 on November 14, 2025, with effective from November 15, 2025.

- 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.