

Nomination and Remuneration Committee Charter
WHA Utilities and Power Public Company Limited

Objectives

WHAUP Utilities and Power Public Company Limited ("the Company") realizes the significance of good Corporate Governance which helps supporting the Company's operation to be effective and to sustainably grow. It leads to the ultimate benefits for every related department, staffs, investors, shareholders and other stakeholders. Therefore, the Board of Directors release this resolution on Nomination and Remuneration Committee Charter to remind the Directors the completed duties and responsibilities to the Company.

1. Composition of the Nomination and Remuneration Committee

- 1.1 The Board shall appoint 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 of the Nomination and Remuneration Committee

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 of the Nomination and Remuneration Committee

- 3.1 To consider the structure, composition and qualifications 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's 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 approve the strategy and policy on human resources to be in line with the business operation of the Company.

- 3.7 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.
- 3.8 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.
- 3.9 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.
- 3.10 To consider the rule on the bonus for employees
- 3.11 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 of the Nomination and Remuneration Committee

- 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 of the Nomination and Remuneration Committee

- 5.1 The Company will have the Nomination and Remuneration Committee meeting at least 3 times a year, either in person or via electronic means.
- 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 made 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. A 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 of an electronic conference, a notice calling for a conference may be sent by electronic mail.

- 5.5 When the Meeting ends, the Secretary to the Nomination and Remuneration 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 Nomination and Remuneration Committee must prepare a performance report and disclose it in the Annual Report and/or Form 56-1 One Report, such as the total amount of the meetings/ year, attendance record, and results, etc.

7. Remuneration of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall be paid a remuneration, the amount of which shall be fixed by the shareholders' meeting.

This Nomination and Remuneration Committee Charter:

is considered and endorsed by the Nomination and Remuneration Committee Meeting No. 4/2023 on December 1, 2025, is considered and approved by the Board of Directors Meeting No. 7/2025 on December 3, 2025, with effective from December 4, 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.