

Nomination and Remuneration Committee Charter

WHA Industrial Development Public Company Limited

Objectives

WHA Industrial Development Public Company Limited (“the Company”) recognizes the importance of good corporate governance as a key factor in enhancing the Company’s operational efficiency and fostering sustainable growth. This commitment ensures the ultimate benefits for all stakeholders, including employees, investors, shareholders, and other related parties. Accordingly, the Board of Directors has appointed the Nomination and Remuneration Committee and established this Nomination and Remuneration Committee Charter to ensure that all members of the Nomination and Remuneration Committee are fully aware of their duties and responsibilities and perform their roles effectively.

1. Composition of the Nomination and Remuneration Committee

- 1.1 The Board of Directors shall be responsible for appointing the Nomination and Remuneration Committee, which shall consist of at least 3 members, who may or may not be directors of the Company.
- 1.2 The Nomination and Remuneration Committee shall appoint 1 member of the Nomination and Remuneration Committee to serve as the Chairman of the Nomination and Remuneration Committee.
- 1.3 The Nomination and Remuneration Committee should consist primarily of independent directors, and the Chairman of the Nomination and Remuneration Committee should be an independent director.
- 1.4 Members of the Nomination and Remuneration Committee who are not independent directors should be non-executive directors to ensure they have sufficient time to fulfill their duties. In cases where it is necessary to include an executive director on the Nomination and Remuneration Committee, the number of executive directors must remain a minority. Additionally, the executive director should not participate in the consideration of the Chief Executive Officer’s remuneration.
- 1.5 The Company Secretary shall serve as the Secretary to the Nomination and Remuneration Committee, assisting with tasks such as scheduling meetings, preparing meeting agendas, distributing supporting documents, and taking meeting minutes. However, the Nomination and Remuneration Committee may also consider appointing another person to serve as the Secretary to the Nomination and Remuneration Committee if deemed appropriate.

2. Qualifications of the Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee must possess the knowledge, capabilities, experience, and qualifications that are suitable to effectively perform their duties as members of the Nomination and Remuneration Committee. Additionally, they must be able to dedicate sufficient time to perform their duties to ensure the successful achievement of the objectives of the Nomination and Remuneration Committee.

3. Duties and Responsibilities of the Nomination and Remuneration Committee

- 3.1 To consider the structure, size, and composition of the Board of Directors to ensure its appropriateness for the organization and the changing environment, as well as evaluate the qualifications of each director in terms of knowledge, capabilities, and experience, for presentation to the Board of Directors for consideration.
- 3.2 To consider the criteria for the nomination of the Company's directors, members of sub-committees, Chief Executive Officer, Chief Officers (C-Level), and senior management, as well as to identify and evaluate persons with the appropriate qualifications who should be appointed as directors, members of sub-committees, Chief Executive Officer, Chief Officers (C-Level), and senior management. These should be presented to the Board of Directors and/or shareholders' meeting for approval (in the case of the Board of Directors). Additionally, to nominate suitable candidates for director and senior management positions in subsidiaries and associated companies.
- 3.3 To provide an opportunity for minority shareholders to propose candidates for nomination as directors of the Company, with sufficient time provided prior to the shareholders' meeting.
- 3.4 To consider and provide recommendations on the succession plan for the Chief Executive Officer, C-Level executives, and senior management, with regular reviews, for presentation to the Board of Directors for consideration.
- 3.5 To consider and provide recommendations on human resources strategies and policies to ensure alignment with the Company's business operations, for presentation to the Board of Directors for consideration.
- 3.6 To consider the criteria and guidelines for determining remuneration, including reviewing and improving the remuneration policy and structure for the Board of Directors, sub-committees, Chief Executive Officer, C-Level executives, and senior management, ensuring clarity, fairness, appropriateness to the duties and responsibilities, and alignment with the current labor market conditions, for presentation to the Board of Directors for consideration.
- 3.7 To evaluate the performance of the Nomination and Remuneration Committee annually, including both the overall performance of the Committee (As a Whole) and individual performance (Self-Assessment). Additionally, the Nomination and Remuneration Committee Charter should be reviewed at least once a year and presented to the Board of Directors for approval.

4. Term of Office

- 4.1 A member of the Nomination and Remuneration Committee shall serve a term of 3 years, starting from the date of their appointment. Upon completion of this term, if the member of the Nomination and Remuneration Committee is also a director of the Company, their term shall align with the term of the Company's directors. The member of the Nomination and Remuneration Committee whose term has completed may be re-elected to the position.

4.2 If the position of a member of the Nomination and Remuneration Committee becomes vacant for reasons other than the retirement by rotation, the Board of Directors shall appoint a qualified person to serve as a member of the Nomination and Remuneration Committee, ensuring that the Committee is composed of the required number of members as determined by the Board of Directors. The person appointed as a replacement member of the Nomination and Remuneration Committee shall serve only for the remaining term of the Nomination and Remuneration Committee member they are replacing.

5. Meetings of the Nomination and Remuneration Committee

5.1 Meetings of the Nomination and Remuneration Committee shall be held at least 4 times a year, either in person or via electronic means.

5.2 A quorum for a Nomination and Remuneration Committee's meeting requires the presence of at least half of the total members of the Nomination and Remuneration Committee. If the Chairman of the Nomination and Remuneration Committee is absent or unable to perform their duties, the Nomination and Remuneration Committee members present shall elect one of the members to serve as the Chairman of the meeting.

5.3 Decisions made at the meeting shall be based on a majority vote. Each member of the Nomination and Remuneration Committee shall have one vote. In the event of a tie, the Chairman of the meeting shall cast an additional deciding vote. A member of the Nomination and Remuneration Committee who has a conflict of interest in a particular matter shall not be entitled to vote on that matter.

5.4 To convene a meeting of the Nomination and Remuneration Committee, the Chairman of the Nomination and Remuneration Committee or a designated person shall send a notice of the meeting to the members at least seven (7) days prior to the meeting date, unless urgent cases arise that require immediate action to protect the rights and interests of the Company. In such cases, the meeting notice may be sent through alternative methods, and the meeting date may be set sooner. For meetings held via electronic means, the notice of the meeting may be sent electronically.

5.5 At the conclusion of the meeting, the Secretary to the Nomination and Remuneration Committee is responsible for preparing the meeting minutes and submitting them to the Chairman of the Nomination and Remuneration Committee for review and signature to certify their accuracy. The minutes will then be presented for adoption at the next meeting. Members of the Nomination and Remuneration Committee may provide comments or request amendments to ensure the minutes are thorough and accurate as possible.

6. Reporting

The Nomination and Remuneration Committee shall report its performance to the Board of Directors and prepare a performance report for disclosure in the Annual Report (Form 56-1 One Report).

7. Remuneration of the Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee shall receive remuneration as approved by the shareholders' meeting.

This Nomination and Remuneration Committee Charter was approved by the Board of Directors' Meeting No. 7/2024 on 8 November 2024 and shall come into effect from 8 November 2024 onwards.

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(Ms. Jareeporn Jarukornsakul)

Chairman of Board of Directors