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The Corporate Governance and Sustainable Development Committee Charter

Eastern Water Resources Development and Management Public Company Limited



Approved by Board of Directors No. 6/2026 24th June 2026



Corporate Governance and Sustainable Development Committee Charter

Eastern Water Resources Development and Management Public Company Limited

1. Definition

“Charter” means Corporate Governance and Sustainable Development Committee Charter.

“Company” means Eastern Water Resources Development and Management Public Company Limited.

“Group of Companies” means Eastern Water Resources Development and Management Public Company Limited and its subsidiaries.

“Subsidiary” means a company with any of the following natures

- (1) company with control over the business¹.
- (2) under the control of the company as stated in (1) in respective order, commencing from being under control¹ of a company as stated in (1).

“Board of Directors” means Board of Directors of Eastern Water Resources Development and Management Public Company Limited.

“Chairman” means Chairman of Corporate Governance and Sustainable Development Committee.

“Directors” means Directors of Corporate Governance and Sustainable Development Committee.

“Advisor” means an advisor of Corporate Governance and Sustainable Development Committee.

2. Objectives

The Board of Directors wishes to ensure that the roles, duties, responsibilities, and operations of the Corporate Governance and Sustainability Development Committee are concrete, clearly defined in detail, transparent, and consistent with the Company’s Good Corporate Governance Policy. Accordingly, the Board of Directors has resolved to approve the Charter of the Corporate Governance and Sustainability Development Committee, with the objectives as follows:

¹ “Control” means:

- (1) holding shares with voting rights in a juristic person exceeding fifty percent (50%) of the total voting rights of such juristic person; or
- (2) having the power to control the majority of votes at a shareholders’ meeting of a juristic person, whether directly or indirectly, or by any other means; or
- (3) having the power to control the appointment or removal of at least one-half of the total number of directors, whether directly or indirectly.

2.1 To foster an understanding of the roles and responsibilities of the Corporate Governance and Sustainable Development Committee in overseeing the Group of Companies' sound management, for the purpose of creating long-term, sustainable value for the enterprise.

2.2 To promote transparency in the performance of duties that is verifiable and fair.

2.3 To establish a framework and support the effective functioning of the Corporate Governance and Sustainability Development Committee.

3. Structure and Composition

3.1 The Board of Directors shall consider and appoint the Chairman and members of the Corporate Governance and Sustainability Development Committee.

3.2 The Corporate Governance and Sustainability Development Committee shall consist of no fewer than three and no more than five members, with more than half being independent directors. The Chairman of the Corporate Governance and Sustainability Development Committee must be an independent director. The Chairman of the Board of Directors should not be a member of the Corporate Governance and Sustainability Development Committee.

3.3 The Corporate Governance and Sustainability Development Committee shall comprise directors who possess appropriate knowledge, capabilities, and experience, and who have a clear understanding of the qualifications, duties, and responsibilities of the Corporate Governance and Sustainability Development Committee, including expertise in corporate governance.

3.4 The Corporate Secretary shall serve as the Secretary of the Corporate Governance and Sustainability Development Committee by virtue of the position.

4. Term of Office

4.1 The Corporate Governance and Sustainability Development Committee shall hold office for a term corresponding to their term as directors of the Company, or as otherwise approved by the Board of Directors.

4.2 Grounds for termination of office include expiration of the term, resignation, death, disqualification or possession of prohibited characteristics pursuant to Section 68 of the Public Limited Companies Act B.E. 2535 (1992), and Sections 89/3, 89/4, and 89/6 of the Securities and Exchange Act B.E. 2535 (1992), as well as the Notification of the Capital Market Supervisory Board No. KorJor. 3/2560 (2017) regarding the determination of untrustworthy characteristics of directors and executives of companies, or removal by resolution of the shareholders' meeting, or removal or termination by court order in accordance with the grounds specified in the Company's Articles of Association.

4.3 In the event that a member of the Corporate Governance and Sustainability Development Committee completes the term of office or is unable to serve for the full term for any reason, resulting in

the number of committee members being less than the required composition, the Board of Directors shall appoint a replacement to fill the vacancy within three months from the date on which the committee composition becomes incomplete, in order to ensure continuity of operations.

5. Authority, Duties, and Responsibilities

5.1 Corporate Governance

(1) To review the Group of Companies' corporate governance policies and practices, anti-corruption measures, and business code of conduct to ensure compliance with the regulations of the Stock Exchange of Thailand (SET), the Securities and Exchange Commission (SEC), or other regulatory bodies, and to present them to the Board of Directors for consideration and approval.

(2) To review the Group of Companies' good corporate governance policies and practices, anti-corruption guidelines, and business code of conduct at least once a year to ensure they remain continuously updated. This involves benchmarking against applicable laws, international practices, leading companies, and recommendations from relevant institutions. In the event of any amendments, the Corporate Governance and Sustainable Development Committee shall submit such changes to the Board of Directors for further consideration and approval.

(3) To instruct the President to disseminate and communicate the Group of Companies' good corporate governance policies, anti-corruption guidelines, and business code of conduct across all levels of the organization and to external parties, ensuring practical implementation, while supporting and promoting related activities.

(4) To monitor and ensure that the Group of Companies effectively implements both legally binding policies and non-legal internal policies.

(5) To consider and approve the criteria and procedures for granting minority shareholders the right to propose candidates for election as directors and to propose agenda items for the Annual General Meeting of Shareholders in advance.

5.2 Sustainable Development

(1) To define the sustainability policies, strategies, and targets for the Group of Companies, covering economic, social, and environmental dimensions, including climate change issues, and to review such policies at least once a year.

(2) To promote and support the various activities of the Company and the Group of Companies, to achieve the targets set under the sustainability management policy.

(3) To oversee, review, monitor progress, and evaluate the effectiveness of the implementation of the sustainability management policy.

(4) To consider and approve the Sustainability Report prior to its disclosure.

(5) To report the results of operations to the Board of Directors.

5.3 Where necessary, the Corporate Governance and Sustainability Development Committee may invite management or relevant persons to attend meetings to provide clarification or to submit relevant documents.

5.4 To consider and approve the performance evaluation forms of the Board of Directors and sub-committees, and to submit them to the Board of Directors for consideration and approval.

5.5 To evaluate the performance of the Corporate Governance and Sustainability Development Committee, both on a collective and individual basis, and to report any issues or obstacles that hinder performance from achieving the prescribed scope, authority, and duties (if any) to the Board of Directors for information at least once a year. The evaluation results shall be used to further improve performance.

5.6 To review this Charter annually to ensure that it remains current and appropriate to prevailing circumstances. In the event of any amendments, the Corporate Governance and Sustainability Development Committee shall submit them to the Board of Directors for consideration and approval.

5.7 To perform any other duties as assigned by the Board of Directors.

6. Meetings

6.1 The Corporate Governance and Sustainability Development Committee shall hold meetings at least once per quarter or as deemed appropriate. A quorum shall consist of not less than one-half of the total number of committee members. Meetings of the Corporate Governance and Sustainability Development Committee shall be convened by the Chairman of the Corporate Governance and Sustainability Development Committee, or by the Secretary of the Corporate Governance and Sustainability Development Committee upon the instruction of the Chairman, by sending a notice of meeting together with supporting documents to the committee members at least three days prior to the meeting. In cases of urgency to protect the rights or interests of the Company, the notice of meeting may be given by electronic means or other methods, and the meeting date may be scheduled earlier.

Meetings of the Corporate Governance and Sustainability Development Committee may be conducted via electronic media in accordance with the laws governing electronic meetings. In such cases, the Company's head office shall be deemed the meeting venue.

6.2 In the event that the Chairman of the Corporate Governance and Sustainability Development Committee is unable to perform the duties of the chairperson at a meeting, the Chairman may designate any member of the Corporate Governance and Sustainability Development Committee, or the committee members present at the meeting may elect one of the members, to act as the chairperson of the meeting.

6.3 In the event that a member of the Corporate Governance and Sustainability Development Committee is unable to attend a meeting, such member shall inform the Secretary of the Corporate

Governance and Sustainability Development Committee verbally or by submitting a written notice of absence.

6.4 Prior to the meeting, each member of the Corporate Governance and Sustainability Development Committee shall preliminarily review the meeting agenda to determine whether he or she has any conflict of interest in relation to the matters to be considered. Any committee member who has a vested interest in an agenda item shall abstain from expressing opinions and from voting on such matter, or shall leave the meeting, as appropriate.

6.5 Resolutions of the meeting shall be passed by a majority vote.

(1) In voting on matters of the Corporate Governance and Sustainability Development Committee, each committee member shall have one vote, and decisions shall be made by a majority of votes. In the event of a tie, the Chairman of the Corporate Governance and Sustainability Development Committee, or the chairperson of the meeting, shall have a casting vote to resolve the matter. The Secretary of the Corporate Governance and Sustainability Development Committee and other attendees who are not committee members shall have no voting rights.

(2) In the event that vacancies reduce the number of members of the Corporate Governance and Sustainability Development Committee to less than one-half of the required composition, resulting in the absence of a quorum, the remaining committee members shall consider assigning management to submit the relevant agenda item directly to the Board of Directors for consideration.

6.6 The Secretary of the Corporate Governance and Sustainability Development Committee shall be responsible for recording and maintaining the minutes of meetings, as well as distributing the meeting minutes to the members of the Corporate Governance and Sustainability Development Committee within seven days from the meeting date. The original minutes, agendas, and duly approved meeting minutes shall be retained in the capacity of Company Secretary.

6.7 Each member of the Corporate Governance and Sustainability Development Committee shall attend at least seventy-five percent (75%) of the total meetings held in a year.

7. Remuneration

7.1 The remuneration of the Corporate Governance and Sustainability Development Committee shall be in accordance with the resolution of the Annual General Meeting of Shareholders.

7.2 The remuneration of advisors to the Corporate Governance and Sustainability Development Committee shall be in accordance with the resolution of the Board of Directors, as reviewed and screened by the Nomination and Remuneration Committee.

8. Reporting

8.1 The Corporate Governance and Sustainability Development Committee shall report its performance results, as well as any other matters with clear conclusions or matters deemed appropriate for the Board of Directors to be informed of, at the meetings of the Board of Directors.

8.2 To disclose the performance outcomes of the Corporate Governance and Sustainable Development Committee in the Company's annual report (Form 56-1 One Report).

9. External Advisors

The Corporate Governance and Sustainability Development Committee may seek advice from external advisors who are independent experts, as appropriate, subject to the approval of the Board of Directors.

- Signed -

(Mr. Wirat Uanarumit)

Chairman of the Board of Directors