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**Criteria for Shareholders to propose agenda and nominate the candidates
to be elected as director for the 2025 Annual General Meeting of Shareholders of
WHA Utilities and Power Public Company Limited**

1. Objective

To be in line with the Good Corporate Governance Principle, WHA Utilities and Power Public Company Limited (the “**Company**”) provides an opportunity for shareholders to propose agenda and director nominees for election as director of the Company in advance of the Annual General Meeting of Shareholders (“**AGM**”). In addition, the Company has set up the criteria for shareholders to propose the agenda and nominate the director in advance. It will ensure that the agenda will be delicately selected and beneficial to the Company and the director nominee has suitable qualification. To attain the highest benefits of the Company and the stakeholders and to affirm the conformity to the Good Corporate Governance.

2. Qualification of Shareholders

Any shareholder who wishes to propose the agenda and/or nominate the candidates to be elected as director must be the Company’s shareholder, either individually or collectively holding shares with voting rights totaling no less than 5 percent of the Company’s total voting rights as of the date the proposal is submitted.

3. Proposal of the Agenda

3.1 Consideration Procedure

The shareholder who possesses the qualifications outlined in Clause 2 must complete the **Form to Proposing the Agenda for the 2025 Annual General Meeting of Shareholders** (Attachment 1) and provide their signature. Additionally, the shareholder must include identification evidence and shareholding evidence as specified in Clause 2.1 and 2.2, along with any supporting documents for the Board of Directors’ consideration (if any). These documents shall be **delivered to the Company within December 30, 2024**, at the following address:

Corporate Secretary Office

WHA Utilities and Power Public Company Limited
777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13,
Debaratna Road (Bangna-Trad) KM.7, Bang Kaeo, Bang Phli,
Samut Prakarn 10540, Thailand

In the case that collective shareholders as specified in Clause 2 propose an agenda, each of them must complete the Form to Proposing Agenda for the 2025 Annual General Meeting of Shareholders and provide their signature. Additionally, they must provide identification evidence and shareholding evidence. All completed forms must be consolidated into a single submission.

3.2 The following matters will not be included in the AGM agenda:

- 1) The matters that violate the laws, rules, regulations of government agencies and other governing agencies or that are not complied with the objectives, the Articles of Association, the Shareholders' resolution and the Good Corporate Governance of the Company.
- 2) The matters that the Company has already implemented.
- 3) The matters that the evidence is incomplete, incorrect or ambiguous, and for the Company is unable to contact the proposing shareholder or matters that have not been proposed within the scheduled timeframe.
- 4) The matters that shareholders already proposed in the shareholders' meeting within the past 12 months, which was supported by less than 10% of total voting shares, given that the factual event is not material change.
- 5) The matters that are beyond the authority of the company.
- 6) The matters for personal benefits or particular group of person benefits.
- 7) The matters that are routine works or under the management authority of the Company, except the matters which will generally cause the significant impacts to the shareholders.

3.3 The Board of Directors will consider the agendas proposed by shareholders. In the case of the Board of Directors approves a proposed agenda, it will be included in the AGM agenda and designated as "Agenda from Shareholder". For any agenda proposals that are disapproved by the Board of Directors. The Company will inform shareholders through the Company's website.

4. Nomination of the Candidates to be Elected as Director

4.1 Consideration Procedure

The shareholder who possesses the qualifications outlined in Clause 2 must complete the **Form to Nomination of the Candidates to be Elected as Director** (Attachment 2) and provide their signature. Additionally, the shareholder must include the following documents:

- 1) The identification evidence.
- 2) The shareholding evidence as specified in Clause 2.1 and 2.2.
- 3) The consent evidence of the nominated person in Attachment 2 and provide their signature.
- 4) Supporting evidence of the nominated person, i.e., educational qualification, working experiences (for the past 5 years), training information, shareholding information, and relationship with other directors, executives, major shareholders, or controlling persons (if any) for the Board of Director's consideration.
- 5) The beneficial supporting document for the Board of Director's consideration (if any), to the following address.

These documents shall be **delivered to the Company within December 30, 2024**, at the following address:

Corporate Secretary Office

WHA Utilities and Power Public Company Limited
777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13,
Debaratna Road (Bangna-Trad) KM.7, Bang Kaeo, Bang Phli,
Samut Prakarn 10540, Thailand

In the case that collective shareholders as specified in Clause 2 nominate the candidates, each of them must complete the **Nomination of the Candidates to be Elected as Director** and provide their signature. Additionally, they must provide identification evidence and shareholding evidence. All completed forms must be consolidated into a single submission.

- 4.2 Nominated candidate must have the following qualifications:
- 1) Having the qualifications according to the Public Company Act, Securities and Exchange Act and other related laws, rules, regulations, announcements, together with the Good Corporate Governance of the Company.
 - 2) Having the knowledge to benefit the business of the company.
 - 3) Being able to participate in all Board's meetings and shareholders' meetings except in the case of necessity or force majeure.
 - 4) Should not serve many board positions at the same time.
 - 5) Processing other qualifications which are possible to be additionally determined in order to be in compliance with the laws and suitability which are possibly be changed in the future.
- 4.3 The Company will consider the list of nominated candidates along with the complete and correct support evidence, as evaluated by the Nomination and Remuneration Committee in accordance with duties and responsibilities, before presenting it to the Board of Directors for consideration.
- 4.4 In the case that Board of Directors approves the nominated candidate, their name will be included in the agenda for the AGM, along with the Board of Directors' opinion. In cases where the Nomination and Remuneration Committee or the Board of Directors disapproves a nomination, the Company will inform shareholders through the Company's website.
- 4.5 The Board of Directors will not consider the nominated candidate to be elected as the director based on the following cases:
- 1) The nomination has not been performed in compliance with the determined Criteria.
 - 2) The nominated candidate is not qualified and/or does not have appropriate qualifications and has any prohibited characteristics as specified in Clause 4.2.
 - 3) The supporting documents showing the qualifications of the nominated candidate is incomplete or has not been delivered to the Company within the scheduled timeframe.
 - 4) The nominated candidate denies giving consent for nominating him/her to be the director.
 - 5) Other cases which the Board of Directors deems appropriate.

Attachment 1

Form to Proposing the Agenda for the 2025 Annual General Meeting of Shareholders (AGM)

(1) I am (Mr. / Mrs. / Miss)being the shareholder of WHA Utilities and Power Public Company Limited (the “Company”), holding shares, residing at No. Road..... Sub-District..... District..... Province..... Mobile No. Home/Office No. E-mail address (if any)

(2) I would like to propose the agenda for the 2025 AGM as follows:

Subject matter:

For Acknowledgement Approval

Key factual and useful information, rational, and necessity are summarized as follows:

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Supporting documents certified as true copy in every page are enclosed, totaling pages.

(3) I certify that all information in this Form, the identification evidence, the evidence of shareholding and other supporting documents are correct. I agree that the Company may disclose such information and evidences. I hereby affix my signature as evidence below.

Signed by..... Shareholder

(.....)

Date.....



Remarks:

1. The identification evidence is:
 - 1) If a shareholder is a juristic person, a copy of the company's affidavit and copy of identification card/passport (for non-resident shareholder) of authorized director(s) must be enclosed and certified true copies by such directors. Additionally, the authorized director(s) are requested to redact any religious information on these documents, as the Company does not intend to collect such information, and it is not necessary for verifying the authorized director.
 - 2) If a shareholder is an individual, a certified true copy of identification card/ passport (for non-resident shareholder) must be enclosed. Additionally, the shareholder is requested to redact any religious information on these documents, as the Company does not intend to collect such information, and it is not necessary for verifying shareholders.
 - 3) Others evidence (if any).
2. The shareholding evidence is:
 - 1) The shareholding certificate issued by the securities companies, or other evidence issued by the Thailand Securities Depository Company Limited, the Stock Exchange of Thailand or custodian, or a certified true copy of share certificate.
 - 2) Others evidence (if any).
3. In the case that collective shareholders propose the agenda. The shareholders must practice in Cause 3.1.
4. In the case of a shareholder who has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.
5. In case of proposing more than one agenda, the shareholder must use this form and fill in all information and affix the shareholder's signature to one agenda per one form.
6. This Form to Proposing the Agenda for the AGM together with other supporting documents mentioned above shall be delivered to the Company **within December 30, 2024**, in order that the Board of Directors has an adequate time to consider the proposed matter under the criteria and process of the Company.
7. The Company will terminate the rights of shareholders who have provided incomplete or incorrect information or is unable to contact or unqualified.
8. The Company has announced Privacy Notice pursuant to the Personal Data Protection Act, B.E. 2562(2019), to inform the Data Subject of details about objectives, collective, use, and disclosure of personal data for the benefit of attending the AGM and in order to comply with relevant laws. For more details, please consider on the Company's website at <https://www.wha-up.com/th/about-us/privacy-data-protection>.

Attachment 2

**Nomination of the Candidates to be Elected as Director
for the 2025 Annual General Meeting of Shareholders (AGM)**

(1) I am (Mr. / Mrs. / Miss)being the shareholder of
WHA Utilities and Power Public Company Limited (the “Company”), holding shares,
residing at No. Road..... Sub-District.....
District..... Province..... Mobile No.
Home/Office No. E-mail address (if any)

(2) I would like to nominate (Mr./ Mrs./ Miss) Age..... years
to be elected as Independent Director Director of WHA Utilities and Power Public Company
Limited. The said candidate has given consent to their nomination and has no any prohibited
characteristics as outlined in Clause 4.2, whereby the supporting documents showing the qualifications
of the nominated person, i.e. educational qualification, working experiences (for the past 5 years),
training information, shareholding information, and relationship with other directors, executives, major
shareholders, or controlling persons (if any) which have been certified as true copy in every page are
enclosed, totaling.....pages in total.

I certify that all information in this Form, the identification evidence, the shareholding evidence and
other supporting documents are correct. I agree that the Company may disclose such information and
evidences. I hereby affix my signature as evidence below.

Signed by..... Shareholder
(.....)
Date.....

(3) I am (Mr./Mrs./Miss), the Candidate in (2), consent and
certify that the qualifications as outlined in Clause 4.2 and give my consent to the Company to disclose
my information and evidence. I agree to comply with the Corporate Governance Policy of
the Company. I hereby affix my signature as evidence.

Signed by..... Candidate
(.....)
Date.....



Remarks:

1. The identification evidence is:
 - 1) If a shareholder is a juristic person, a copy of the company's affidavit and copy of identification card/passport (for non-resident shareholder) of authorized director(s) must be enclosed and certified true copies by such directors. Additionally, the authorized director(s) are requested to redact any religious information on these documents, as the Company does not intend to collect such information, and it is not necessary for verifying the authorized director.
 - 2) If a shareholder is an individual, a certified true copy of identification card/ passport (for non-resident shareholder) must be enclosed. Additionally, the shareholder is requested to redact any religious information on these documents, as the Company does not intend to collect such information, and it is not necessary for verifying shareholders.
 - 3) Others evidence (if any).
2. The shareholding evidence is:
 - 1) The shareholding certificate issued by the securities companies, or other evidence issued by the Thailand Securities Depository Company Limited, the Stock Exchange of Thailand or custodian, or a certified true copy of share certificate.
 - 2) Others evidence (if any).
3. In case there are many shareholders have unified to propose the agenda. The shareholders must practice in Cause No. 4.1.
4. In the case of a shareholder who has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.
5. In case of proposing more than one director, the shareholder can use this form and fill in all information and affix the shareholder's signature to one director per one form.
6. This Form to Nomination of the Candidates to be Elected as Director for the AGM together with other supporting documents mentioned above shall be delivered to the Company **within December 30, 2024**, in order that the Board of Directors has an adequate time to consider the proposed matter under the criteria and process of the Company.
7. The Company will terminate the rights of shareholders who have provided incomplete or incorrect information or is unable to contact or unqualified.
8. The Company has announced Privacy Notice pursuant to the Personal Data Protection Act, B.E. 2562(2019), to inform the Data Subject of details about objectives, collective, use, and disclosure of personal data for the benefit of attending the AGM and in order to comply with relevant laws. For more details, please consider on the Company's website at <https://www.wha-up.com/th/about-us/privacy-data-protection>.