

Supporting document for Agenda 5:

To consider and approve the election of directors in replacement of those retired by rotation

1. Consideration Criteria for Directors due to retire by rotation

Article 16 of the Articles of Association stipulates that at every annual general meeting, one-third of the number of directors must vacate their offices. If the number of directors is not a multiple of three, then the number nearest to one-third must retire from office. The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In each subsequent year, the directors who have been in office for the longest term shall retire. A retiring director may be re-elected.

2. Nomination Rules and Procedures

The Nomination and Remuneration Committee (excluding the nominated directors) considers nominating persons for appointments as directors in replacement of those vacating office by resignation prior to expiry of the term of office and those due to retire by rotation under the rules as follows:

1. Those who are qualified under the Public Limited Companies Act, the Securities and Exchange Act, the rules of the SEC, and the rules of the Stock Exchange of Thailand.
2. Those who have knowledge, capability, and experience in various professional fields are beneficial and value-added to the Company.
3. Those with qualifications in support of the operations pertaining to corporate governance to create value for the Company, e.g., independence, expression of opinions, creativity, performance of duties with responsibility, due care, integrity, and full-time contribution, etc.
4. In case of directors due to retire by rotation, their previous performance as directors with due care, integrity and full-time contribution will also be taken into account.
5. In nominating directors, the required qualifications will be considered, taking into account the necessary skills for the Board and qualifications in line with the Company's business strategies.

In this connection, the Nomination and Remuneration Committee nominates such qualified persons to the Board of Directors for consideration and further submission to the Meeting of Shareholders for consider elections as the Company's directors.

3. Directors who were due to retire by rotation in the 2026 Annual Ordinary General Meeting of Shareholders

There are 4 directors to retire in the year 2026 whose are

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|---------------------------|----------------------|
| 1. Dr. Thanong Bidaya | Independent Director |
| 2. Mr. Phairuch Mekarporn | Independent Director |
| 3. Mr. Hisao Morioka | Director |
| 4. Mr. Kenichi Ishida | Director |

4. The shareholders are allowed to nominate persons for consideration and appointment as directors

Given the fact that the Company has allowed the shareholders to exercise their rights to nominate qualified persons for consideration and appointment as directors in advance, as reported to the Stock Exchange of Thailand, and disclosed the criteria and conditions for exercise of such rights on the Company's website: www.ttwplc.com, during 1 October 2025 to 31 December 2025, no shareholder has nominated any person for consideration and appointment as director.

5. The Board of Directors' Opinion

The Nomination and Remuneration Committee's Meeting, excluding the nominated directors, considered the matter and deemed it appropriate to propose to the Board of Directors' Meeting to consider and further propose that the 2026 Annual Ordinary General Meeting of Shareholders consider:

Appointment of such four directors due to the retirement by rotation, namely, Dr. Thanong Bidaya, Mr. Phairuch Mekarporn, Mr. Hisao Morioka, and Mr. Kenichi Ishida to resume their office as directors for another term since they have knowledge, capability and experience beneficial to the Company's business operations, perform the duties as directors with due care, integrity and full time contribution for the Company, play active role in laying down various policies on the Company's business operations, as well as providing opinions and suggestions valuable to management.

The Board of Directors Meeting No. 1/2026 held on February 24, 2026, excluding the directors nominated for reappointment, carefully reviewed and approved the proposal of the Nomination and Remuneration Committee. The Board resolved to propose the 2026 Annual General Meeting of Shareholders to consider and approve the reappointment of directors who are due to retire by rotation for another term.

Person Nominated as Director

Name:	Dr. Thanong Bidaya	
Type of Directorship:	Independent Director	
Age:	78 Years	
Nationality:	Thai	
Date of appointment as director:	17 December 2008	
Number of years of Directorship:	17 years 3 months (6 terms)	
Number of years of Directorship until the end of this term (if appointed)	20 years 3 months (7 terms)	
Shareholding in the Company:	0.0085% (342,500 Shares)	
Education:	<ul style="list-style-type: none"> - Ph.D. in Management, Northwestern University, U.S.A. - M.A. in Economics, Northwestern University, U.S.A. - B.A. in Economics, Yokohama National University, Japan 	
Training Program:	<ul style="list-style-type: none"> - Director Accreditation Program (DAP), class 25/2004, Thai Institute of Directors Association - Executive Training on Trends in ESG Disclosure and Implementation through Sustainable Operations ERM - Siam Company Limited 	
Current Position	<p><u>2 Listed Companies:</u></p> <p>2018 – Present Independent Director and Chairman of the Board of Directors Property Perfect Public Company Limited</p> <p>2012 – Present Independent Director and Chairman of the Board of Directors CK Power Public Company Limited</p> <p><u>2 other Companies:</u></p> <p>2020 – Present Chairman of the Board of Directors Luang Prabang Power Company Limited</p> <p>2010 – Present Chairman of the Board of Directors Xayaburi Power Company Limited</p>	
Experience:	<p><u>Listed Companies:</u></p> <p>2018 – 2024 Independent Director and Chairman of the Board of Directors S.Khonkaen Foods Public Company Limited</p> <p>2012 – 2021 Independent Director and Chairman of the Board of Directors Scan Inter Public Company Limited</p>	

Person Nominated as Director

Name:	Mr. Phairuch Mekarporn	
Type of Directorship:	Independent Director	
Age:	80 Years	
Nationality:	Thai	
Date of appointment as director:	22 May 2008	
Number of years of Directorship:	17 years 10 months (6 terms)	
Number of years of Directorship until the end of this term (if appointed)	20 years 10 months (7 terms)	
Shareholding in the Company:	- None -	
Education:	<ul style="list-style-type: none"> - M.S.M.E, California State University, Long beach U.S.A. - B.S.M.E, Chulalongkorn University - Advanced Management Program: The International Senior Manager's Program (1995), Harvard University, Graduate School of Business Administration, U.S.A. 	
Training Program:	<ul style="list-style-type: none"> - Director Certification Program (DCP), class 81/2006 - Advanced Audit Committee Program (AACP), Class 17/2007 - The Evolving Role of Audit Committee in Fostering Trust and Transparency Thai Institute of Directors Association - Insight in SET: ID & AC Focus, The Stock Exchange of Thailand - Executive Training on Trends in ESG Disclosure and Implementation through Sustainable Operations, ERM - Siam Company Limited 	
Current Position	<p><u>1 Listed Companies:</u></p> <p>2004 – Present Independent Director, Chairman of Nomination and Remuneration and Audit Committee Thai Optical Group Public Company Limited</p> <p><u>Other Companies:</u> - None -</p>	
Experience:	<p><u>Listed Companies:</u></p> <p>2008 - 2020 Chairman of Nomination and Remuneration Committee and Corporate Governance Committee TTW Public Company Limited</p> <p><u>Other Companies:</u></p> <p>2007 - 2020 Chairman of the Board of Directors Pathum Thani Water Company Limited</p> <p>1996 - 2003 Managing Director Siam Kraft Industry Company Limited</p>	

	1989 - 1996 Managing Director Thai Paper Company Limited 1985 - 1989 Managing Director TIP Fibre-Cement Company Limited
Nomination criteria and method:	Knowledge, capability and experience are beneficial to business operations, as well as possessing qualifications, and providing independent opinions, and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee.
Legal dispute:	- None -
Meeting Attendance in 2025:	<ul style="list-style-type: none"> - Annual General Meeting of Shareholders 1/1 (100 percent) - Board of Directors Meeting 4/4 (100 percent) - Audit Committee Meeting 4/4 (100 percent) - Risk Management, Corporate Governance and Sustainability Committee Meeting 4/4 (100 percent)
Performance during Directorship:	<ul style="list-style-type: none"> - Performing the duties as the Chairman of the Audit Committee in reviewing the reliability of the Company's financial reports prior to submission to the Stock Exchange of Thailand, auditing the internal control system, as well as considering the disclosure of information on connected transactions to ensure accuracy and completeness; and providing opinions which were independent and beneficial to the Board of Directors and the management. - Performing duties as the Risk Management, Corporate Governance and Sustainability Committee member in providing suggestions, following up compliance with the Principles of Good Corporate Governance, monitoring and reviewing the company's overall risk management strategies for risk management and Sustainability. - Performing the duties as the director in providing useful suggestions and advice to the management and considering scrutinizing works proposed to the Board of Directors.

Having the following relationship with the Company, Subsidiaries Company, associated company or any juristic person who might have a conflict of interest at present or during the past 2 years.

1. Taking part in the management of being an employee, staff member, advisor who receives a regular salary.	None
2. Being professional services provider, e.g., auditor, legal advisor.	None
3. Having business relations that is material and could be barrier to independent judgment	None
4. Being a director / Management undertaking any business in the same nature and competition to the business of the Company.	None

Person Nominated as Director

Name: Type of Directorship: Age: Nationality:	Mr. Hisao Morioka Director 53 Years Japanese	
Date of appointment as director:	12 December 2024	
Number of years of Directorship:	1 year 3 months (1 term)	
Number of years of Directorship until the end of this term (if appointed)	4 years 3 months (2 terms)	
Shareholding in the Company:	- None -	
Education:	- Bachelor of Art in Foreign Studies, Sophia University, Japan	
Training Program:	- Executive Training on Trends in ESG Disclosure and Implementation through Sustainable Operations ERM - Siam Company Limited	
Current Position	<u>Listed Companies:</u> - None – <u>1 other Companies:</u> 2024 - Present Deputy Divisional Operating Officer, Infrastructure & Energy Division Asia Pacific Business Unit Mitsui & Co. (Asia Pacific) Pte. Ltd.	
Experience:	<u>Listed Companies:</u> - None – <u>Other Companies:</u> 2021 – 2024 Deputy General Manager, Human Resources, Corporate Planning & Strategy Division Mitsui & Co., Ltd. (Tokyo Head Office) 2016 – 2021 General Manager Japan Projects Development Division Mitsui & Co., Ltd. (Tokyo Head Office) 2013 – 2016 General Manager Project Development Mitsui & Co. (Brazil) S.A. (Rio de Janeiro Branch)	

Nomination criteria and method:	Knowledge, capability and experience are beneficial to business operations, as well as possessing qualifications, and providing independent opinions, and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee.
Legal dispute:	- None -
Meeting Attendance in 2025:	<ul style="list-style-type: none"> - Annual General Meeting of Shareholders 1/1 (100 percent) - Board of Directors Meeting 4/4 (100 percent) - Nomination and Remuneration Committee Meeting 2/2 (100 percent)
Performance during Directorship:	<ul style="list-style-type: none"> - Performing the duties as the Nomination and Remuneration Committee Member in considering the nomination rules and procedures for appointment of persons who are qualified to hold the office as directors as well as determining criteria for consideration of remuneration for directors and Managing Directors. - Performing the duties as the director in providing useful suggestions and advice to the management and considering scrutinizing works proposed to the Board of Directors.

Having the following relationship with the Company, Subsidiaries Company, associated company or any juristic person who might have a conflict of interest at present or during the past 2 years.

1. Taking part in the management of being an employee, staff member, advisor who receives a regular salary.	None
2. Being professional services provider, e.g., auditor, legal advisor.	None
3. Having business relations that are material and could be barrier to independent judgment	None
4. Being a director / Management undertaking any business in the same nature and competition to the business of the Company.	None

Person Nominated as Director

Name:	Mr. Kenichi Ishida	
Type of Directorship:	Director	
Age:	51 Years	
Nationality:	Japanese	
Date of appointment as director:	8 June 2023	
Number of years of Directorship:	2 years 10 months (1 term)	
Number of years of Directorship until the end of this term (if appointed)	5 years 10 months (2 terms)	
Shareholding in the Company:	- None -	
Education:	- Bachelor of Business Administration, Yokohama National University	
Training Program:	<ul style="list-style-type: none"> - Director Certification Program (DCP), Class 351/2023, Thai Institute of Directors Association - Executive Training on Trends in ESG Disclosure and Implementation through Sustainable Operations ERM - Siam Company Limited 	
Current Position	<p><u>Listed Companies:</u></p> <p style="text-align: center;">- None -</p> <p><u>2 other Companies:</u></p> <p>2023 – Present Director Mitsui Water Holdings (Thailand) Co., Ltd</p> <p>2023 – Present General Manager Infrastructure Projects Division, Mitsui & Co., (Thailand) Ltd.</p>	
Experience:	<p><u>Listed Companies:</u></p> <p style="text-align: center;">- None -</p> <p><u>Other Companies:</u></p> <p>2019 – 2023 General Manager of Group 2, Mitsui & Co., Ltd. (Yangon Office Branch, Republic of the Union of Myanmar)</p> <p>2017 – 2019 General Manager Infrastructure Projects Business Unit, Mitsui & Co., Ltd. (Tokyo Headquarters, Japan)</p>	

Nomination criteria and method:	Knowledge, capability and experience are beneficial to business operations, as well as possessing qualifications, and providing independent opinions, and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee.
Legal dispute:	- None -
Meeting Attendance in 2025:	<ul style="list-style-type: none"> - Annual General Meeting of Shareholders 1/1 (100 percent) - Board of Directors Meeting 4/4 (100 percent) - Executive Committee Meeting 4/4 (100 percent) - Risk Management, Corporate Governance and Sustainability Committee Meeting 4/4 (100 percent)
Performance during Directorship:	<ul style="list-style-type: none"> - Performing duties as the Risk Management, Corporate Governance and Sustainability Committee member in providing suggestions, following up compliance with the Principles of Good Corporate Governance, monitoring and reviewing the company's overall risk management strategies for risk management and Sustainability. - Providing useful suggestions and advice to the management and considering scrutinizing works proposed to the Board of Directors

Having the following relationship with the Company, Subsidiaries Company, associated company or any juristic person who might have a conflict of interest at present or during the past 2 years.

1. Taking part in the management of being an employee, staff member, advisor who receives a regular salary.	None
2. Being professional services provider, e.g., auditor, legal advisor.	None
3. Having business relations that are material and could be barrier to independent judgment	None
4. Being a director / Management undertaking any business in the same nature and competition to the business of the Company.	None

Definition and qualifications of independent directors

"Independent director" means a person who possesses the qualifications and requirements for independence stipulated in the Company's corporate governance policy (as established by the Board), and satisfies the criteria set out by the Capital Market Supervisory Board. The following conditions apply:

1. Shall hold shares not exceeding 0.5% of the total number of voting shares of the Company, subsidiary, associate or juristic person that may be conflict.
2. Shall not be related to the management of the Company, its subsidiaries and its associated companies, Moreover, shall not be a major shareholder, temporary or full-time employees and an advisor regularly earning salaries from the Company, its subsidiaries, its associated companies and its major shareholders.
3. Shall not be a person related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of child, of an executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or its subsidiary.
4. Shall not have any direct or indirect conflicts of interest against the management of the Company and its subsidiaries, and its associated companies for the period of not less than one year prior to nomination except the Board of Directors was attentively considered that such conflict of interest not affecting the operation and have independent decision-making of independent directors.
5. Shall not be a director who has been appointed as representative of the Company's director, major shareholder, or shareholders who are related to the major shareholder.
6. Shall be independently perform the duties and give the opinion or report on the result of duties as assigned by the Board of Directors, uncontrolled by the management or major shareholders and related person or relative of such person.
7. Shall be able to attend meetings of the Board of Directors and make an independent judgment.
8. Shall not operate any business which has the same nature as and is in significant competition with the business of the Company or its subsidiaries or not be a principal partner in any partnership, or not be an executive director, employee, staff, or advisor regularly earning the salaries; or holding shares not exceeding 0.5 percent of the total number of voting right of any other company operating business which has the same as and is in significant competition with the business of the Company or its subsidiaries.
9. Shall not have any characteristics which make him/her incapable of expressing independent opinion with regard to the Company's business affairs.
10. Shall be able to look after the interests of all shareholders equally.
11. Shall be able to prevent conflicts of interest.
12. Shall not have been convicted of violating security or stock exchange laws, financial institution laws, life insurance laws, general insurance laws, anti-money laundering laws, or any other financial law of a similar nature, whether Thai or foreign, by an agency with authority under that certain law. Such wrongful acts include those involved with unfair trading in shares or perpetration of deception, fraud, or corruption.

Remark - This requirement is stricter than the regulation of the Capital Market Supervisory Board, which stipulates a maximum of one (1) percent