Supporting document for Agenda 6

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 considers nominating persons for appointment 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 election as the Company's directors.

3. Directors who were due to retire by rotation in the 2022 Annual Ordinary General Meeting of Shareholders

There are 4 directors to resign in year 2022 whose are

1. Dr. Sombat Kitjalaksana Director
2. Mrs. Payao Marittanaporn Director

3. Mr. Yuttana Yimgarund Independent Director
4. Ms. Walainut Trivisvavet 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 September 2021 to 31 December 2021, 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 directors retiring by rotation, considered the matter and deemed it appropriate to propose to the Board of Directors' Meeting to consider and further propose that the 2022 Annual Ordinary General Meeting of Shareholders consider.

Appointment of such four directors due to retire by rotation, namely, Dr.Sombat Kitjalaksana, Mrs.Payao Marittanaporn, Mr.Yuttana Yimgarund, and Ms.Walainut Trivisvavet 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.

Person Nominated as Director

Name: Type of Directorship: Age: Nationality:	Dr. Sombat Kitjalaksana Director 65 Years Thai	
Date of appointment as director:	22 May 2008	
Education:	- Dr. Techn. (Soil Mechanic), **University of Innsbruck, Austria** - Bachelor and Master of Engineering (Civil), **Chulalongkorn University**	
Training Program:	- Directors Accreditation Program (DAP), Class 36/2005 - Finance for Non-Finance Director (FND), Class 19/2005 - Director Certification Program (DCP), Class 81/2006 **Thai Institute of Directors Association**	
Current Positions:	January 2021 – Present Acting Managing Director **Northern Bangkok Expressway Company Limited** 2020 – Present Director **Pathum Thani Water Company Limited** 2016 – Present Director and Executive Director **Northern Bangkok Expressway Company Limited** 2015 – Present Director, Corporate Governance and Risk Management Committee Member, Executive Director and Managing Director **Bangkok Expressway and Metro Public Company Limited** 2009 – Present Director **Bangkok Metro Networks Company Limited**	
Experience:	2014 – 2015 Managing Director and Executive Committee 2011 – 2014 Vice Chairman of Executive Committee 2004 – 2015 Director 2004 – 2011 Executive Director 2000 – 2011 Managing Director **Bangkok Metro Public Company Limited** 2006 – 2015 Director **CH. Karnchang Public Company Limited** 2001 – 2010 Vice President for Business Development **CH. Karnchang Public Company Limited**	
Number of years of Directorship:	13 years 10 months (5 terms)	

Number of years of Directorship until end of this tern (if appointed)	16 years 10 months (6 terms)
Shareholding in the Company:	0.0250%
Nomination criteria and method:	Knowledge, capability and experience beneficial to the 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.
Position in other Listed Companies:	1 company
Position in Other Non-Listed Companies:	3 companies
Legal dispute:	- None -
Meeting Attendance in 2021:	- Annual General Meeting of Shareholders 1/1 (100 percent) - Board of Directors Meeting 4/4 (100 percent) - Executive Committee Meeting 4/5 (80 percent)
Performance during Directorship:	- Providing useful suggestion 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 and employee, staff member, advisor who receives a regular salary.	None
2. Being professional services provider, e.g., auditor, legal advisor.	None
3. Having business relation that is material and could be barrier to independent judgment	None

Person Nominated as Director

Name: Type of Directorship: Age: Nationality:	Mrs. Payao Marittanaporn Director 65 Years Thai
Date of appointment as director:	17 February 2015
Education:	- Master of Business Administration **Chulalongkorn University** - Higher Diploma in Auditing **Thammasat University** - Bachelor of Accountancy **Chulalongkorn University**
Training Program:	- Director Certification Program (DCP), Class 48/2004 - Role of the Compensation Committee (RCC), Class 9/2009 **Thai Institute of Directors Association** - Capital Market Academy Leader Program, Class 11/2010 **Capital Market Academy(CMA)**
Current Positions:	2015 – Present Director / Executive Director **Bangkok Expressway and Metro Public Company Limited**
Experience:	2019 – July 2020 Chairman of Risk Management Committee **TTW Public Company Limited** 2015 – July 2020 Nomination and Remuneration Committee Member **TTW Public Company Limited** 2015 – 14 Dec 2021 Corporate Governance and Risk Management Committee Member **Bangkok Expressway and Metro Public Company Limited** 2015 – 2020 Managing Director **Bangkok Expressway and Metro Public Company Limited** 2013 – 2014 Director / Nomination and Remuneration Committee Member / Risk Management Committee Member **TTW Public Company Limited** 2011 – 2014 Director **Xayaburi Power Company Limited** 2007 – 2015 Director / Executive Director / Managing Director **Bangkok Expressway Public Company Limited**

	2007 – 2020 Acting Managing Director Northern Bangkok Expressway Company Limited 2004 – June 2021 Director and Executive Director Northern Bangkok Expressway Company Limited
Number of years of Directorship:	7 years 1 months (3 terms)
Number of years of Directorship until end of this tern (if appointed)	10 years 1 months (4 terms)
Shareholding in the Company:	0.000003% (Indirect holding)
Nomination criteria and method:	Knowledge, capability and experience beneficial to the 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.
Position in other Listed Companies:	1 company
Position in Other Non-Listed Companies:	- None -
Legal dispute:	- None -
Meeting Attendance in 2021:	- Annual General Meeting of Shareholders 1/1 (100 percent) - Board of Directors Meeting 4/4 (100 percent) - Risk Management & Corporate Governance Committee 4/4 (100 percent)
Performance during Directorship:	- Performing the duties as the Risk Management and Corporate Governance Committee member in providing suggestion, following up compliance with the Principles of Good Corporate Governance, monitoring and reviewing the company's overall risk management strategies for risk management. - Providing the greatly useful and important advice and suggestions 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.

4. Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	None
5. Being professional services provider, e.g., auditor, legal advisor.	None
6. Having business relation that is material and could be barrier to independent judgment	None

Person Nominated as Director

Name: Type of Directorship: Age: Nationality:	Mr.Yuttana Yimgarund Independent Director 61 Years Thai	
Date of appointment as director:	7 December 2021	
Education:	- Master of Public Administration **National Institute of Development Administration (NIDA)** - Bachelor of Laws **Ramkhamhaeng University** - Public Law Certificate Program **Thammasat University**	
Training Program:	- Director Certificate Program (DCP) Class 208/2015 **Thai Institute of Directors Association** - Capital Market Leader Program, Class 18 **Capital Market Academy (CMA)** - The Joint State-Private Sectors, Class 25 **Thai National Defense College** - Top Executive Program in Commerce and Trade(TEPCoT) Class 10 **Commerce Academy, University of the Thai Chamber of Commerce** - Financial & Fiscal Management Program for Senior Executive (FME), Class 2 **Institute of Public Finance and Accounting Personnel Development, The Comptroller General's Department** - Corporate Governance for Directors and Senior Executive of Regulator, State Enterprises and Public Organizations, Class 17 **King Prajadhipok's Institute** - The Civil Service Executive Development Program: Visionary and Moral Leadership. Class 71 **Office of the Civil Service**	
Current Positions:	2021 – Present Advisory of the Board of Directors **Preecha Group Public Company Limited**	
Experience:	2019 – Sep 2021 Director-General **The Treasury Department** 2019 – Sep 2021 The Chairman of the Board of Directors **Dhanarak Asset Development Company Limited**	

	2019 – Sep 2021 Director **Government Housing Bank** 2017 – 2019 Board of Directors **Bangkok Expressway and Metro Public Company Limited** 2015 – Sep 2021 Director **Mass Rapid Transit Authority of Thailand** 2018 – 2019 Deputy Permanent Secretary **Ministry of Finance** 2015 – 2018 Inspector General **Ministry of Finance** 2015 – 2015 Principal Advisor on Customs Control Development **The Customs Department** 2011 – 2015 Deputy Director-General **The Customs Department**
Number of years of Directorship:	4 months (1 terms)
Number of years of Directorship until end of this tern (if appointed)	3 years 4 months (2 terms)
Shareholding in the Company:	- None -
Nomination criteria and method:	Knowledge, capability and experience beneficial to the 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.
Position in other Listed Companies:	1 company
Position in Other Non-Listed Companies:	- None -
Legal dispute:	- None -
Meeting Attendance in 2021:	Remark – Mr.Yuttana was appointed as the Board member from Mr.Patarut's term which would be ended at AGM 2022.
Performance during Directorship:	- Performing the duties as the Chairman of the Nomination and Remuneration Committee in considering the nomination rules and procedures for nomination 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 Audit Committee Member in reviewing the

	reliability of the Company's financial reports prior to submission of the same to the Stock Exchange of Thailand, inspecting the Internal Control System, as well as considering disclosure of correct and complete information on connected transactions, including provision of independent and useful opinions to the Board of Directors and the management. - 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 and employee, staff member, advisor who receives a regular salary.	None
2. Being professional services provider, e.g., auditor, legal advisor.	None
3. Having business relation that is material and could be barrier to independent judgment	None

Definition of Independent Directors: The Company defines the Company's independent director which is stricter than the minimum requirements of the SEC or the Stock Exchange in respect of shareholding in the Company, namely, the Company's independent directors shall hold not more than 0.5 percent of the total number of shares with voting rights in the Company.

Nature of Relationship of Independent Directors

1. Shall hold shares not exceeding 0.5 percent of the total number of voting shares of the Company, subsidiary, associate or juristic person that may be conflict;	No
2. Shall not be related to the management of the company, its subsidiaries and its associated companies, Moreover, shall not be a major shareholder, a temporary or full-time employees and an advisor regularly earning salaries from the company, its subsidiaries, its associated companies and its major shareholders	No
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	No
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 Director was attentively considered that such conflict of interest not affecting the operation and have independent decision-making of Independent directors	No

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	No
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	Yes
7. Shall be able to attend meetings of the Board of Directors and make independent judgment	Yes
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 being 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	No
9. Shall not have any characteristics which make him/her incapable of expressing independent opinion with regard to the company's business affairs	No
10. Shall be able to look after the interests of all shareholders equally	Yes
11. Shall be able to prevent conflicts of interest	Yes
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.	No

Person Nominated as Director

Name: Type of Directorship: Age: Nationality:	Ms. Walainut Trivisvavet Director and Managing Director 52 Years Thai	
Date of appointment as director:	1 March 2018	
Education:	- Master of Science in Administrative Studies, Sub-concentration : Financial Economics **Boston University, USA** - Bachelor of Business Administration **Assumption University**	
Training Program:	- Director Certification Program (DCP), class 201/2015 - Advanced Audit Committee Program (AACP), Class 20/2015 - Company Reporting Program (CRP), Class 13/2015 **Thai Institute of Directors Association** - Capital Market Academy Executive Program (CMA), Class 24/2017 **Capital Market Academy** - Top Executive Program in Commerce and Trade (TEPCoT) 11/2018 **Commerce Academy, University of the Thai Chamber of Commerce** - Certification Program in Investor Relations, 2016 **Thai Listed Companies Association** - Chief Financial Officer Certification Program (CFO), Class 19 **The Federation of Accounting** - Advance Certificate Course in Public Economics Management for Executives, **King Prajadhipok's Institute** - How to Transform Your Business to Become an Exponential Company in a Digital Era **The Stock Exchange of Thailand**	
Current Positions:	2021 – Present Managing Director **Thai Water Operations Company Limited** 2021 – Present Director **Thai Listed Companies Association** 2019 – Present Director **Center of Excellence on Hazardous Substance Management, Chulalongkorn University**	

	2016 – Present Director, Managing Directors Pathum Thani Water Company Limited 2016 – Present Director Thai Water Operations Company Limited
Experience:	2015 – 2018 Assistant Managing Director Administration Group TTW Public Company Limited 2014 – 2015 Assistant Managing Director Finance Department Expressway Public Company Limited 2014 - 2017 Managing Director Fahamorn Machinery Company Limited 2014 –2017 Managing Director R.S.B Construction Company Limited
Number of years of Directorship:	4 years 1 months (2 terms)
Number of years of Directorship until end of this tern (if appointed)	7 years 1 months (3 terms)
Shareholding in the Company:	- None -
Nomination criteria and method:	Knowledge, capability and experience beneficial to the 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.
Position in other Listed Companies:	1 company
Position in Other Non-Listed Companies:	4 companies
Legal dispute:	- None -
Meeting Attendance in 2021:	- Annual General Meeting of Shareholders 1/1 (100 percent) - Board of Directors Meeting 4/4 (100 percent) - Executive Committee Meeting 5/5 (100 percent) - Risk Management & Corporate Governance Committee 4/4 (100 percent)
Performance during Directorship:	- Serving as a director holding the position of Managing Director with the duty to oversee and manage the operations in accordance with the policies and work plans as assigned by the Board of Directors to achieve great and efficient success. - Performing the duties as the Risk Management and Corporate

	Governance 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 - Providing useful suggestion 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.

7. Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	None
8. Being professional services provider, e.g., auditor, legal advisor.	None
9. Having business relation that is material and could be barrier to independent judgment	None