



Criteria for the right of minor shareholders to propose agenda and/or nominate candidates for appointment as the company director in advance

Clause 1. Objective

Eastern Water Resources Development and Management Public Company Limited (the ‘Company’) recognizes the importance of shareholder participation and equal treatment which is part of the principles of Good Corporate Governance set out by the Office of the Securities and Exchange Commission, in the 2017 edition. The Company therefore would like to give its shareholders the opportunity to propose agenda items and/or nominate qualified candidates for director appointment in advance before the annual general meeting of shareholders. For this purpose, the Company has defined the criteria and a transparent consideration process of submitting proposals to the Corporate Governance and Sustainable Development Committee or the Nomination and Remuneration Committee for further screening and comment to enable the Company’s Board of Directors to decide whether to include them in the agenda for the 2023 Annual General Meeting of Shareholders.

Clause 2. Shareholder’s qualifications

Only the Company’s shareholders can propose agenda items and/or nominate candidates for director appointment. A proposal can be submitted individually or jointly by several shareholders if their shareholding in aggregate is more than 5% of the total shares (more than 83.186 million shares) as of the date of the proposal. The Shareholders must hold those shares on the Record Date in order to determine the right of shareholders to attend the AGM of that year.

Please note that, if, after the Company has checked the name of the shareholders on Record Date and has not found the name of shareholders or the shareholders do not hold more than 5% of the total shares (less than 83.186 million shares), the Company reserves the right to not propose the agenda or the Candidate to AGM for consideration.

Clause 3. Proposal procedures

3.1 Shareholders possessing the qualifications specified in Clause 2 above must complete Form A, attached, and submit the completed form, accompanied by any supporting documents, and the following evidence of shareholding:

1) A certificate from a securities company or other evidence from the Stock Exchange of Thailand or Thailand Securities Depository Co, Ltd.

2) For individual shareholders: a copy of their ID card signed to certify it is a correct copy.

3) For corporate shareholders: copy of the company affidavit and copy of the ID card or passport (if a foreigner) of the authorized director who signed the candidate nomination form, all of which must be signed to certify they are correct copies.

4) A copy of the evidence of a change of the name prefix, the first name or the last name, if applicable. The copy must be signed to certify it is correct copy.

5) When there is a joint submission by several shareholders, the shareholders' representative must fully complete the form and sign their name. Each of the remaining shareholders completes only part 1 of the form and also signs their name. Certified photocopies of shareholding evidence, ID cards of all shareholders and any other supporting information must be combined into one set and submitted to the Company.

3.2 The Company will not accept or add the following matters to the meeting agenda:

1) Matters that violate the law, rules, regulations of government agencies or other governing agencies or that do not comply with the objectives, the Articles of Association, the Shareholders' resolution and the Company's principles of good corporate governance.

2) Matters defined in Section 89/28, Paragraph 2 of the Amended Securities and Exchange Act B.E.2551, comprising:

(1) Matters that do not comply with rules specified in the first paragraph (a shareholder or shareholders holding in aggregate more than 5% of the voting shares in the Company).

(2) Matters involving the ordinary business operation and where the facts given by the shareholder (s) do not indicate any reasonable grounds to suspect any irregularity in the matter.

(3) Matters that are beyond the Company's power to produce the proposed result.

(4) Matters that were already submitted to the Shareholders' Meeting for its consideration within the past twelve months and received supporting votes of less than 10% of the total voting rights of the Company, unless the facts pertaining to the matter have significantly changed.

(5) Any other matters specified in the notification of the Capital Market Supervisory Board.

3) Matters that will benefit any particular person or group of persons.

4) Matters about which the shareholders provided incomplete or inaccurate information or the shareholder cannot be contacted.

5) Matters that the Company has already implemented.

Clause 4. Director nomination procedures.

4.1 Shareholders having the full qualifications specified in 2. must complete Form B, attached, and have it signed by the nominated candidate to show their consent to the nomination. The form must be sent to the Company together with the candidate's supporting documents, such as a photograph taken within the last three months, educational background, work experience, other information that will facilitate the Board's consideration (if any) and the following evidence of shareholding:

1) A certificate from a securities company or other evidence from the Stock Exchange of Thailand or Thailand Securities Depository Co, Ltd.

2) For an individual shareholder: a copy of their ID card or passport (if a foreigner) which is signed to certify it is a correct copy.

3) For a corporate shareholder: copy of the company affidavit and copy of the ID card or passport (if a foreigner) of the authorized director who signed the nomination form, all of which must be signed to certify they are correct copies.

4) A copy of the evidence of a change of the name prefix, the first name or the last name, if applicable, signed to certify it is a correct copy.

5) Supporting documents showing the qualifications of the nominated candidate, e.g. their personal background, educational background, work experience, competency/skills, list of companies in which they are an executive or director, the number of shares in interested companies and subsidiaries/associated companies or juristic persons that might have conflict of interest, the address where they can be reached and any other information that may be useful to the Company's Board of Directors.

4.2 The nominated candidates must have the appropriate qualifications and must not have the prohibited characteristics stipulated in the law on public limited companies, the law on securities and exchange and the Company's principles of good corporate governance and have the following qualifications:

1) The nominated candidates must be the major person and not over 70 years of age as at the proposed date.

2) Should be of knowledge and competency in water resources or other professions related to business operations.

3) Not holding a director position in other listed companies totaling not more than 5 listed companies.

4.3 When there is a joint submission by several shareholders, the shareholders' representative must fully complete the form and sign their name. Each of the remaining shareholders completes only part 1 of the form and also signs their name. Certified photocopies of shareholding evidence, ID cards of all shareholders and any other supporting information must be combined into one set and submitted to the Company.

Clause 5. Consideration procedures

(1) All documents will first be screened by the Company's secretary. When there is incomplete information, the shareholders will be notified and asked to revise or add information before the documents are submitted to the Corporate Governance and Sustainable Development Committee or the Nomination and Remuneration Committee for further screening. They will then be proposed to the Company's Board of Directors for consideration if they are appropriate to be added to the meeting agenda and/or to consider the qualifications of the nominated candidates, as the case may be.

(2) The Company secretary will add the matters that have been approved by the Board of Directors to the agenda for the 2022 Annual General Meeting of Shareholders along with the Board's opinion.

(3) If the proposed matters were not approved by the Corporate Governance and Sustainable Development Committee / the Nomination and Remuneration Committee or the Board of Directors, the company secretary will notify the shareholder(s) immediately after the meeting of the Corporate Governance and Sustainable Development Committee / the Nomination and Remuneration Committee or the Board of Directors or on the following day. The reasons and justification will be provided on the Company's website www.eastwater.com and also on the date of the Shareholders' Meeting.

In the case that the shareholders meeting agreed to include the proposed matters with simple majority of total number of votes of the shareholders present at the meeting and eligible to vote, the matter will be included in the agenda for the next shareholders meeting.

Clause 6. Submission of the agenda proposal form and/or candidate nomination form

The completed agenda proposal form and/or candidate nomination form can be submitted from 1 September to 30 November 2022 to the following address:

The Company Secretary

Eastern Water Resources Development and Management Public Company Limited

25th Fl., Eastwater Building, No. 1, Vibhavadi-Rangsit Soi 5,

Vibhavadi-Rangsit Road, Kwaeng Jomphol, Khet Chatuchak, Bangkok 10900

The Company Secretary can be unofficially notified by email (Corporate_secretary@eastwater.com) before the original completed forms and supporting documents are sent by registered post by 30 November 2022.



**Form for Agenda Proposal for
The 2023 Annual General Meeting of Shareholders**

(1) I, Mr./Mrs./Miss, am a shareholder of Eastern Water Resources Development and Management Public Company Limited holdingshares, Address RoadSub-District..... District Province Telephone..... Fax E-mail (if any).....

(2) I would like to propose the following matters to be added to the agenda for the 2023 Annual General Meeting of Shareholders:

Proposed matter:

.....

Purpose: [] for consideration [] for acknowledgement

Details and justification
.....
.....

The documents in support of the proposed matter consist of page(s).

(3) I hereby certify that the above information, shareholding evidence and all supporting documents are accurate in all respects. I consent to and allow the Company to collect, use and disclose the information or documents and evidence. I sign my name below as evidence of my consent.

Signed the shareholder

(.....)

Date

Remarks: the following evidence of shareholding must be attached:

- 1) Shareholding evidence: a certificate from a securities company or other evidence from the Stock Exchange of Thailand or Thailand Securities Depository Co, Ltd.
- 2) For a corporate shareholder: a copy of the company affidavit and copy of the ID card or passport (if a foreigner) of the authorized director who signed the form, all of which must be signed to certify they are correct copies.
- 3) For an individual shareholder: a copy of the ID card or passport (if a foreigner) signed to certify it is a correct copy.
- 4) A copy of the evidence of a change of the name prefix, the first name or the last name, if applicable, signed to certify it is a correct copy.

Please conceal your religion on the certified true copy of the identification card. In case that the religion on the copy of your identification card isn't concealed, the company will strikethrough the details since such data is not required to be processed.

The Company collects, uses and discloses the personal data of shareholders following the Privacy Notice for Personal Data Processing of Director, Advisor of Board of Director and Shareholders. Please scan QR Code.





Form for nominating candidates for director appointment
At the 2023 General Meeting of Shareholder

(1) I, Mr./Mrs./Miss, am a shareholder of Eastern Water Resources Development and Management Public Company Limited holding..... shares, Address Road Sub-District.....District..... Province..... Telephone.....Fax..... E-mail (if any).....

(2) I would like to propose Mr./Mrs./Miss who is fully qualified in accordance with the criteria of the Company to be the director (“the Candidate”). The Candidate has signed below as the evidence of consent. The curriculum vitae of the Candidate and other supporting documents (if any) have been enclosed and certified true copy in true copy, pages in total.

(3) I hereby certify that the above information, shareholding evidence and all supporting documents are accurate in all respects. I consent to and allow the Company to disclose the information or documents and evidence. I sign my name below as evidence of my consent.

Signed the shareholder
(.....)
Date

I, Mr./Mrs./Miss.....Surname....., am the person nominated by the above shareholder to be a director candidate. I hereby give my consent to above nomination and certify that the information in the documents attached hereto is accurate and complete in all respects.

Signedthe candidate
(.....)
Date

Remarks: the following evidence of shareholding must be attached:

1) Shareholding evidence: a certificate from a securities company or other evidence from the Stock Exchange of Thailand or Thailand Securities Depository Co, Ltd.

2) For a corporate shareholder: a copy of the company affidavit and copy of the ID card or passport (if a foreigner) of the authorized director who signed the form, all of which must be signed to certify they are correct copies.

3) For an individual shareholder: a copy of ID card or passport (if a foreigner) signed to certify it is a correct copy.

4) A copy of the evidence of a change of the name prefix, the first name or the last name, if applicable, signed to certify it is a correct copy.

5) Supporting documents showing the qualifications of the candidate, e.g. their personal background, educational background, work experience, competency/skills, list of companies in which the candidate is an executive or director, the number of shares in the company held by the candidate interest in the Company and the Company's subsidiaries/associated companies or juristic persons that might have conflict of interest with the Company, the address where the candidate can be reached and any other information that may be useful to the Company's Board of Directors.

Please conceal your religion on the certified true copy of the identification card. In case that the religion on the copy of your identification card isn't concealed, the company will strikethrough the details since such data is not required to be processed.

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