

**Supporting Information for Agenda 5 : To consider and nominate candidates to be elected as directors to replace those due to retire by rotation**

**1. Consideration Criteria for Directors due to retire by rotation**

Article 14 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 to be appointed as directors to replace those directors who vacate office, both resignations prior to the end of term and retirement by rotation, in accordance with the following criteria:

1. Consideration independent directors and/or qualified directors of listed companies, who are qualified under the Public Limited Companies Act, the Securities and Exchange Act, rules of the SEC Office and rules of the SET.
2. Consideration persons who have qualifications and do not have any prohibited qualification under the law governing payment systems and the Bank of Thailand's Notification regarding payment service business.
3. Consideration persons who have skills, knowledge, capability and experience related to business, specialized knowledge and expertise in various professional fields including gender, age and race, taking into account the balance in various aspects of Board' Diversity that will be beneficial and value added to the Company. 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.
4. Consideration persons who have 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.
5. 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.
6. In the event that the vacating office is a director as representative from the EXAT or the MRTA under the conditions of the concession agreements, a person to be elected must be a person nominated by such agency for appointment as the Company's director.

The Nomination and Remuneration Committee shall nominate such qualified persons to the Board of Directors for consideration and appointment, or proposing the nomination to the shareholders' meeting for appointment as directors.

### **3. Directors who are due to retire by rotation in the 2024 Annual Ordinary General Meeting of Shareholders**

In 2024, one-third of the directors who shall retire by rotation are six directors who have been in office for the longest term, as follows:

- |                                      |                          |
|--------------------------------------|--------------------------|
| 1. Mrs.Vallapa Assakul               | (Independent Director)   |
| 2. M.L.Prasobchai Kasemsant          | (Independent Director)   |
| 3. Mrs.Tasanuch Thammachot           | (Non-Executive Director) |
| 4. Prof. (adjunct) Athapol Yaisawang | (Independent Director)   |
| 5. Miss Arisara Dharamadhaj          | (Non-Executive Director) |
| 6. Miss Jiranan Vorachak             | (Non-Executive 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.bemplc.co.th](http://www.bemplc.co.th), from October 1, 2023, to December 31, 2023, no shareholder has nominated any person for consideration and appointment as director.

### **5. The Board's Opinion**

The Nomination and Remuneration Committee Meeting No.1/2024 on February 28, 2024, excluding the directors due to retire by rotation, namely, Prof. (adjunct) Athapol Yaisawang, considered and deemed it appropriate to propose the Board of Directors to consider proposing that the Shareholders' Meeting re-appoint all six directors who are due to retire by rotation for another term, as follows: 1. Mrs.Vallapa Assakul, 2. M.L.Prasobchai Kasemsant, 3. Mrs.Tasanuch Thammachot, 4. Prof. (adjunct) Athapol Yaisawang, 5. Miss Arisara Dharamadhaj, and 6. Miss Jiranan Vorachak.

The Board of Directors Meeting No.1/2024 on February 28, 2024, excluding such director candidates, has carefully considered and prudent scrutiny the director candidates, and of the opinion that they have appropriate qualifications for the Company's business and had discharged their duties as a director by providing valuable suggestions to the business operations throughout their tenure. Additionally, the independent director candidates have been capable of providing independent opinions and have fulfilled relevant criteria. The Board of Directors has therefore resolved to approve as proposed by the Nomination and Remuneration Committee and to propose that the Meeting of Shareholders consider approving the re-appointment of the six retiring directors to resume their office as director for another term.

### Director Candidate

<b>Name:</b> <b>Type of Directorship:</b> <b>Age:</b> <b>Nationality:</b>	Mrs. Vallapa Assakul Independent Director 74 years Thai	
<b>Date of appointment as a director:</b>	December 30, 2015 (Number of Years of Directorship as at April 10, 2024 : 8 years and 3 months)	
<b>Date of appointment as Independent Director :</b>	December 30, 2015 (Number of Years of Directorship as at April 10, 2024 : 8 years and 3 months)	
<b>Education:</b>	<ul style="list-style-type: none"> <li>- Master of Economics, University of Detroit, USA</li> <li>- Bachelor of Economics, Chulalongkorn University</li> </ul>	
<b>Training Program:</b>	<ul style="list-style-type: none"> <li>- Thai Institute of Directors Association <ul style="list-style-type: none"> <li>o Audit Committee Program (ACP 21/2008)</li> <li>o Director Certification Program (DCP 86/2007)</li> <li>o Director Accreditation Program (DAP 37/2005)</li> <li>o Role of the Compensation Committee (RCC 5/2008)</li> </ul> </li> </ul>	
<b>Present Positions:</b>	<div> <div>Dec 30, 2015 - Present</div> <div>Director Bangkok Expressway and Metro Public Company Limited</div> </div> <div> <div>2021 - Present</div> <div>Corporate Governance, Risk Management and Sustainable Development Committee Member Bangkok Expressway and Metro Public Company Limited</div> </div> <div> <div>2013 - Present</div> <div>Director Ocean Property Co., Ltd.</div> </div> <div> <div>2013 - Present</div> <div>Director Ocean Development Co., Ltd.</div> </div> <div> <div>2008 - Present</div> <div>Director Amphan Co., Ltd.</div> </div> <div> <div>2006 - Present</div> <div>Director, Supervision Committee Member Ocean Life Insurance Public Company Limited</div> </div>	
<b>Experience:</b>	<div> <div>2019 - 2021</div> <div>Chairman of the Corporate Governance and Risk Management Committee Bangkok Expressway and Metro Public Company Limited</div> </div> <div> <div>2012 - 2015</div> <div>Chairman of the Risk Committee Bangkok Metro Public Company Limited</div> </div>	

	2010 - 2015	Director and Executive Director Bangkok Expressway Public Company Limited
	2010 - 2016	Director and Executive Director Northern Bangkok Expressway Company Limited
	2009 - 2015	Independent Director Bangkok Metro Public Company Limited
	2005 - 2007	Director Bangkok Metro Public Company Limited
	2012 - 2016	Director Vinythai Public Company Limited
	2010 – APR, 2021	Director Siam Estate Co., Ltd.
	2006 - 2016	Chairman of the Nomination and Remuneration Committee Ocean Life Insurance Public Company Limited
	2004 - 2007	Senior Executive Vice President, Corporate and Investment Banking Group TMB Bank Public Company Limited
<b>Nomination Rules and Procedures:</b>	Taking into account knowledge, capability and experience beneficial to the business operations, as well as qualifications and having no prohibited characteristics as stipulated in the law governing public limited companies, through the process of screening and nomination by the Nomination and Remuneration Committee.	
<b>Shareholding in the Company:</b>	None	
<b>(Present) Positions in Other Listed Companies:</b>	1 company	- Director, Supervision Committee Member Ocean Life Insurance Public Company Limited
<b>(Present) Positions in Other Non-Listed Companies:</b>	3 companies	1. Director Ocean Property Co., Ltd. 2. Director Ocean Development Co., Ltd. 3. Director Amphan Co., Ltd.

<b>Positions in any business competing with the Company's business / any business having substantial connection with the Company's business:</b>	None of directorship/management in any such business
<b>Meeting Attendance Record in 2023:</b>	<ul style="list-style-type: none"> <li>- Board of Directors' Meetings 6/6 (100 percent)</li> <li>- Corporate Governance, Risk Management and Sustainable Development Committee's Meetings 4/4 (100 percent)</li> </ul>
<b>Performance during Directorship:</b>	<ol style="list-style-type: none"> <li>1. Performing the duties as Corporate Governance, Risk Management and Sustainable Development Director 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 as well as giving advice on operations in line with the company's sustainable development policies and practices.</li> <li>2. Performing the duties as independent director in providing useful suggestions and advice in the Board of Directors' Meeting.</li> <li>3. Providing useful opinions and suggestions in the Company's financial management.</li> </ol>


**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. Holding shares of not exceeding 0.5 percent of the total number of shares with voting rights of the Company, its parent company, subsidiaries, associated companies, major shareholder or controller of the Company, including shares held by any related persons of each independent director.	No
2. Not being or having been a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or a controller of the Company, its parent company, subsidiaries, associated companies, subsidiaries of the same tier, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the date of submission of an application for permission to the Office of the SEC, provided that such prohibited characteristics shall not apply to an independent director who was a public servant or an advisor to a government authority which is the Company's major shareholder or controller.	No
3. Not being a person having relationship by blood or by legal registration in the capacity as parent, spouse, sibling and offspring, including spouse of the offspring of other director, executive, major shareholder, controller or person to be nominated as director, executive or controller of the Company or its subsidiaries.	No

<p>4. Not having or having had any business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholder or controller of the Company in a manner which may prevent the exercise of his or her independent judgment; and not being or having been a substantial shareholder or controller of any person having a business relationship with the Company, its parent companies, subsidiaries, associated companies, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the date of submission of an application for permission to the Office of the SEC.</p> <p>The aforesaid business relationship under paragraph one shall include any transaction in the ordinary course of business for lease of immovable property, any transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending any loan, guarantee, providing assets as collateral, including any other similar action, which causes the Company or contractual party to be subject to indebtedness payable to the other party in the amount of three percent or more of the Company's net tangible assets or in the amount of Baht Twenty Million or more, whichever is lower. Such indebtedness shall be calculated according to the calculation method of connected transaction value under the Notification of the Capital Market Supervisory Board, Re: Rules on Connected Transactions, mutatis mutandis. However, the consideration of such indebtedness shall include the indebtedness incurred during the course of one year prior to commencement of business relationship with the same person.</p>	No
<p>5. Not being or having been an auditor of the Company, its parent company, subsidiaries, associated companies, major shareholder, or controller of the Company; and not being a substantial shareholder, controller, or partner of an audit firm which employs the auditor of the Company, its parent company, subsidiaries, associated companies, major shareholder, or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the date of submission of an application for permission to the Office of the SEC.</p>	No
<p>6. Not being or having been a professional service provider, including legal advisor or financial advisor which receives an annual service fee exceeding Baht Two Million from the Company, its parent company, subsidiaries, associated companies, major shareholder, or controller of the Company; and not being a substantial shareholder, controller, or partner of such professional service provider, unless such independent director has no longer been in such capacity for not less than two years prior to the date of submission of an application for permission to the Office of the SEC.</p>	No
<p>7. Not being a director appointed as representative of the Company's director, major shareholder or shareholder who is a related person of the major shareholder.</p>	No
<p>8. Not engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiaries; or not being a substantial partner in a partnership or a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or holding more than one percent of the total number of shares with voting rights of another company engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiaries.</p>	No
<p>9. Not having any other characteristics preventing provision of independent opinions on the Company's operations.</p>	No

### Director Candidate

<b>Name:</b> <b>Type of Directorship:</b> <b>Age:</b> <b>Nationality:</b>	M.L. Prasobchai Kasemsant Independent Director 69 years Thai	
<b>Date of appointment as a director :</b>	December 30, 2015 (Number of Years of Directorship as at April 10, 2024 : 8 years and 3 months)	
<b>Date of appointment as Independent Director :</b>	December 18, 2019 (Number of Years of Directorship as at April 10, 2024 : 4 years and 3 months)	
<b>Education:</b>	<ul style="list-style-type: none"> <li>- M.S. (Civil Engineering), Stanford University, USA</li> <li>- M.S. (Operations Research), Stanford University, USA</li> <li>- B.S. (Civil Engineering, Mathematics), Virginia Military Institute, Virginia, USA</li> </ul>	
<b>Training Program:</b>	<ul style="list-style-type: none"> <li>- Thailand Energy Academy <ul style="list-style-type: none"> <li>○ Thailand Energy Academy Course for Management, Class 3 (2013)</li> </ul> </li> <li>- National Defence College <ul style="list-style-type: none"> <li>○ National Defence Course, Class 50</li> </ul> </li> <li>- Thai Institute of Directors Association <ul style="list-style-type: none"> <li>○ Director Certification Program (DCP 33/2003)</li> </ul> </li> </ul>	
<b>Present Positions:</b>	<div> Dec 30, 2015 - Present    Director  Bangkok Expressway and Metro Public Company Limited </div> <div> 2015 - Present    Retired Military Officer, Ministry of Defence </div>	
<b>Experience:</b>	<div> 1996 - 2016    Director and Executive Director  Northern Bangkok Expressway Company Limited </div> <div> 1994 - 2015    Director and Executive Director  Bangkok Expressway Public Company Limited </div> <div> 2013 - 2015    Chairman of the Defence Advisory Board </div> <div> 2012 - 2013    Deputy Permanent Secretary for Defence  (Energy and defense industry)  Ministry of Defense </div> <div> 2010 - 2012    Special Advisor  Office of the Permanent Secretary for Defence </div>	



<b>Experience:</b>	<p>2009 - 2010 Director-General, Office of Defence Logistics</p> <p>2007 - 2009 Office of Permanent Secretary for Defence Chief of the Office of Inspector General Ministry of Defence</p> <p>2005 - 2006 Chief of Staff Officer to the Chief of Joint Staff Office of Supreme Commander, Ministry of Defence</p> <p>2004 - 2005 Staff Officer to the Minister of Defence Ministry of Defence</p> <p>2003 – 2005 Director SouthEast Asia Energy Limited</p> <p>2001 - 2004 Deputy Commanding General, Intelligence School The Royal Thai Army</p>
<b>Nomination Rules and Procedures:</b>	Taking into account knowledge, capability and experience beneficial to the business operations, as well as qualifications and having no prohibited characteristics as stipulated in the law governing public limited companies, through the process of screening and nomination by the Nomination and Remuneration Committee.
<b>Shareholding in the Company:</b>	None
<b>(Present) Positions in Other Listed Companies:</b>	None of directorship/management in any listed company
<b>(Present) Positions in Other Non-Listed Companies:</b>	None of directorship/management in any non-listed company
<b>Positions in any business competing with the Company's business / any business having substantial connection with the Company's business:</b>	None of directorship/management in any such business



<b>Meeting Attendance Record in 2023:</b>	- Board of Directors' Meetings 6/6 (100 percent)
<b>Performance during Directorship:</b>	<ol style="list-style-type: none"> <li>1. Performing the duties as independent director in providing useful suggestions and advice in the Board of Directors' Meeting.</li> <li>2. Providing useful opinions and suggestions in the Company's management.</li> </ol>


**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. Holding shares of not exceeding 0.5 percent of the total number of shares with voting rights of the Company, its parent company, subsidiaries, associated companies, major shareholder or controller of the Company, including shares held by any related persons of each independent director.	No
2. Not being or having been a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or a controller of the Company, its parent company, subsidiaries, associated companies, subsidiaries of the same tier, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the date of submission of an application for permission to the Office of the SEC, provided that such prohibited characteristics shall not apply to an independent director who was a public servant or an advisor to a government authority which is the Company's major shareholder or controller.	No
3. Not being a person having relationship by blood or by legal registration in the capacity as parent, spouse, sibling and offspring, including spouse of the offspring of other director, executive, major shareholder, controller or person to be nominated as director, executive or controller of the Company or its subsidiaries.	No
<p>4. Not having or having had any business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholder or controller of the Company in a manner which may prevent the exercise of his or her independent judgment; and not being or having been a substantial shareholder or controller of any person having a business relationship with the Company, its parent companies, subsidiaries, associated companies, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the date of submission of an application for permission to the Office of the SEC.</p> <p>The aforesaid business relationship under paragraph one shall include any transaction in the ordinary course of business for lease of immovable property, any transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending any loan, guarantee, providing assets as collateral, including any other similar action, which causes the Company or contractual party to be subject to indebtedness payable to the other party in the amount of three</p>	No


percent or more of the Company's net tangible assets or in the amount of Baht Twenty Million or more, whichever is lower. Such indebtedness shall be calculated according to the calculation method of connected transaction value Connected Transactions, mutatis mutandis. However, the consideration of such under the Notification of the Capital Market Supervisory Board, Re: Rules on indebtedness shall include the indebtedness incurred during the course of one year prior to commencement of business relationship with the same person.	
5. Not being or having been an auditor of the Company, its parent company, subsidiaries, associated companies, major shareholder, or controller of the Company; and not being a substantial shareholder, controller, or partner of an audit firm which employs the auditor of the Company, its parent company, subsidiaries, associated companies, major shareholder, or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the date of submission of an application for permission to the Office of the SEC.	No
6. Not being or having been a professional service provider, including legal advisor or financial advisor which receives an annual service fee exceeding Baht Two Million from the Company, its parent company, subsidiaries, associated companies, major shareholder, or controller of the Company; and not being a substantial shareholder, controller, or partner of such professional service provider, unless such independent director has no longer been in such capacity for not less than two years prior to the date of submission of an application for permission to the Office of the SEC.	No
7. Not being a director appointed as representative of the Company's director, major shareholder or shareholder who is a related person of the major shareholder.	No
8. Not engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiaries; or not being a substantial partner in a partnership or a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or holding more than one percent of the total number of shares with voting rights of another company engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiaries.	No
9. Not having any other characteristics preventing provision of independent opinions on the Company's operations.	No

### Director Candidate

<b>Name:</b> <b>Type of Directorship:</b> <b>Age:</b> <b>Nationality:</b>	Mrs.Tasanuch Thammachot Director 60 years Thai	
<b>Date of appointment as a director:</b>	June 23, 2021 (Number of Years of Directorship as at April 10, 2024 : 2 years and 9 months)	
<b>Education:</b>	<ul style="list-style-type: none"> <li>- Master of Political Science Program in Politics and Government for Executive (Political Science), Thammasat University</li> <li>- Bachelors of Arts Program in Linguistics and English (Liberal Arts), Thammasat University</li> </ul>	
<b>Trining Program:</b>	<ul style="list-style-type: none"> <li>- Chulalongkorn University <ul style="list-style-type: none"> <li>○ Mini MBA Program</li> </ul> </li> <li>- Thai Institute of Directors Association <ul style="list-style-type: none"> <li>○ Director Accreditation Program (DAP 186/2021)</li> </ul> </li> </ul>	
<b>Present Positions:</b>	Jun 23, 2021- Present    Director Bangkok Expressway and Metro Public Company Limited Feb 16, 2024 - Present    Deputy Governor (Administration) Expressway Authority of Thailand	
<b>Experience:</b>	Oct 2019 – Feb 15, 2024    Deputy Governor for Administration Expressway Authority of Thailand Nov 2018 - Sep 2019    Director of General Administration Expressway Authority of Thailand Apr 2018 - Nov 2018    Director of Organizational Development Division, General Administration Expressway Authority of Thailand Jun 2012 - Apr 2018    Director of Corporate Governance and Value Development Division Finance and Accounting Department Expressway Authority of Thailand	

<b>Nomination Rules and Procedures:</b>	Considering knowledge, capability and experience beneficial to the business operations, as well as having qualifications and having no prohibited characteristics as stipulated in the law governing public limited companies, going through the careful, prudent scrutiny and consideration process, and nomination by the Nomination and Remuneration Committee.
<b>Shareholding in the Company:</b>	None
<b>(Present) Positions in Other Listed Companies:</b>	None of directorship/management in any listed company
<b>(Present) Positions in Other Non-Listed Companies:</b>	1 company - Deputy Governor (Administration) Expressway Authority of Thailand
<b>Positions in any business competing with the Company's business / any business having substantial connection with the Company's business:</b>	1 company - Deputy Governor (Administration) Expressway Authority of Thailand
<b>Meeting Attendance Record in 2023:</b>	- Board of Directors' Meetings 6/6 (100 percent)
<b>Performance during Directorship:</b>	<ol style="list-style-type: none"> <li>1. Providing useful advice and suggestions in the Board of Directors' Meeting.</li> <li>2. Performing the duties as a the Company's director, as a director who was a representative from the Expressway Authority of Thailand, having knowledge and experience, providing useful suggestions in relation to the business operations of the expressways.</li> </ol>

### Director Candidate

<b>Name:</b> <b>Type of Directorship:</b> <b>Age:</b> <b>Nationality:</b>	Prof. (adjunct) Athapol Yaisawang Independent Director 74 years Thai	
<b>Date of appointment as a director :</b>	October 27, 2021 (Number of Years of Directorship as at April 10, 2024 : 2 years and 5 months)	
<b>Date of appointment as Independent Director :</b>	October 27, 2021 (Number of Years of Directorship as at April 10, 2024 : 2 years and 5 months)	
<b>Education:</b>	<ul style="list-style-type: none"> <li>- Doctor of Laws (Honorary), Rajabhat Rajanagarindra University</li> <li>- Doctor of Laws (Honorary), Kasem Bundit University</li> <li>- Doctor of Laws (Honorary), Ramkhamhaeng University</li> <li>- Master of Laws, Thammasat University</li> <li>- Bachelor of Laws (Honors), Thammasat University</li> <li>- Barrister-at-Law, Institute of Legal Education of Thai Bar Association</li> </ul>	
<b>Training Program:</b>	<ul style="list-style-type: none"> <li>- Office of the Civil Service Commission (OCSC) <ul style="list-style-type: none"> <li>○ Senior Executive Forum 1 (SEF), Class 24</li> </ul> </li> <li>- National Defense College <ul style="list-style-type: none"> <li>○ National Defence Course for the Joint State Private Sector (NDC), Class 17</li> </ul> </li> <li>- College of Politics and Governance, King Prajadhipok's Institute <ul style="list-style-type: none"> <li>○ Course in Politics and Governance in Democratic Systems for Executives (PGD), Class 13</li> </ul> </li> <li>- Capital Market Academy <ul style="list-style-type: none"> <li>○ Capital Market Academy Leader Program (CMA), Class 13</li> </ul> </li> <li>- Constitution College, Institute for Constitutional Studies, Office of the Constitutional Court <ul style="list-style-type: none"> <li>○ Rule of Law for Democracy Course (RLD), Class 1</li> </ul> </li> <li>- College of Business and Industry <ul style="list-style-type: none"> <li>○ Senior Executive Course in Industrial Business Development and Investment (CBI), Class 1</li> </ul> </li> <li>- Chulalongkorn University <ul style="list-style-type: none"> <li>○ Bhumipalung Phandin Course for Senior Executives, Class 5</li> </ul> </li> <li>- Thai Institute of Directors Association <ul style="list-style-type: none"> <li>○ Director Accreditation Program (DAP 191/2022)</li> </ul> </li> </ul>	

<b>Present Positions:</b>	<div>Dec. 15, 2021 - Present</div> <div>Chairman of the Corporate Governance, Risk Management and Sustainable Development Committee Bangkok Expressway and Metro Public Company Limited</div> <div>Dec. 15, 2021 - Present</div> <div>Nomination and Remuneration Committee Member Bangkok Expressway and Metro Public Company Limited</div> <div>Oct. 27, 2021 - Present</div> <div>Director Bangkok Expressway and Metro Public Company Limited</div> <div>Present</div> <div>President of the Attorney Foundation and President of the Chachoengsao People's Association</div> <div>June 1, 2023 - Present</div> <div>President of the University of Phayao Council</div>
<b>Experience:</b>	<div>2019 - 2021</div> <div>President of the State Attorney Commission</div> <div>2015 - 2019</div> <div>Senior Attorney, Academic Office</div> <div>2014 - 2015</div> <div>Advisor to the Attorney General's Office</div> <div>2013 - 2014</div> <div>Attorney General</div>
<b>Nomination Rules and Procedures:</b>	Taking into account knowledge, capability and experience beneficial to the business operations, as well as qualifications and having no prohibited characteristics as stipulated in the law governing public limited companies, through the process of screening and nomination by the Nomination and Remuneration Committee.
<b>Shareholding in the Company:</b>	None
<b>(Present) Positions in Other Listed Companies:</b>	None of directorship/management in any listed company
<b>(Present) Positions in Other Non-Listed Companies:</b>	<div>2 companies</div> <div>1. President of the Attorney Foundation and President of the Chachoengsao People's Association</div> <div>2. President of the University of Phayao Council</div>
<b>Positions in any business competing with the Company's business / any business having substantial connection with the Company's business:</b>	None of directorship/management in any such business

<b>Meeting Attendance Record in 2023:</b>	<ul style="list-style-type: none"> <li>- Board of Directors' Meetings 6/6 (100 percent)</li> <li>- Corporate Governance, Risk Management and Sustainable Development Committee's Meetings 4/4 (100 percent)</li> <li>- Nomination and Remuneration Committee's Meetings 2/2 (100 percent)</li> </ul>
<b>Performance during Directorship:</b>	<ol style="list-style-type: none"> <li>1. Performing the duties as the Chairman of the Corporate Governance, Risk Management and Sustainable Development Committee 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 as well as giving advice on operations in line with the Company's sustainable development policies and practices.</li> <li>2. Performing the duties as independent director in providing useful advice and consultation to the company in terms of business management and legal.</li> </ol>

**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. Holding shares of not exceeding 0.5 percent of the total number of shares with voting rights of the Company, its parent company, subsidiaries, associated companies, major shareholder or controller of the Company, including shares held by any related persons of each independent director.	No
2. Not being or having been a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or a controller of the Company, its parent company, subsidiaries, associated companies, subsidiaries of the same tier, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the date of submission of an application for permission to the Office of the SEC, provided that such prohibited characteristics shall not apply to an independent director who was a public servant or an advisor to a government authority which is the Company's major shareholder or controller.	No
3. Not being a person having relationship by blood or by legal registration in the capacity as parent, spouse, sibling and offspring, including spouse of the offspring of other director, executive, major shareholder, controller or person to be nominated as director, executive or controller of the Company or its subsidiaries.	No



<p>4. Not having or having had any business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholder or controller of the Company in a manner which may prevent the exercise of his or her independent judgment; and not being or having been a substantial shareholder or controller of any person having a business relationship with the Company, its parent companies, subsidiaries, associated companies, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the date of submission of an application for permission to the Office of the SEC.</p> <p>The aforesaid business relationship under paragraph one shall include any transaction in the ordinary course of business for lease of immovable property, any transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending any loan, guarantee, providing assets as collateral, including any other similar action, which causes the Company or contractual party to be subject to indebtedness payable to the other party in the amount of three percent or more of the Company's net tangible assets or in the amount of Baht Twenty Million or more, whichever is lower. Such indebtedness shall be calculated according to the calculation method of connected transaction value under the Notification of the Capital Market Supervisory Board, Re: Rules on Connected Transactions, mutatis mutandis. However, the consideration of such indebtedness shall include the indebtedness incurred during the course of one year prior to commencement of business relationship with the same person.</p>	No
<p>5. Not being or having been an auditor of the Company, its parent company, subsidiaries, associated companies, major shareholder, or controller of the Company; and not being a substantial shareholder, controller, or partner of an audit firm which employs the auditor of the Company, its parent company, subsidiaries, associated companies, major shareholder, or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the date of submission of an application for permission to the Office of the SEC.</p>	No
<p>6. Not being or having been a professional service provider, including legal advisor or financial advisor which receives an annual service fee exceeding Baht Two Million from the Company, its parent company, subsidiaries, associated companies, major shareholder, or controller of the Company; and not being a substantial shareholder, controller, or partner of such professional service provider, unless such independent director has no longer been in such capacity for not less than two years prior to the date of submission of an application for permission to the Office of the SEC.</p>	No
<p>7. Not being a director appointed as representative of the Company's director, major shareholder or shareholder who is a related person of the major shareholder.</p>	No
<p>8. Not engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiaries; or not being a substantial partner in a partnership or a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or holding more than one percent of the total number of shares with voting rights of another company engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiaries.</p>	No
<p>9. Not having any other characteristics preventing provision of independent opinions on the Company's operations.</p>	No

### Director Candidate

<b>Name:</b> <b>Type of Directorship:</b> <b>Age:</b> <b>Nationality:</b>	Miss Arisara Dharamadhaj Director 67 years Thai	
<b>The date was appointed as Director :</b>	April 26, 2019 (Number of Years of Directorship as at April 10, 2024 : 4 years and 11 months)	
<b>Education:</b>	<ul style="list-style-type: none"> <li>- M.B.A., Roosevelt University, USA</li> <li>- Bachelor of Economics Program (Second-Class Honors), University of the Thai Chamber of Commerce</li> </ul>	
<b>Training Program:</b>	<ul style="list-style-type: none"> <li>- Thai Institute of Directors Association <ul style="list-style-type: none"> <li>○ Director Certification Program (DCP 75/2006)</li> </ul> </li> <li>- National Defence College, National Defence Studies Institute <ul style="list-style-type: none"> <li>○ National Defence Course for the Joint State Private Sector, Class 24</li> </ul> </li> </ul>	
<b>Present Positions:</b>	<div> April 26, 2019 - Present Director  Bangkok Expressway and Metro Public Company Limited </div> <div> 2021 - Present Audit Committee Member  KTG General Services and Security Co., Ltd. </div> <div> 2016 - Present Director  KTG General Services and Security Co., Ltd. </div>	
<b>Experience:</b>	<div> 2014 - Sep 2018 Senior Executive Vice President - Managing Director, Government and State Enterprise Relations Group  Krung Thai Bank Public Company Limited </div> <div> 2012 - 2014 First Executive Vice President - Managing Director, Government and State Enterprise Relations Group  Krung Thai Bank Public Company Limited </div> <div> 2005 - 2012 Executive Vice President - Wholesale Banking 2 Head,  Corporate Banking Group 1,  Krung Thai Bank Public Company Limited </div>	

<b>Nomination Rules and Procedures:</b>	Taking into account knowledge, capability and experience beneficial to the business operations, as well as qualifications and having no prohibited characteristics as stipulated in the law governing public limited companies, through the process of screening and nomination by the Nomination and Remuneration Committee.
<b>Shareholding in the Company:</b>	None
<b>(Present) Positions in Other Listed Companies:</b>	None of directorship/management in any listed company
<b>(Present) Positions in Other Non-Listed Companies:</b>	1 company - Audit Committee Member / Director KTB General Services and Security Co., Ltd.
<b>Positions in any business competing with the Company's business / any business having substantial connection with the Company's business:</b>	None of directorship/management in any such business
<b>Meeting Attendance Record in 2023:</b>	- Board of Directors' Meetings 6/6 (100 percent)
<b>Performance during Directorship:</b>	<ol style="list-style-type: none"> <li>1. Providing useful advice and suggestions in the Board of Directors' Meeting.</li> <li>2. Providing useful opinions and suggestions in the Company's financial management.</li> </ol>

### Director Candidate

<b>Name:</b> <b>Type of Directorship:</b> <b>Age:</b> <b>Nationality:</b>	Miss Jiranan Vorachak Director 58 years Thai	
<b>The date was appointed as Director :</b>	December 21, 2022 (Number of Years of Directorship as at April 10, 2024 : 1 year and 3 months)	
<b>Education:</b>	<ul style="list-style-type: none"> <li>- Master of Business Administration (Finance &amp; Banking), Saint John's University</li> <li>- Bachelor of Laws, Chulalongkorn University</li> <li>- Bachelor of Business Administration (Finance &amp; Banking), Ramkhamhaeng University</li> </ul>	
<b>Training Program:</b>	<ul style="list-style-type: none"> <li>- Thai Institute of Directors Association <ul style="list-style-type: none"> <li>○ Director Accreditation Program (DAP 204/2023)</li> </ul> </li> </ul>	
<b>Present Positions:</b>	Dec 21, 2022 - Present	Director Bangkok Expressway and Metro Public Company Limited  2022 - Present Assistant Governor Mass Rapid Transit Authority of Thailand
<b>Experience:</b>	2015 - 2022  2014 - 2015	Director of Accounting and Finance Department Mass Rapid Transit Authority of Thailand  Director of Finance and Tax Division, Accounting and Finance Department Mass Rapid Transit Authority of Thailand
<b>Nomination Rules and Procedures:</b>	Taking into account knowledge, capability and experience beneficial to the business operations, as well as qualifications and having no prohibited characteristics as stipulated in the law governing public limited companies, through the process of screening and nomination by the Nomination and Remuneration Committee.	
<b>Shareholding in the Company:</b>	None	
<b>(Present) Positions in Other Listed Companies:</b>	None of directorship/management in any listed company	

<b>(Present) Positions in Other Non-Listed Companies:</b>	1 company      - Assistant Governor Mass Rapid Transit Authority of Thailand
<b>Positions in any business competing with the Company's business / any business having substantial connection with the Company's business:</b>	1 company      - Assistant Governor Mass Rapid Transit Authority of Thailand
<b>Meeting Attendance Record in 2023:</b>	- Board of Directors' Meetings    6/6    (100 percent)
<b>Performance during Directorship:</b>	<ol style="list-style-type: none"> <li>1. Providing useful advice and suggestions in the Board of Directors' Meeting.</li> <li>2. Performing duties as a director who is representative from the Mass Rapid Transit Authority of Thailand, having knowledge and experience, providing suggestion beneficial to the Company's Metro Business operations.</li> </ol>