



Notice of 2026 Annual General Meeting of Shareholders

WHA Utilities and Power Public Company Limited

Wednesday, April 22, 2026 at 2.00 P.M.

through Electronic means (E-AGM) in accordance with
the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related regulations



Shareholder or proxy can submit a request form and required documents to

attend the E-AGM at

<https://con.inventech.co.th/WHAUP293417R/#/homepage>

or scan QR Code from April 10, 2026 onward.



Inquiries about E-Meeting System/Technical support, please contact Call center at Tel: +662-460-9228 (available from April 10- 22, 2026 during 08.30 a.m. - 05.30 p.m. (Business Day excludes holidays and public holidays)).

(Translation)

March 23, 2026

Subject: Notice of the 2026 Annual General Meeting of Shareholders

To: Shareholders of WHA Utilities and Power Public Company Limited

- Attachments:
1. Annual Registration Statement/ Annual Report (**Form 56-1 One Report**)¹ for the year 2025 together with the Financial Statements for the fiscal year ended December 31, 2025 in QR Code format provided in Notification of Meeting Form¹ (Registration Form with QR Code) (for Agenda Nos. 1 and 2)
 2. Profiles of the Nominated Candidates to be Directors to Replace the Directors who are Due to Retire by Rotation (for Agenda No. 4)
 3. Definition of Independent Director (for Agenda No. 4)
 4. Profiles of the Auditors (for Agenda No. 6)
 5. Recommendations on the Required Documents for Registration, Proxy, Voting, and Vote Counting for the Shareholders' Meeting through Electronic Means (E-AGM)
 6. Guidelines for attending Electronic Meeting by Inventech Connect
 7. Profiles of the Independent Directors proposed by the Company to serve as Proxies
 8. Proxy form A, form B and form C
 9. The Company's Articles of Association in relation to the Annual Meeting of Shareholders
 10. Privacy Notice for Shareholders Meeting

The Board of Directors (the "**Board**") of WHA Utilities and Power Public Company Limited (the "**Company**") resolved to convene the 2026 Annual General Meeting of Shareholders (the "**Meeting**") on **Wednesday, April 22, 2026 at 2.00 p.m. through Electronic means (E-AGM)**, in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and other related regulations.

The Company provided the opportunity for the shareholders to propose agendas and to nominate qualified candidates for appointment as directors for the Meeting in advance during October 1, 2025 to December 31, 2025 pursuant to the Company's announcement on September 30, 2025 through the Company's

¹ Documents sent to shareholders by mail

website and the Stock Exchange of Thailand (“SET”) disclosure system. However, none of shareholders proposed any matters or nominated any candidates for appointment as directors.

The agenda for the Meeting, together with the opinions of the Board are as follows:

Agenda 1 To acknowledge the Company’s 2025 operating performance and the Management Discussion and Analysis (MD&A)

Facts and Rationales:

The Company has summarized the 2025 operating performance and the Management Discussion and Analysis (MD&A) to explain the changes in its financial position and operating results in Form 56-1 One Report (in the QR Code), delivered to shareholders together with the Notification of Meeting Form (Registration Form with QR Code). Details of which are in **Attachment 1**.

Opinions of the Board:

It is appropriate to propose the Meeting to acknowledge the Company’s 2025 operating performance and the Management Discussion and Analysis (MD&A).

Voting:

This agenda item is for acknowledgement and no casting of votes is required.

Agenda 2 To consider and approve the Company’s Financial Statements for the fiscal year ended December 31, 2025, audited by the Certified Public Accountant

Facts and Rationales:

The Company has prepared the Financial Statements for the fiscal year ended December 31, 2025 audited by the auditor from PricewaterhouseCoopers ABAS Ltd., reviewed by the Audit Committee and endorsed by the Board, as appeared in the Form 56-1 One Report (in the QR Code), delivered to shareholders together with the Notification of Meeting Form (Registration Form with QR Code). Details of which are in **Attachment 1**.

Opinions of the Board:

It is appropriate to propose the Meeting to consider and approve the Financial Statements for the fiscal year ended December 31, 2025 audited by the Certified Public Accountant, reviewed by the Audit Committee, and endorsed by the Board. A summary is as follows:

(Unit: THB million)

Items	Consolidated financial statements	Separate financial statements
Total assets	31,648	27,098
Total liabilities	18,156	17,743
Total equity	13,492	9,355
Revenue from sales	3,194	2,097
Profit attributable to owners of the parent	1,016	1,609
Earnings per share (THB/share)	0.27	0.42

Voting:

To be approved by a simple majority vote of shareholders attending the meeting and casting their votes.

Agenda 3 To consider and approve the net profit allocation and dividend payment for the 2025 performance.

Facts and Rationales:

The Company has the dividend payment policy to pay dividends in the amount of not less than 40 percent of the Company's consolidated net profit after deducting corporate income tax and legal reserve as required by law each year. In consideration of the dividend payment, the Company shall take into account the Company's financial position, cash flow, liquidity, investment plan and other factors, as the Board deems appropriate. However, the dividend payment shall not materially affect the Company's normal business operations and comply with applicable laws and regulations. The Board's resolution on dividend payment shall be proposed to the shareholders' meeting for approval whereas the interim dividend shall be approved by the Board and reported to the next shareholders' meeting. The payment of dividend shall not exceed the retained earnings of the Company in the separate financial statements of the Company and shall be in accordance with applicable laws.

From the Company's operating performance and financial position as of the fiscal year ended December 31, 2025, the Company had consolidated net profit of THB 1,016 million and separate financial statement of unappropriated retained earnings of THB 1,410 million.

The Board deems it appropriate to propose the Meeting to consider and approve the distribution of the annual dividend for 2025 to shareholders, derived from net profit and retained earnings at THB 0.2525 per share, or equivalent to THB 965.8 million, or equivalent to 95.03 percent of net

profit for the year after deducting legal reserve of consolidated financial statements, which is consistent with the Company's dividend payment policy.

In addition, on December 11, 2025, the Board resolved to approve an Interim dividend payment of THB 0.0600 per share or equivalent to THB 229.5 million, therefore, the remaining annual dividend for the year 2025 shall be additionally paid at THB 0.1925 per share or equivalent to THB 736.3 million. The Company has fully allocated its legal reserves in accordance with legal requirements.

The Company has determined the Record Date for the shareholders' right to receive the dividend on April 29, 2026, and the dividend payment date shall be on May 18, 2026. However, the right to receive the dividend is uncertain as it is subject to the approval of this Meeting.

Details of comparing dividend payment are as follows:

Details	2025	2024
1. Net Profit of Consolidated Financial Statements (THB million)	1,016	1,119
2. Number of Shares (million shares)	3,825.00	3,825.00
3. Annual Dividend (THB/share)	0.2525	0.2525
- Interim Dividend (THB/share)	0.0600	0.0600
- Additional Dividend (THB/share)	0.1925	0.1925
4. Total Dividend Payment (THB million)	965.8	965.8
5. Dividend Payout Ratio Compared to Net Profit After Legal Reserve (%)		
- Based on Consolidated Financial Statements	95.03	86.32
- Based on Separate Financial Statements	60.03	135.64

Opinions of the Board:

It is appropriate to propose the Meeting to consider as follows:

- (1) To acknowledge the interim dividend paid on December 11, 2025 at THB 0.0600 per share or equivalent to THB 229.5 million;
- (2) To approve the additional dividend payment from 2025 operating performance at THB 0.1925 per share or equivalent to THB 736.3 million;
- (3) It is not necessary for the Company to allocate its net profit for legal reserve because the legal reserve has been fully allocated as required by law.

Voting:

To be approved by a simple majority vote of shareholders attending the meeting and casting their votes.

- Agenda 4 To consider and approve the appointment of the directors to replace the directors who are due to retire by rotation

Facts and Rationales:

To comply with Article 17 of the Company's Articles of Association and Section 71 of the Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto), at every Annual General Meeting of Shareholders, one-third (1/3) of total directors must retire from office. Should the directors be unable to be divided into three, the number of directors closest to one-third (1/3) of all directors shall retire. In this respect, the retired directors will be eligible for re-election.

At present, the Company has 10 directors. There are 3 directors who will retire by rotation at the 2026 Annual General Meeting of Shareholders, listed as follows:

- | | |
|-----------------------------------|--|
| (1) Prof. Dr. Kamphol Panyagometh | Chairman of Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee |
| (2) Dr. Somsak Pratomsrimek | Independent Director / Audit Committee Member / Nomination and Remuneration Committee Member |
| (3) Mr. Sek Wannamethee | Director / Risk Management and Information Security Committee member / Corporate Governance and Sustainable Development Committee member |

In compliance with the principles of good corporate governance, with respect to the nomination, the Company posted on its website and announced through the Stock Exchange of Thailand disclosure system to provide an opportunity for shareholders to propose names of qualified persons to be appointed as directors for this Meeting in advance, from October 1, 2025, to December 31, 2025. However, no candidates were proposed by any shareholders.

The Nomination and Remuneration Committee (without the interested Nomination and Remuneration Committee Member) has thoroughly considered, scrutinized, and selected candidates according to the company's established nomination process, by taking into account the composition, diversity, expertise, and appropriate qualifications that would maximize benefits to the company's operations which including but not limited to knowledge, competencies, skills, professional skills, and diverse experiences of the candidates proposed

for directorship, and deemed it appropriate to re-elect the 3 directors who are due to retire by rotation to re-appointment for another term. Profiles of 3 directors are provided in **Attachment 2**.

Opinions of the Board:

The Board (without the interested directors) has carefully and thoroughly considered and agreed with the recommendation of the Nomination and Remuneration Committee that the 3 nominated directors have been considered in accordance with the Company's procedure with proper qualifications as required by the company's Articles of Association, the Public Limited Companies Act, and the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. Each nominee possesses knowledge and qualifications appropriate for the company's business operations, making them suitable candidates for directorship positions within the company.

In addition, having considered, the Board has opined that the nominated Independent Directors have qualifications under the relevant law and rules in relation to independent directors (i.e., the Independent Director's definitions of the Capital Market Supervisory Board, the Stock Exchange of Thailand, and the Company) and are competent to provide opinions independently. The definition of Independent Director of the Company are as set out in **Attachment 3**.

Therefore, the Board deems it appropriate to propose the Meeting to approve the appointment of the following directors who are due to retire by rotation to resume directorship and subcommittee members for another term;

- (1) Prof. Dr. Kamphol Panyagometh as Chairman of Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee
- (2) Dr. Somsak Pratomsrimek as Independent Director / Audit Committee Member / Nomination and Remuneration Committee Member
- (3) Mr. Sek Wannamethee as Director / Risk Management and Information Security Committee member / Corporate Governance and Sustainable Development Committee member

Voting:

To be approved by a simple majority vote of shareholders attending the meeting and casting their votes. Each director will be proposed to appoint individually.

Agenda 5 To consider and approve the directors' remuneration for 2026

Facts and Rationales:

To comply with Article 22 of the Company's Articles of Association and Section 90 of the Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto), the directors are entitled to receive the director remuneration from the Company in the form of reward, meeting allowance, gratuity, bonus, or return in other nature as considered and resolved by the shareholders' meeting with votes no less than two-thirds (2/3) of total votes of the shareholders attending the meeting.

To ensure that the Board receives appropriate and fair remuneration, the Nomination and Remuneration Committee has preliminarily considered the structure and composition of the remuneration and proposed the Board to consider the appropriation of the remuneration and further propose to the Annual General Meeting of Shareholders for approval.

The Nomination and Remuneration Committee has established the criteria for the 2026 annual director remuneration by considering factors such as scope of works, roles and responsibilities, performance achievements linked to the Company's both short-term and long-term business results, size of the business and other relevant factors. Additionally, a benchmarking analysis was conducted against remuneration rates of other companies in the same or similar industries and size. As a result, the Nomination and Remuneration Committee proposes that the remuneration criteria and rates for directors in 2026 remain the same from those in 2025. Details are as follows:

(1) Retainer fee and meeting allowance

Type of remuneration	2026	2025
1. Retainer fee (THB/year)*		
- Chairman	200,000	200,000
- Director	150,000	150,000
2. Meeting Allowance of Board of Directors (THB/year)**		
- Chairman	30,000	30,000
- Director	25,000	25,000
3. Meeting Allowance of Audit Committee (THB/year)**		
- Chairman	25,000	25,000
- Director	15,000	15,000
4. Meeting Allowance of Nomination and Remuneration Committee (THB/year)**		
- Chairman	25,000	25,000
- Director	15,000	15,000

Type of remuneration	2026	2025
5. Meeting Allowance of Risk Management and Information Security Committee (THB/year) **		
- Chairman	25,000	25,000
- Director	15,000	15,000
6. Meeting Allowance of Executive Committee (THB/year)**		
- Chairman	25,000	25,000
- Director	15,000	15,000
7. Meeting Allowance of Corporate Governance and Sustainable Development Committee (THB/year)**		
- Chairman	25,000	25,000
- Director	15,000	15,000

Remark: *Payment will be averaged and paid on a monthly basis.

**The meeting allowance is payable to directors and members attending the meeting only.

- (2) Bonus at the rate of 0.2 percent of the total income of the Consolidated Financial Statements and equity income of investment from associates and joint ventures based on consolidated financial statements ended December 31, 2026. The Board of Directors or any person assigned by the Board of Directors is authorized to set details and other conditions of the bonus payment.

- (3) Other Types of Remuneration / Benefits

2026	2025
-None-	-None-

Opinions of the Board:

The Board has considered the directors' remuneration for 2026, as proposed by the Nomination and Remuneration Committee and deems it appropriate to propose the Meeting to consider and approve the directors' remuneration for 2026 at the same rate as for 2025, based on the rationale and details mentioned above.

Voting:

To be approved by the votes of not less than two-third (2/3) of the total votes of the shareholders attending the meeting.

Agenda 6 To consider and approve the appointment of auditors and auditor's fee for 2026

Facts and Rationales:

To comply with Article 36 of the Company's Articles of Association and Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto), the Annual General Meeting of Shareholders is required to consider the appointment of the auditor and the determination of the audit fees annually.

For the appointment of the auditor and determination of the auditor's fee for 2026, the Audit Committee has selected auditors in accordance with the applicable criteria, taking into account their qualifications, independency, past performance, and deemed appropriate to recommended the Board to propose to the shareholders' meeting to consider and approve the appointment of PricewaterhouseCoopers ABAS Ltd. ("PwC") as the Company's audit firm. The Audit Committee has opined that PwC and its auditors are certified by the Office of the Securities and Exchange Commission ("Office of SEC") and having the high-quality audit performance, expertise in the Company's business, and reasonable audit fee structure. Where any of the following auditors shall be authorized to review and give opinions on the Company's financial statements for 2026:

Name of auditor	Certified Public Account No.	No. of years certified on the Company's financial statements
(1) Ms. Wanvimol Preechawat	9548	3 years (2023-2025)
(2) Mr. Pongthavee Ratanakoses	7795	-
(3) Mr. Kan Tanthawirat	10456	-

In the absence of the above-named auditors, PwC is authorized to designate another Certified Public Accountant within PwC to carry out the work.

The above-named auditors have no relationship and/or conflict of interest with the Company/ its subsidiaries/ executives/ major shareholders, or any persons related to the aforementioned parties.

Profiles of the proposed auditors for 2026 are provided in **Attachment 4**.

For the auditor's fee for 2026, the Audit Committee has considered and deemed it appropriate to proposed the Meeting to consider and determine the audit fee in the amount of THB 1,674,000 and other expenses as relevant to the audit, as appropriate.

The non-audit fee in 2026 is set at THB 339,000, as PwC will provide a workshop on climate-related financial disclosures in accordance with IFRS S2 standards. This service is intended to enhance

the environmental reporting system to comply with the prescribed criteria. Such services will not affect the independence of the Company's auditors.

Details of the Company's audit fee in comparison between 2026 and 2025

Unit: THB

Item	2026	2025	Change
Audit fee of the Company	1,674,000	1,674,000	-
Non-audit fee	339,000	- None -	339,000

The auditors of the Company and all subsidiaries in Thailand are under the same audit firm, i.e., PwC, and PwC has achieved their good performance as the auditors of the Company and subsidiaries.

Opinions of the Board:

The Board has considered and agreed with the proposal made by the Audit Committee, deemed it appropriate to propose the Meeting to appoint PwC to be the audit firm of the Company and the certified public accountants as listed above from PwC to be the Company's auditors for 2026 together with the determination of audit fee at an amount of THB 1,674,000, which is the same rate as the previous year, and to acknowledge the non-audit fee in the amount of THB 339,000.

Voting:

To be approved by a simple majority vote of shareholders attending the meeting and casting their votes.

Agenda 7 To consider other business (if any)

The Board set the record date for determining the names of shareholders who will be entitled to attend the 2026 Annual General Meeting of Shareholders on March 12, 2026.

All shareholders are cordially invited to attend 2026 Annual General Meeting of Shareholders **through Electronic means (E-AGM)** on the date, at the time specified above (The Company has not arranged any meeting room). The E-AGM will be only conducted by electronic means, as well as the registration, voting, and vote counting. The Company has used "Inventech Connect" system provided by Inventech Systems (Thailand) Company Limited for this E-AGM.

Important information for shareholders

Shareholders or proxies who wish to attend the E-AGM, please consider and comply with the details about “Recommendations on the Required Documents for Registration, Proxy, Voting, and Vote Counting for the Shareholders' Meeting through Electronic means (E-AGM)” and “Guidelines for attending of Electronic Meeting by Inventech Connect” provided in **Attachment 5** and **Attachment 6**.

Electronic system for submitting e-Request registration and required documents will be available for shareholders or proxies in advance beginning from Friday, April 10, 2026 at 08.30 a.m. onward. After the submission has been verified and approved, the registered shareholder or proxy will receive an approval notification email containing information about username, password, and a link to register and attend the E-AGM on April 22, 2026 beginning from 12.00 p.m. until the meeting is adjourned.

Please submit an e-Request at: <https://con.inventech.co.th/WHAUP293417R/#/homepage>

or scan QR Code



For shareholders who wish to appoint a proxy to attend and vote on their behalf in the Meeting, please kindly complete and duly sign either Proxy Form A or Form B or Form C provided herewith as **Attachment 8** and execute only one of the aforementioned forms. Then, submit the meeting attendance request form and other required documents (in **Attachment 5**) via e-Request.

In addition, Shareholders who wish to appoint one of the Company's Independent Director to attend the Meeting and vote on your behalf. Please use Proxy Form B to act as your proxy to vote on your behalf by giving a clear vote instruction for each agenda item. Profiles of the Independent Directors proposed by the Company to act as Proxy for Shareholders are provided herewith as **Attachment 7**. The Shareholders can submit the completed Proxy Form with the required documents (in **Attachment 5**) to the Company in advance so that the Company receives them by Friday, April 17, 2026. Please submit to the company's address as follows:

Corporate Secretary Department

WHA Utilities and Power Public Company Limited

No. 777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13, Debaratna Road

(Bangna-Trad) KM.7, Bang Kaeo, Bang Phli, Samut Prakarn 10540

The Company encourages shareholders to send “Questions relevant to the Meeting’s agenda” to the Company prior to the Meeting date. In order to submit the questions, please clearly provide “name/surname of the shareholder / proxy, telephone number, email, and questions relevant to the Meeting’s agenda” and email to corporate-secretary@wha-up.com.

The Company will conduct the meeting in compliance with its Articles of Association set out in **Attachment 9**.

The Company has announced Privacy Notice pursuant to the Personal Data Protection Act, B.E. 2562 (2019), to inform shareholders/ proxies, as the Data Subject, of details about objectives, collective, use, and disclosure of personal data for the benefit of attending the Meeting and in order to comply with relevant laws, as provided in **Attachment 10**. For more details, please visit the Company’s website at www.wha-up.com.

Therefore, all shareholders are cordially invited to attend the 2026 Annual General Meeting of Shareholders through electronic means (E-AGM) on the date, time and procedures as mentioned above.

Yours sincerely,

On behalf of the Board

-Signature-

(Ms. Jareeporn Jarukornsakul)

Chairman of the Board of Directors

Corporate Secretary Department

Tel. 0-2719-9559

Email: corporate-secretary@wha-up.com

**Profiles of the Nominated Candidates to be Directors to Replace
the Directors who are Due to Retire by Rotation
(Information as of January 1, 2026)**

1. **Prof. Dr. Kamphol Panyagometh**

Type of director proposed: Independent Director

Current position: Chairman of Independent Directors / Chairman of the Audit Committee /
Chairman of the Nomination and Remuneration Committee

Date of Appointment as a Director: May 10, 2024 (tenure 1 year 7 months as the director)

Age: 53 years

Educational Qualification:

- Doctor of Philosophy, (Finance) Schulich School of Business, York University, Canada
- Master's degree, Business Administration (Finance) NIDA Business School, National Institute of Development Administration
- Bachelor's degree, (Microbiology) King Mongkut University of Technology Thonburi

Training with Thai Institute of Directors (IOD):

- Advanced Audit Committee Program (AACP) Class 56/2025
- Board Nomination and Compensation Program (BNCP) Class 23/2025
- Director Accreditation Program (DAP) Class 90/2011

Other Training:

- Chartered Financial Analysts (CFA)
- Financial Risk Managers (FRM)
- Certified Financial Planners (CFP)
- NIDA-Wharton Executive Leadership Program
- Design Thinking Workshop, Stanford University
- Executive Development Program Class 26, Capital Market Academy
- Top Executive Program in Energy Literacy Class 14, Thailand Energy Academy

Shareholding in the Company (including spouse and minor) as of December 31, 2025

- None -

Family relationship among Directors and Executives

- None -

Meeting attendance in 2025

- Board of Directors 7/7 meeting
- Audit Committee 8/8 meeting
- Nomination and Remuneration Committee 4/4 meeting
- Annual General Meeting of Shareholders 1/1 meeting

Current directorship / executive position in other companies potentially having conflict of interest or in competition with the Company

- None -

Current position in other listed companies

Period	Position	Company
2024 - Present	Independent Director Audit Committee Member	O.C.C. Public Company Limited
2011 - Present	Independent Director Audit Committee Member Chairman of Risk Management Committee	Stars Microelectronics (Thailand) Public Company Limited

Current position in other companies / organizations (Non-listed companies)

Period	Position	Company
2025 - Present	Subcommittee on Takeover Member	The Securities and Exchange Commission
2023 - Present	Independent Director	Hydrogen Freehold and Leasehold Real Estate Investment
2016 - Present	Professor in Finance, Business School	National Institute of Development Administration

5 Year Past Work Experience and/or Remarkable Positions

Period	Position	Company
2019 – 2024	Independent Director Audit Committee Member Nomination and Remuneration Committee Member	Prime Road Power Public Company Limited
2011 – 2024	Independent Director Audit Committee Member Chairman of Nomination and Remuneration Committee Member	Hydrotek Public Company Limited
2021 – 2022	Advisor	The Federation of Thai SME
2018 – 2021	President	National Institute of Development Administration

Period	Position	Company
2021	Director	Sufficiency Economy Institute, Thailand Academy of Social Sciences, Humanities and Arts (TASSHA)
2021	Second Vice President	Association of Southeast Asian Institutions of Higher Learning in Thailand (ASAIHL THAILAND)
2015 – 2021	Sub-committee Member of Takeover Panel	The Securities and Exchange Commission
2021	Independent Director Chairman of Governance and Sustainable Development Committee Nomination and Remuneration Committee Member	WHA Corporation Public Company Limited
2018 – 2020	Board of Directors	Council of University Presidents of Thailand
2016 – 2020	Advisor, Economics and Academic Committee	The Federation of Thai Industries

2. Dr. Somsak Pratomsrimek

Type of director proposed: Independent Director

Current position: Audit Committee Member / Nomination and Remuneration Committee Member

Date of Appointment as a Director: August 10, 2024 (tenure 1 year 4 months as the director)

Age: 53 years

Educational Qualification:

- Doctor of Philosophy (Accountancy), Chulalongkorn University
- Master of Science (Accounting), Thammasart University
- Bachelor of Arts (Accounting), Burapha University

Training with Thai Institute of Directors (IOD):

- Director Accreditation Program (DAP) Class 177/2020

Other Training:

- Thai Chartered Management Accountant: TCMA – Professional Certificate, Thailand federation of accounting professions
- Diploma of Thai Financial Reporting Standards (DipTFR), Thailand federation of accounting professions
- Professional Accountant Certificate (PAC), Thailand federation of accounting professions
- Certified Public Accountant (CPA) Thailand

Shareholding in the Company (including spouse and minor) as of December 31, 2025

- None –

Family relationship among Directors and Executives

- None –

Meeting attendance in 2025

- Board of Directors 7/7 meeting
- Audit Committee 8/8 meeting
- Nomination and Remuneration Committee 4/4 meeting
- Annual General Meeting of Shareholders 1/1 meeting

Current directorship / executive position in other companies potentially having conflict of interest or in competition with the Company

- None –

Current position in other listed companies

Period	Position	Company
2023 - Present	Independent Director Chairman of Audit Committee	LTMH Public Company Limited (Former LTMAN Company Limited)
2023 - Present	Debt Instrument Screening Consultant	Beyond Securities Public Company Limited

Period	Position	Company
2022 - Present	Independent Director Chairman of Audit Committee	Ornsirin Holding Public Company Limited

Current position in other companies / organizations (Non-listed companies)

Period	Position	Company
2023 - Present	Independent Director	WHA Real Estate Management Company Limited
2021 - Present	TFRS Consultant for Auditor	Proud in Pro Company Limited
2020 - Present	Research Examiner of the Federation of Accounting Professions Journal	Thailand federation of accounting professions
2017 - Present	Managing Director	CPA Solution Company Limited

5 Year Past Work Experience and/or Remarkable Positions

Period	Position	Company
2022 – 2023	Independent Director Audit Committee Member	Takuni Group Public Company Limited
2020 – 2022	Chairman of the Board of Directors Audit Committee Member	Asia Wealth Asset Management Company Limited
2020 – 2022	Independent Director Audit Committee Member	Asia Wealth Securities Company Limited
2020 – 2021	Independent Director Audit Committee Member	Asia Wealth Holding Company Limited
2012 – 2021	Independent Director Audit Committee Member	WHA Corporation Public Company Limited

3. Mr. Sek Wannamethee

Type of director proposed: Director

Current position: Risk Management and Information Security Committee member / Corporate Governance and Sustainable Development Committee member

Date of Appointment as a Director: December 3, 2024 (tenure 1 year 1 months as the director)

Age: 61 years

Educational Qualification:

- Master of Philosophy (Economics History), London School of Economics and Political Science, University of London
- Bachelor of Science (Economics) (Honors), London School of Economics and Political Science, University of London

Training with Thai Institute of Directors (IOD):

- ESG Legal Risk Prevention and Due Diligence
- ESG in the Boardroom: The Practical Guide for Board Class 8/2025
- The Board's Role in Mergers and Acquisitions (BMA) Class 12/2025
- Advanced Audit Committee Program (AACP) Class 52/2024
- Financial Statements for Directors (FSD) Class 51/2024
- Risk Management Program from Corporate Leaders (RCL) Class 34/2024
- Director Certificate Program (DCP) Class 197/2015

Other Training:

- Top Executive Program on China Business Insights and Network (TEPCIAN) Class 4/2024, University of the Thai Chamber of Commerce
- Ministry Spokesperson Training Course Class 1/2016
- Top Executive Program in Industry & Investment Business Development Class 3/2016, Institute of Business and Industrial Development
- Top Executive Program in Energy Literacy Class 5/2014, Thailand Energy Academy
- Executive Development Program Class 17/2013, Capital Market Academy
- Civil Service Executive Development Program Class 63/2009, Office of the Civil Service Commission

Shareholding in the Company (including spouse and minor) as of December 31, 2025

- None -

Family relationship among Directors and Executives

- None -

Meeting attendance in 2025

- Board of Directors 7/7 meeting
- Risk Management and Information Security Committee 5/5 meeting
- Corporate Governance and Sustainable Development Committee 4/4 meeting
- Annual General Meeting of Shareholders 1/1 meeting

Current directorship / executive position in other companies potentially having conflict of interest or in competition with the Company

- None -

Current position in other listed companies

Period	Position	Company
2024 - Present	Independent Director Member of the Corporate Governance and Sustainable Development Committee Member of the Remuneration and Nominating Committee	Charoen Pokphand Foods Public Company Limited

Current position in other companies / organizations (Non-listed companies)

Period	Position	Company
2025 - Present	Advisor	Board of Trade of Thailand
2024 - Present	Independent Board Director	RMI Company Limited (IMPACT Growth REIT)
2024 - Present	Advisor	Belgian-Luxembourg/Thai Chamber of Commerce Board of Directors
2024 - Present	University Council Member	Sripatum University

5 Year Past Work Experience and/or Remarkable Positions

Period	Position	Company
2024	Advisor	WHA Corporation Public Company Limited
2021 – 2023	Ambassador and Head of Mission of Thailand to the European Union	Belgium, accredited to Luxembourg and Head of the Thai Mission to the European Union
2017 – 2021	Ambassador and Permanent Representative	Thailand to the United Nations and Other International Organizations in Geneva
2013 – 2017	Director-General	Department of Information and Spokesperson of the Ministry of Foreign Affairs

Definition of Independent Director

The qualifications of independent directors of the Company meet the requirements that are more stringent than the qualifications of independent directors under the rules of the SEC Office and the SET, as follows:

1. Holding no more than 0.5 percent of all voting shares of the Company, its parent company, subsidiaries, associated companies, major shareholders or controllers, inclusive of the shareholding by those related to that particular independent director;
2. Not being or never having been a director participating in administration, an employee, staff member, advisor who receives regular salary or a controller of the Company, its parent company, subsidiaries, associated companies, subsidiaries of the same tier, major shareholders or of a controller of the Company, unless such status has lapsed for at least 2 years, and such prohibited characteristics exclude an event where an independent director was a civil servant or an advisor to a government agency, which is a major shareholder or a controller of the Company;
3. Not being a person with any blood relation or by lawful marriage, whether as a father, mother, spouse, sibling and offspring, including offspring's spouse, of another director, executive, major shareholder, controller or a person nominated as director, executive or controller of the Company or subsidiaries;
4. Not or never having any business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholders or controllers in such manner which may interfere with the exercise of his/her independent judgment, and not being or never having been a material shareholder or controller with business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholders or controllers, unless such status has lapsed for at least 2 years;

Such business relationship under paragraph one includes any transactions in the ordinary course of business in taking on lease or leasing out of real property, transactions relating to assets or services or granting or acceptance of financial support by way of borrowing or lending, guarantee, provision of assets as security against liabilities, including other similar circumstances, which result in the Company or the contractual party to perform an obligation to the other party, representing 3 percent of the Company's net tangible assets or THB 20 million or above, whichever is lower. The calculation of such liability follows the calculation method of the value of connected transactions under the Notification of the Capital Market Supervisory Board on Rules

on Connected Transactions, *mutatis mutandis*, provided that such liability includes those arising during the period of 1 year prior to the occurrence of such business relationship with that particular person;

5. Not being or never having been an auditor of the Company, its parent company, subsidiaries, associated companies, major shareholders or controllers, and not being a material shareholder, controller or partner of such audit firm where the auditor of the Company, its parent company, subsidiaries, associated companies, major shareholders or controllers is employed, unless such status has lapsed for at least 2 years;

(The term “partner” refers to any person authorized by an audit firm to sign an auditor’s report on behalf of that entity.)

6. Not being or never having been a professional service provider, including legal consultant or financial advisor which earns more than THB 2 million of service fees per year from the Company, its parent company, subsidiaries, associated companies, major shareholders or controllers, and not being a material shareholder, controller or partner of that professional service provider, unless such status has lapsed for at least 2 years;

(The term “partner” refers to any person authorized by a professional service provider to sign a professional service report on behalf of that entity.)

7. Not being a director appointed to represent the Company, a major shareholder or any shareholder which is related to a major shareholder;
8. Not engaging in any business identical to and in competition with that of the Company or its subsidiaries, or not being a material partner in any partnership nor being a director participating in administration, an employee, staff member, advisor who receives regular salary, or holding more than 1 percent of all voting shares of another company which engages in any business identical to and in competition with that of the Company or its subsidiaries;
9. Having no other characteristics which prevent him/her from independently providing an opinion on the Company’s operations.

Profiles of the Auditors

1. **Ms. Wanvimol Preechawat** **Certified Public Accountant (Thailand) No.9548**
Education and experiences
 - Master's degree in Young-Executive MBA, Chulalongkorn University
 - Bachelor's Degree in Business Administration with Accounting Major, Kasetsart University
 - Auditor approved by the Office of SEC
 - Having approx. 20 years auditing experience in listed companies under SET and non-listed companies such as utilities business, energy business, construction business, Logistics development business, and real estate and industrial estate development business manufacturing, and service provider business.

2. **Mr. Pongthavee Ratanakoses** **Certified Public Accountant (Thailand) No.7795**
Education and experiences
 - Master of Accountancy, University of Illinois at Urbana-Champaign, US CPA
 - Bachelor's Degree in Accounting, Thammasat University
 - Auditor approved by the Office of SEC
 - Having approx. 26 years auditing experience in listed companies under SET and non-listed companies such as real estate business, petrochemical business, manufacturing, and trading business.

3. **Mr. Kan Tanthawirat** **Certified Public Accountant (Thailand) No.10456**
Education and experiences
 - Bachelor's Degree in Accounting, Thammasat University
 - Auditor approved by the Office of SEC
 - Having approx. 20 years auditing experience in listed companies under SET and non-listed companies such as Refinery business, oil and natural gas trading business, service provider and trading business.

Neither of the 3 auditors listed above has any relationship or conflict of interest with the Company, its subsidiaries, executives, major shareholders, or any persons related thereto.

Recommendations on the Required Documents for Registration, Proxy, Voting, and Vote Counting
for the Shareholders' Meeting through Electronic means (E-AGM)

Attending the E-AGM

Shareholder / Proxy who wish to attend the E-AGM must submit an E-Request form with required supporting documents to receive a username, password, and link for registration in advance from April 10, 2026 at 8.30 a.m. onwards.

Please submit an E-Request at:

<https://con.inventech.co.th/WHAUP293417R/#/homepage>



Or scan QR Code

After the Company has reviewed the information and approved the request, the username, password, and link to register for the Meeting via the Inventech Connect system will be sent to your email. However, the shareholders can attend the E-AGM on Wednesday, April 22, 2026, from 12.00 p.m. until the Meeting is adjourned. Please keep your username and password confidential and not disclose to others and attending the E-AGM by using the username and password sent to you. You will be legally deemed to have attended and voted in the Meeting.

Please see “Guidelines for attending of Electronic Meeting by Inventech Connect” (**Attachment 6**). To submit an E-Request, please prepare and enclose required supporting documents. The Company reserves the right to refuse registration if the documents are incomplete and will reject the request form after the Meeting is adjourned.

Authorization of Proxy

Shareholder can appoint other persons to attend and vote on their behalf in the Meeting. The Company provides the 3 Proxy Forms pursuant to the Notification of the Department of Business Development, Ministry of Commerce (**Attachment 8**) as follows:

- Form A is a general proxy form which is simple and not complicated.
- Form B is a proxy which clearly specifies the items for which a proxy is granted.
- Form C is a form used only in case of a shareholder being a foreign person and has appointed a custodian in Thailand to act as a depositary and administrator of shares.

Shareholders may download the Proxy Form A or Form B or Form C from the Company's Website.

Thai <https://www.wha-up.com/th/investor-relations/downloads/shareholders-meeting>

English <https://www.wha-up.com/en/investor-relations/downloads/shareholders-meeting>

The procedure for appointing a proxy are as follows:

- (1) For General shareholders, please complete either Proxy Form A or Form B. The Company recommends selecting Proxy Form B and specifying the vote in each agenda.
- (2) For foreign investors authorized Custodian in Thailand to act on behalf as a depositary and administrator of shares, please complete Proxy Form C.
- (3) The shareholder appointing a proxy must appoint only one proxy to attend and vote at the Meeting without being able to split the number of shares to multiple proxies to split the vote.
- (4) Shareholders can **appoint either one of the Company's independent directors** by completing Proxy Form B and specifying the vote in each agenda. In this case, shareholders are not required to submit a request through the e-Request system.
- (5) Please affix Baht 20 stamp duty and specify the date of Proxy Form across such stamp duty.
- (6) In case shareholder desires to revoke the proxy, the shareholder must notify the Company of the revocation in a written form before the meeting date or no later than April 21, 2026.

Required Documents for the registration

1. Shareholder / Proxy wishing to attend the E-AGM

1.1 Individual Shareholders

(1) Attendance the E-AGM in Person

- (A) A Certified true copy of valid identification card or governmental identification card or driving license or passport (for foreigner).

(2) Attendance by Proxy

- (A) Completed Proxy Form (select either the Proxy Form A or Form B) , signed by the shareholder and the proxy.
- (B) A certified true copy of valid identification card or governmental identification card or driving license or passport (for foreigner) of the shareholder.
- (C) A certified true copy of valid identification card or governmental identification card or driving license or passport (for foreigner) of the proxy.

1.2 Juristic Person Shareholders

(1) Attendance the E-AGM by authorized person of a juristic person shareholder

- (A) A certified true copy of valid identification card or governmental identification card or driving license or passport (for foreigner) of the authorized person of the juristic shareholder.
- (B) A certified true copy of the shareholder's affidavit (issued by government bodies and not older than one year) by the authorized person of the juristic shareholder who attends the E-AGM with a statement affirming the authority to act on behalf of the juristic person shareholder.

(2) Attendance by Proxy

- (A) Completed Proxy Form (select either the Proxy Form A or Form B), signed by the proxy grantor and the proxy.
- (B) A certified true copy of valid identification card or governmental identification card or driving license or passport (for foreigner) of the authorized person of the juristic shareholder.
- (C) A certified true copy of the shareholder's affidavit (not older than one year) by an authorized person with a power of attorney (if any). The documents required must show a statement affirming that the person signing the Proxy Form has the authority to act on behalf of the juristic person shareholder.
- (D) A certified true copy of valid identification card or governmental identification card or driving license or passport (for foreigner) of the proxy.

(3) Foreign investors authorized Custodian in Thailand to act on behalf as a depositary and administrator of shares

- (A) Completed Proxy Form C, signed by the authorized representative of the Custodian who is the proxy grantor and the proxy.
- (B) Required documents are the same as specified for a juristic person under 1.2 (1) or (2), as the case may be.
- (C) Custodian letter certifying that the person signing the Proxy Form on behalf of foreign investors is licensed to operate Custodian business.
- (D) Power of Attorney from foreign investors granting the Custodian authority to sign the Proxy Form on their behalf.

2. Appointment of the Company's Independent Director as a Proxy

Shareholders can appoint one of the Company's independent directors (Profiles of the Independent Directors proposed by the Company to act as Proxy for Shareholders appears in Attachment 7) by completing the Proxy Form B, specifying the voting on each agenda and signing the proxy grantor's name along with supporting documents.

Please submit an original proxy form and supporting documents by April 17, 2026, to the Company for verification of the information's accuracy at:

Corporate Secretary Department,
WHA Utilities and Power Public Company Limited
No. 777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13, Debaratna Road
(Bangna-Trad) KM.7, Bang Kaeo, Bang Phli, Samut Prakarn 10540

In the case of proxy appointment to an independent director, shareholders are not required to submit a request through the E-Request system.

3. In case shareholders have their title, name, or surname changes, the copy of evidence of those changes must be enclosed and certified true copy.
4. For foreign language documents, if the above documents are not original in English, an English translation must be enclosed, and the shareholder or authorized person acting on behalf of the juristic person must certify the correctness of the translation.

Voting, and Vote Counting through Electronic means (e-Voting)

Voting, and Vote Counting shall conducted through Electronic (e-Voting) via the Inventech Connect system.

The vote casting and vote counting procedures are as follows:

1. One share shall equal one vote.
2. A shareholder or a proxy shall cast all the votes to only one of approve, disapprove or abstain. The votes on each agenda item cannot be divided (except voting of the Custodian).
3. In case of Proxy:
 - 3.1 In case the shareholder specifies the determination in the Proxy Form, the votes will be recorded. The proxy will not be required to vote during the meeting.
 - 3.2 In case the shareholder does not specify the determination, or the determination is unclear in Proxy form, the proxy shall be authorized to consider and vote on such matter as deems appropriate.

4. In casting the votes for each agenda item, the e-Voting system will be open for shareholder and proxy to cast their votes. Shareholder or proxy who attend the meeting but do not cast their votes through the e-Voting system shall be deemed as having approved such agenda item.
5. For agenda on Election of directors to replace those who are retired by rotation, The Company provides the voting to elect each individual candidate nominated for Directors.
6. Before voting of each agenda item, the Chairman of the meeting or the person assigned by the chairman of the meeting will invite the shareholder or proxy to ask questions or express opinions related to that agenda, as appropriate.
7. The resolution of the meeting must consist of the following votes:
 - 7.1 In ordinary cases, a resolution shall be adopted by the majority votes of shareholders present and voting.
 - 7.2 In other case which the law or the Company's Articles of Association stipulated otherwise, the resolution shall conform to the law or the Company's Articles of Association which the Company has already specified voting method at the end of agenda item.
 - 7.3 In the case of equal voting, the Chairman of the meeting shall have a casting vote.
 - 7.4 Shareholder or Proxy who has any special interest in a resolution cannot vote on such resolution.
 - 7.5 The vote counting of each agenda will be conducted immediately. The Chairman of the meeting or the person assigned by the chairman of the meeting shall announce the voting results to the meeting after the completion of the vote counting for each agenda item.
 - 7.6 The Vote counting in this E-AGM is conducted via electronic means controlled and managed by e-Voting system without physical ballot. As a result, this meeting would not have invalid ballots.

Remark:

For more details regarding the appointment of proxy, shareholders can consider and study from the Notification of the Capital Market Supervisory Board No. Tor Jor. 79/2564 re: the Criteria for the Proxy Solicitation to attend the Meeting and Vote on the Shareholders' Behalf from www.sec.or.th

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the E-AGM, please proceed according to the procedure for submitting the request form as follows:

Step for requesting Username & Password from via e-Request system before the Meeting

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://con.inventech.co.th/WHAUP293417R/#/homepage> or scan QR Code and follow the steps as shown below.



** If you wish to merge user accounts, please complete the transaction using the same email and phone number. Please note that a single username cannot be used to access the Inventech Connect system for attending the meeting simultaneously from different devices.**

- 1 Click link URL or scan QR Code
- 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information of shareholder and proxy including required documents
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, the system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

2. For Shareholders and proxies who would like to attend the E-AGM (except for the proxies granted to the Company's Independent Director), The electronic registration will be available from **April 10, 2026 at 8.30 a.m. and shall be closed on April 22, 2026, when the meeting adjourned.**
3. The electronic conference system will be available on April 22, 2026 at 12.00 p.m. (2 hours before the opening of the meeting). Shareholders or proxies shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Independent Directors

For Shareholders who wish to authorize one of the Company's Independent Directors to attend and vote on his or her behalf, please proceed in accordance with the instruction in the **Attachment 5. The Proxy Form together with required documents must be submitted to the Company by April 17, 2026**, by deliver to the following address:

Corporate Secretary Department
 WHA Utilities and Power Public Company Limited
 No. 777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13, Debaratna Road
 (Bangna-Trad) KM.7, Bang Kaeo, Bang Phli, Samut Prakarn 10540

If you encounter any usage issues, please contact Inventech Call Center

Tel: +662-460-9228

Line: @inventechconnect

Available during April 10-22, 2026 at 08.30 a.m. - 05.30 p.m.

(Business Day excludes holidays and public holidays)



Report a problem
 @inventechconnect

Steps for registration for attending the meeting (e-Register) and for voting process (e-Voting)

▶ e-Register for meeting attendance (on the meeting date)

1. Click the registration link URL provided in the email to join the meeting.
2. Enter your Username and Password, or request an OTP to log in.
3. Click the “Register” button. The system will register and count you as the quorum.
4. Click the “Join Attendance” button, then click the “Acknowledge” button.

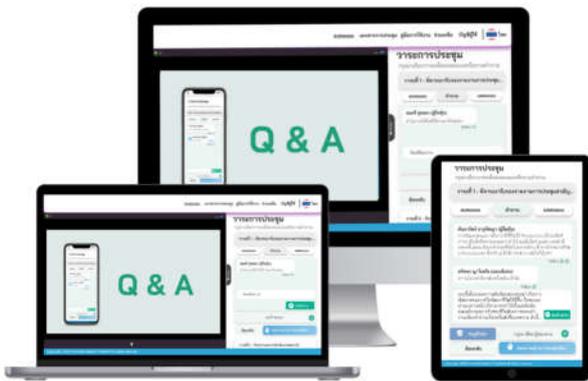


▶ e-Voting

5. Select the agenda item you wish to vote on.
6. Click the “Vote” button.
7. On the voting screen, select your choice by clicking “Approve,” “Disapprove,” or “Abstain.”
8. System will display your latest vote.

To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Steps to ask questions via Inventech Connect



- ▶ Select which agenda
- ▶ Click on “Question” button
- 1 Ask a question
 - ▶ Type the question then click “Send”
- 2 Ask the question via video
 - ▶ Click on “Conference”
 - ▶ Click on “OK” for confirm your queue
 - ▶ Please wait for the queue for you then you can open microphone and camera

Remark: The Company arranges the inquiry via type the question first. If the typed question is not clear, the Company will allow shareholders to ask the questions via video. The inquiry is under the management of the Company's staff for tidiness.

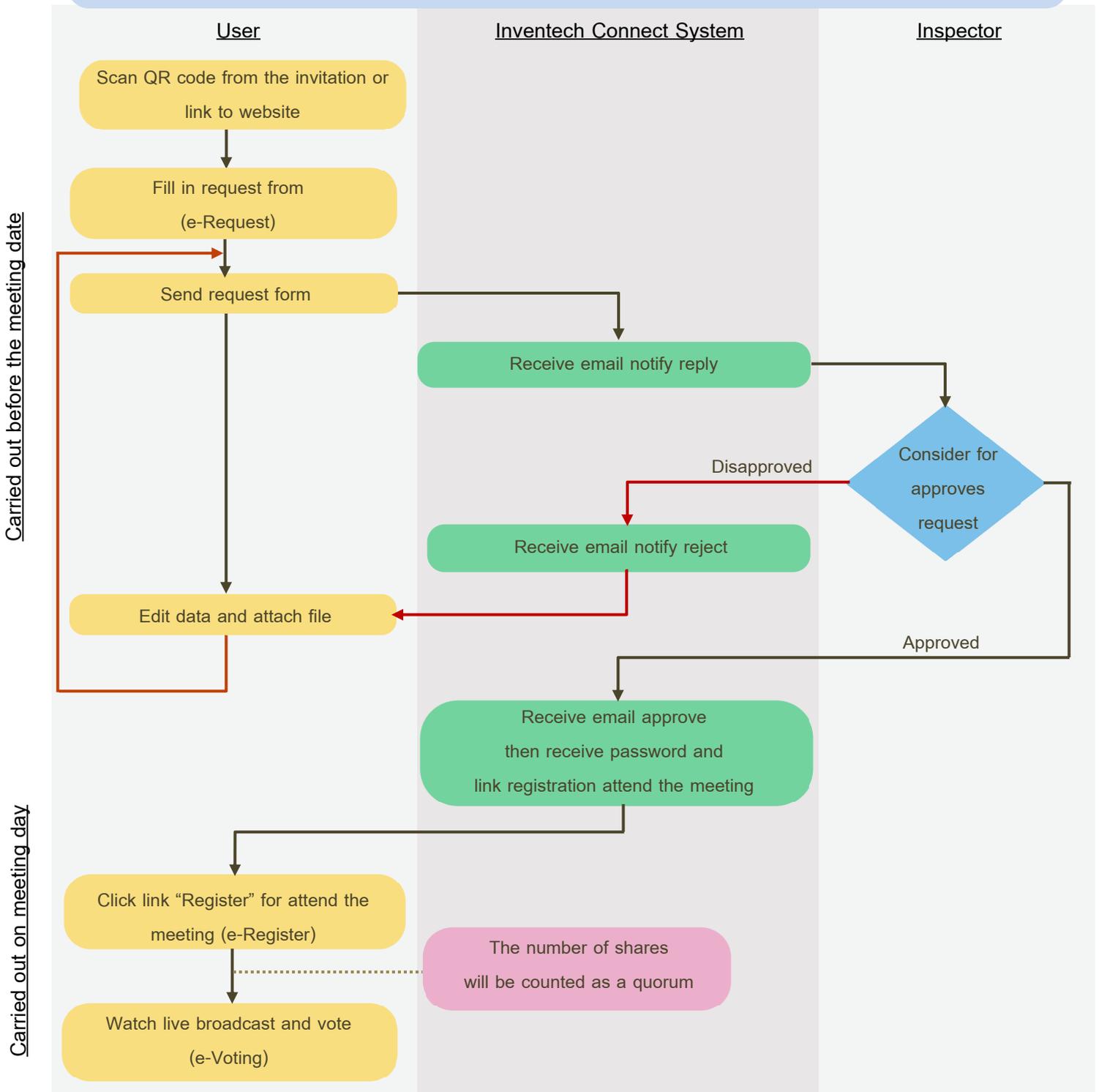
Manual Guidebook for Inventech Connect



Remark: Operation of the electronic conferencing system and Inventech Connect systems will be subject to the shareholder or proxy supporting internet system, including equipment and/or program that can use for best performance. Please use the following equipment and/or program:

1. Internet speed requirements
 - High-Definition Video: Must have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge ** The system does not support internet explorer**.

Guidelines for attending of Electronic Meeting (e-Meeting)



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.

Details of the Independent Directors proposed by the Company to serve as Proxies

Name	Age (years)	Position	Address	Special conflict of interest in the proposed agenda
1. Mr. Numchai Lowattanatakul	70	<ul style="list-style-type: none"> – Independent Director – Chairman of the Corporate Governance and Sustainable Development Committee – Risk Management and Information Security Committee member 	777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13, Debaratna Road (Bangna-Trad) KM.7, Bang Kaeo, Bang Phli, Samut Prakarn, Thailand 10540	Both independent directors don't have any conflict of interest that is different from other director for every agenda item of this AGM.
2. Dr. Luxmon Attapich	52	<ul style="list-style-type: none"> – Independent Director – Audit Committee member – Corporate Governance and Sustainable Development Committee member 		

Remark:

Profiles of the Independent Directors appear in Attachment 1 “Profile of Directors, Executives, Person Taking the Highest Responsibility in Finance and Accounting, Person Supervising Accounting, and Company Secretary” of the Form 56-1 One Report for the year 2025.



Proxy (Form A)

Affix duty stamp of Baht 20

Made at

Date.....Month.....Year.....

(1) I/We.....Nationality.....
residing at No.....Road.....Sub-District.....
District.....Province.....Postal code.....

(2) being a shareholder of WHA Utilities and Power Public Company Limited

holding the total amount of.....shares with the voting rights of.....votes as follows

 ordinary share.....shares with the voting rights of.....votes preferred share.....shares with the voting rights of.....votes

(3) I/we wish to appoint (Please put ✓ in front of only one proxy's name)

1. age:..... years
residing at No.....Road.....Sub-District.....
District.....Province.....Postal code..... or

2. Mr. Numchai Lowattanatakul age 70 years
residing at No. 777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13 Road, Debaratna Road (Bangna-Trad) KM.7
Sub-District ... Bang Kaeo ... District ... Bang Phli ... Province ... Samut Prakarn ... Postal code ... 10540 ... or

3. Dr. Luxmon Attapich age 52 years
residing at No. 777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13 Road, Debaratna Road (Bangna-Trad) KM.7
Sub-District ... Bang Kaeo ... District ... Bang Phli ... Province ... Samut Prakarn ... Postal code ... 10540

as only one of my/our proxy to attend and vote for me/us at the 2026 Annual General Meeting of Shareholders to be held on Wednesday, April 22, 2026 at 2.00 p.m. through Electronic means (E-AGM) or such other date, time and place as may be adjourned.

Any action performed by my/our proxy in the meeting shall be deemed to have been performed by myself/ourselves in all respects.

Signed.....Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks:

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.



Proxy (Form B)

Affix duty
stamp of
Baht 20

Made at

Date.....Month.....Year.....

(1) I/We,.....Nationality.....
residing at No.....Road.....Sub-District.....
District.....Province.....Postal code.....

(2) being a shareholder of WHA Utilities and Power Public Company Limited

holding the total amount of.....shares with the voting rights of.....votes as follows

ordinary share.....shares with the voting rights of.....votes

preferred share.....shares with the voting rights of.....votes

(3) I/we wish to appoint (Please put in front of only one proxy's name)

1. age:..... years

residing at No.....Road.....Sub-District.....

District.....Province.....Postal code..... or

2. Mr. Numchai Lowattanatakul age 70 years

residing at No. 777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13 Road, Debaratna Road (Bangna-Trad) KM.7

Sub-District Bang Kaeo District Bang Phli Province Samut Prakarn Postal code 10540 or

3. Dr. Luxmon Attapich age 52 years

residing at No. 777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13 Road, Debaratna Road (Bangna-Trad) KM.7

Sub-District Bang Kaeo District Bang Phli Province Samut Prakarn Postal code 10540

as only one of my/our proxy to attend and vote for me/us at the 2026 Annual General Meeting of Shareholders to be held on Wednesday, April 22, 2026 at 2.00 p.m. through Electronic means (E-AGM) or such other date, time and place as may be adjourned.

(4) I/We authorise my/our proxy to cast the votes on my/our behalf as follows:

Agenda 1 To acknowledge the Company's 2025 operating performance and the Management Discussion and Analysis (MD&A)

This agenda is for acknowledgment; therefore, no votes shall be cast.

Agenda 2 To consider and approve the Company's Financial Statements for the fiscal year ended December 31, 2025, audited by the Certified Public Accountant

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

- Agenda 3 To consider and approve the net profit allocation and dividend payment for the 2025 performance
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instructions:
- Approve Disapprove Abstain
- Agenda 4 To consider and approve the appointment of the directors to replace the directors who are due to retire by rotation
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instructions:
- To elect directors as a whole
- Approve Disapprove Abstain
- To elect each director individually
- Name of Director 4.1 Prof. Dr. Kamphol Panyagometh
- Approve Disapprove Abstain
- Name of Director 4.2 Dr. Somsak Pratomsrimek
- Approve Disapprove Abstain
- Name of Director 4.3 Mr. Sek Wannamethee
- Approve Disapprove Abstain
- Agenda 5 To consider and approve the directors' remuneration for 2026
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instructions:
- Approve Disapprove Abstain
- Agenda 6 To consider and approve the appointment of auditors and auditor's fee for 2026
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instructions:
- Approve Disapprove Abstain
- Agenda 7 To consider other business (if any)
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instructions:
- Approve Disapprove Abstain

(5) Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) If I/we did not indicate nor clearly specify my/our voting instructions in any agenda or if the meeting considered or resolved any matter other than those stated above, or if there was any change or addition to the factual matters, then the proxy would be entitled to cast the votes on my/our behalf at its own discretion.

Any act or performance caused by the proxy at the above meeting shall be deemed as my/our act and performance in all respects.



Signed.....Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks:

1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In the agenda relating to the appointment of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Supplement to Proxy Form B as enclosed.

Supplement to Proxy Form B

A proxy is granted by a shareholder of WHA Utilities and Power Public Company Limited for the 2026 Annual General Meeting of Shareholders to be held on Wednesday, April 22, 2026 at 2.00 p.m. through Electronic means (E-AGM) or such other date, time and place as may be adjourned.

Agenda no. Subject

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instructions:
 - Approve Disapprove Abstain

Agenda no. Subject

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instructions:
 - Approve Disapprove Abstain

Agenda no. Subject

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instructions:
 - Approve Disapprove Abstain

Agenda no. Subject

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instructions:
 - Approve Disapprove Abstain

Agenda no. Subject

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instructions:
 - Approve Disapprove Abstain

Agenda no. Subject Appointment of Directors (continued)

Name of Director

- Approve Disapprove Abstain



Proxy (Form C)

Affix duty
stamp of
Baht 20

Made at

Date.....Month.....Year.....

(1) I/We.....Nationality.....
residing at No.....Road.....Sub-District.....
District.....Province.....Postal code.....

Acting as the custodian for.....
being a shareholder of WHA Utilities and Power Public Company Limited

holding the total amount of.....shares with the voting rights of.....votes as follows

ordinary share.....shares with the voting rights of.....votes

preferred share.....-.....shares with the voting rights of.....-.....votes

(2) I/we wish to appoint (Please put ✓ in front of only one proxy's name)

1.....age:.....years

residing at No.....Road.....Sub-District.....

District.....Province.....Postal code.....or

2.....Mr. Numchai Lowattanatakul.....age.....70.....years

residing at No. 777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13 Road, Debaratna Road (Bangna-Trad) KM.7

Sub-District.....Bang Kaeo.....District.....Bang Phli.....Province.....Samut Prakarn.....Postal code.....10540.....or

3.....Dr. Luxmon Attapich.....age.....52.....years

residing at No. 777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13 Road, Debaratna Road (Bangna-Trad) KM.7

Sub-District.....Bang Kaeo.....District.....Bang Phli.....Province.....Samut Prakarn.....Postal code.....10540

as only one of my/our proxy to attend and vote for me/us at the 2026 Annual General Meeting of Shareholders to be held on Wednesday, April 22, 2026 at 2.00 p.m. through Electronic means (E-AGM) or such other date, time and place as may be adjourned.

(3) I/We authorise my/our proxy to cast the votes on my/our behalf as follows:

To grant equally all of the number of shares held by me/our and have the rights to vote.

To grant a part of:

ordinary shares in the amount of.....shares and the voting right is.....

preferred shares in the amount of.....-.....shares and the voting right is.....-.....

Total number of voting right is.....

(4) I/We authorise my/our proxy to cast the votes on my/our behalf as follows:

Agenda 1 To acknowledge the Company's 2025 operating performance and the Management Discussion and Analysis (MD&A)

This agenda is for acknowledgment; therefore, no votes shall be cast.

Agenda 2 To consider and approve the Company's Financial Statements for the fiscal year ended December 31, 2025, audited by the Certified Public Accountant

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

Agenda 3 **To consider and approve the net profit allocation and dividend payment for the 2025 performance**

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

Agenda 4 **To consider and approve the appointment of the directors to replace the directors who are due to retire by rotation**

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

To elect directors as a whole

Approve Disapprove Abstain

To elect each director individually

Name of Director 4.1 Prof. Dr. Kamphol Panyagometh

Approve Disapprove Abstain

Name of Director 4.2 Dr. Somsak Pratomsrimek

Approve Disapprove Abstain

Name of Director 4.3 Mr. Sek Wannamethee

Approve Disapprove Abstain

Agenda 5 **To consider and approve the directors' remuneration for 2026**

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

Agenda 6 **To consider and approve the appointment of auditors and auditor's fee for 2026**

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

Agenda 7 **To consider other business (if any)**

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

(5) Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) If I/we did not indicate nor clearly specify my/our voting instructions in any agenda or if the meeting considered or resolved any matter other than those stated above, or if there was any change or addition to the factual matters, then the proxy would be entitled to cast the votes on my/our behalf at its own discretion.

Any act or performance caused by the proxy at the above meeting shall be deemed as my/our act and performance in all respects.



Signed.....Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
 - (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholders.
 - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In the agenda relating to the appointment of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Supplement to Proxy Form C as enclosed.

Supplement to Proxy Form C

A proxy is granted by a shareholder of WHA Utilities and Power Public Company Limited for the 2026 Annual General Meeting of Shareholders to be held on Wednesday, April 22, 2026 at 2.00 p.m. through Electronic means (E-AGM) or such other date, time and place as may be adjourned.

Agenda no. Subject

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instructions:
 - Approve Disapprove Abstain

Agenda no. Subject

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instructions:
 - Approve Disapprove Abstain

Agenda no. Subject

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instructions:
 - Approve Disapprove Abstain

Agenda no. Subject

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instructions:
 - Approve Disapprove Abstain

Agenda no. Subject

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my/our following instructions:
 - Approve Disapprove Abstain

Agenda no. Subject Appointment of Directors (continued)

Name of Director

- Approve Disapprove Abstain

The Company's Articles of Association
(in relation to the Annual General Meeting of Shareholders)

Chapter 1 General

Article 3. Unless otherwise stated herein, the statutory provisions of Public Limited Companies Law, and other laws that enter into force or related to the Company's business operation shall be observed and enforced.

Chapter 5 Board of Directors

Article 17. At the Annual General Meeting of Shareholders, one-third (1/3) of the total number of directors at that time shall retire from office. In case the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall retire from office.

The retiring director may be elected to resume their office.

The directors who shall retire in the first and second year after registering of the Company, shall be decided by drawing. In the following years, the director who is in office for the longest period shall retire.

Article 22. The directors of the company are entitled to receive the remuneration from the company in the form of reward, meeting allowance, gratuity, bonus, or remuneration in other natures as considered and approved by the shareholders' meeting with votes of not less than two-third (2/3) of the total votes of shareholders attending the meeting. The remuneration is possibly be determined in a certain amount or set as specific payment criteria and is possibly be utilized for a certain period or constantly utilized until the shareholders' meeting approve the change thereto. Moreover, the directors of the company are entitled to receive allowances and welfares in accordance with the company's rule.

The statement in the first paragraph shall not affect the rights of the director who is the staff or employee of the company to receive the remuneration and benefit in the position as the staff or employee of the company.

Chapter 6 Shareholders' Meeting

Article 31. The board of directors shall hold the annual general meeting of shareholders within four (4) months from the ending date of the company's accounting year.

A shareholders' meeting apart from the first paragraph shall be called an extraordinary general meeting of shareholders. The board of directors is entitled to hold the extraordinary general meeting of shareholders whenever it deems appropriate.

A shareholder or several shareholders holding shares in the aggregate number of not less ten (10) percent of the total number of shares sold, may, by subscribing their names, make a written request to the board of directors for calling an extraordinary general meeting of shareholders at any time, provided that matters and reasons for calling such meeting shall be clearly specified therein. In such case, the board of directors must cause a meeting of shareholders to be held within forty-five (45) days from the date of receipt the written request from the shareholders.

Article 32. In summoning a shareholders meeting, the Board of Directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting; as well as adequate details that clearly indicate whether such matters are proposed for acknowledgement, approval, or consideration, as the case may be; and the Board's opinions on such matters. The notice shall be sent to the shareholders and the Registrar not less than seven days prior to the date of the meeting and be advertised in a newspaper for three consecutive days, not less than three days prior to the date of the meeting.

Article 32/1. The meeting of shareholders may be arranged through electronic media, which shall comply with the rules and procedures as permitted by law.

Article 33. At a shareholders' meeting, there shall be not less than 25 shareholders and proxies (if any) or not less than half the total number of shareholders holding altogether not less than one-third the total issued shares attending the meeting to constitute a quorum.

If any shareholders' meeting, the number of shareholders attending the meeting does not constitute a quorum within one hour after the appointed time, the meeting shall be cancelled if it was summoned by the requisition of shareholders. If the meeting was not summoned by the requisition of shareholders, another meeting shall be summoned and a notice summoning the meeting shall be sent to the shareholders not less than seven days before the meeting. At such subsequent no quorum shall be necessary.

Article 34. The Chairman of the Board of Directors shall be the Chairman of the shareholders' meeting. In the event that the Chairman is absent or unable to perform his duties, if there exists a Vice-Chairman, he shall preside over the meeting. If there is no Vice-Chairman or if there is but he is unable to perform his duty, the shareholders present shall elect one of them to act as chairman of the meeting.

Article 35. Unless otherwise provide herein, a resolution passed by the Shareholders meeting shall require the following number of votes:

(1) In normal cases, a resolution shall be adopted by the majority votes of shareholders present and voting. In the case of equal voting, the Chairman of the meeting shall have a casting vote.

- (2) In the following cases, a resolution shall be adopted by a vote of not less than three-fourth of the total votes of the Shareholders present and entitled to vote:
- (a) Selling or transferring a whole or a part of the Company's significant businesses to others
 - (b) Buying or be transferred businesses of other companies to be that of the Company's.
 - (c) The execution, amendment or termination of a contract concerning the leasing, in whole or essential part, of the Business; the assignment to another Person of responsibility for the management of the Business of the Company; or the merging of business with profit sharing objectives.
 - (d) Any changes in or amendment to the Corporate Documents
 - (e) Registered Capital Increment or Capital Reduction
 - (f) The amalgamation of the Company
 - (g) The issuance of debentures of the Company
 - (h) The dissolution of the Company
 - (i) Merger and Acquisition

Article 36. The agenda to be transacted at such meeting shall include the following:

- (1) To acknowledge the annual report of the Board of Directors
- (2) To consider and approve the balance sheet
- (3) To consider appropriation of the profit and pay dividend
- (4) To elect Directors in place of those retiring by rotation
- (5) To consider and approve of the Director's remuneration criteria
- (6) To appoint an auditor and remuneration
- (7) Other businesses

Chapter 7 Accounting, Finance and Auditing

Article 37. The fiscal year of the company starts on 1 January and ends on 31 December of every year.

Article 39. The board of directors shall prepare the balance sheet or statement of financial position and profit and loss account as at the ending date of its fiscal year in order to propose the same to the annual general meeting of shareholders for approval. The board of directors shall assign the auditor to complete the audit of the said balance sheet and profit and loss account prior to proposing the same to the shareholders' meeting.

Article 40. The board of directors shall deliver the following documents to the shareholders together with the notice of the annual general meeting of shareholders.

- (1) The copy of balance sheet and profit and loss account audited by the auditor together with auditing report of the auditor; and
- (2) Annual Report of the board of directors and its supporting documents.

Article 41. The auditor shall not be the director, staff, employee, or other office holder of the company.

Article 43. The auditor has the duty to attend the shareholders meeting of the company every time the balance sheet, profit and loss account, and problems pertaining to the company's accounts, are considered in order to make clarification in respect of the audit to the shareholders, and the company shall also send the auditor all reports and documents that the shareholders should receive in that shareholders' meeting.

Chapter 8 Dividend and Capital Reserve Article

Article 44. It is prohibited to make the dividend payment from other type of money other than the profit. In case the company has accumulated losses, the dividend is prohibited to be paid.

The dividend shall be equally divided based on the number of shares, unless the company issues the preferred shares and determines that the dividend which will be received from the preference shares shall be different from the ordinary shares. The dividend payment shall be made as required by the scheduled criteria whereas it shall be approved by the shareholders' meeting.

The board of directors is possible to periodically pay the interim dividend to the shareholders when it views that the company has enough profit to do so. The interim dividend payment shall be reported to the following shareholders' meeting.

The dividend payment shall be made within one (1) month after the date of receiving an approval from the shareholders' meeting or the board of directors' meeting as the case may be. In this regard, the company shall submit a written notice to the shareholders to inform of the dividend payment whereas the dividend payment shall be advertised in the newspaper for three (3) consecutive days as well.

Article 45. The company shall appropriate its annual net profit as capital reserve in the amount of not less than five (5) percent of its annual net profit deducted by the deficit balance brought forward (if any) until the amount of the capital reserve is not less than ten (10) percent of registered capital.

Privacy Notice

for the Annual General Meeting of Shareholders of WHA Utilities and Power Public Company Limited

WHA Utilities and Power Public Company Limited (the “Company”) realizes the importance of respecting the privacy of personal data in accordance with the Privacy Policy pursuant to Personal Data Protection Act, B.E. 2562 (2019). The Company would like to inform the shareholders/proxies, as the data subjects, of the purpose of and necessity in collecting, using and disclosing your personal data, for the benefit of shareholders meeting(s) as follows:

Personal data to be collected, used or disclosed

It is necessary that the Company must collect or obtain various types of your personal data provided by you or by Thailand Securities Depository Company Limited (TSD), as the securities registrar, including but not limited to the following personal data:

- General Personal Data such as name, surname, signature, date/month/year of birth, address, telephone number, email address, nationality, identification card number/passport number, age or data on any similar documents issued by government agencies which can specify personal identity, securities holders number, or evidence of shareholding.
- Sensitive Data such as race, blood type, religion, photo or motion picture from video/audio recording or both video and audio taken at the shareholders meeting.

The identification documents may contain the sensitive data, in this case, you are requested to conceal such sensitive data before submitting to the Company. If such information is not concealed, the Company reserves the right to conceal those sensitive data on the documents received for the purpose of confirming your identification only, and it shall not be considered to constitute the collection of your sensitive data.

Purpose and necessity in collecting, using and disclosing

To comply with laws, in particular, Public Limited Companies law and Securities and Exchange law relevant to the shareholders’ meeting, the Company is obliged to collect, use or disclose the personal data for identification, document transmission, registration, vote counting verification and processing, minutes taking, broadcasting, photographing and video recording as evidence of the meeting, security, including any other necessary purposes relevant to the legitimate interest of the Company, taking into account the fundamental rights of your personal data and to the extent that it is within your reasonable expectation.

Disclosure of personal data

The Company may disclose a part of your personal data, where necessary, to the following persons or authorities:

- governmental authorities, regulators and/or legal enforcement agencies such as court, Ministry of Commerce, the Securities and Exchange Commission, the Stock Exchange of Thailand, the Revenue Department, etc.
- any relevant persons or entities relating to the meeting(s) in accordance with the specified purposes under this privacy notice, such as electronic meeting service provider, etc.

Retention period of personal data

The Company will retain your personal data for a period of time that is appropriate and necessary for each type of personal data subject to the claim limitation or prescription period as required by laws for the above purposes.

Rights of the data subjects

You are entitled to exercise your rights under the Personal Data Protection Act, B.E. 2562 (2019) such as giving consent, withdrawing consent, accessing, obtaining a copy, amending your personal data, objecting the collection or use or disclosure of the personal data, requesting to delete or to destroy or to suspend the use of personal data, etc., subjected to criteria procedures as required by law.

Contact information

Please consider details of the Company's Privacy Policy from the Company's website: <https://www.wha-up.com>.

If you have any questions, please contact our Data Protection Officer at dpo.office@wha-group.com.



WHA UTILITIES AND POWER PUBLIC COMPANY LIMITED

HEAD OFFICE 777 WHA TOWER, 22nd FLOOR, UNIT 2203-2205, MOO 13,
DEBARATNA ROAD (BANGNA-TRAD) KM.7, BANG KAE0, BANG PHLI SAMUT PRAKARN 10540

TEL : (66) 02-719-9559

FAX : (66) 02-719-9558

<https://www.wha-up.com/>

