

Criteria for Shareholders to Propose Agenda and Director Candidate for the Annual General Meeting of Shareholders for the Year 2024

Objective

AEON Thana Sinsap (Thailand) Public Company Limited (the “**Company**”) has recognized the importance of shareholders and fostered good corporate governance with the purpose of ensuring equitable and fair treatment to all shareholders. The Company would like to invite shareholders to propose agenda and director candidate for the Annual General Meeting of Shareholders (“**AGM**”) in advance in accordance with relevant rules and laws.

1. Criteria for proposal of agenda for the Annual General Meeting of Shareholders for the Year 2024

1.1 Qualification of shareholders who wish to propose agenda for the Annual General Meeting of Shareholders

Being either one shareholder or combined shareholders who have hold shares and had the right to vote at least 5 percent of the total number of voting rights of the Company continuously for at least 1 year by the date when the agenda is proposed and being eligible for attending AGM of the year in which the agenda is proposed.

1.2 Matters to be proposed as agenda for AGM

The Company reserves its right not to include the following matters as the AGM agenda:

- Matter that violates applicable laws, rules and regulations of government agencies or other governing agencies or is not in compliance with the Objectives, Articles of Association, or business ethics;
- Matter that is beneficial solely to certain specific persons or group of persons;
- Matter that is in the Company’s ordinary course of business or under the managerial power of the Board of Directors, where the fact does not indicate any reasonable ground to suspect irregularity of such matter;
- Matter that is beyond authority of the Company;
- Matter that is not beneficial to the Company and shareholders in general;
- Matter that the Company has already implemented;
- Matter that is proposed by the shareholder who is not qualified under 1.1 or the shareholder provides incomplete, insufficient, vague or incorrect information or supporting evidence and the shareholders proposing that matter are unreachable, or delayed submission;
- Matters relating to laws and other regulations in relation to listed company’s director qualifications;
- Other matters that the Board of Directors deems inappropriate or unnecessary to place on the agenda; and
- Any other matters so prescribed by the Securities and Exchange Commission, the Capital Market Supervisory Board or other related regulators

1.3 Supporting documents for AGM agenda proposal

- Documents as per the remark in Attachment 1;
- Additional supporting documents for the consideration of the Board of Directors as determined or requested by the Company.

2. Criteria for proposal of director candidate

2.1 Qualification of shareholders who wish to propose director candidate for the Annual General Meeting of Shareholders for the Year 2024

Being either one shareholder or combined shareholders who have hold shares and had the right to vote at least 5 percent of the total number of the voting rights of the Company continuously for at least 1 year by the date when the director candidate is proposed and being eligible for attending AGM of the year in which the director candidate is proposed.

2.2 Required and prohibited qualifications of the director candidate

The director candidate shall possess required qualifications and have none of prohibited qualifications as prescribed by laws and regulations as follows:

- The Public Limited Companies Act B.E. 2535 (1992);
- The Securities and Exchange Act B.E. 2535 (1992);
- Notification of the Capital Market Supervisory Board;
- Director qualifications under notifications of other regulatory agencies, ministerial regulations and relevant laws and regulations; and
- The Company's Articles of Association

2.3 Supporting documents for director candidate proposal

- Copy of valid National ID card;
- Copy of household registration;
- Certificate of employment;
- Copy of valid passport (for foreigners);
- Documents or evidences proving current status of accusation or litigation from related agencies such as government authorities, former or current employer (if any);
- Result of criminal record check issued by the Criminal Records Division, the Royal Thai Police; and
- Other useful fact or information for proofing qualification (if any).

Procedures for shareholders to propose AGM agenda and director candidate

(1) The shareholder who possesses all required qualifications as specified in 1.1 and/or 2.1 must prepare a proposal document to add an agenda for the AGM to the Board of Directors by filling out the **Proposal of the Agenda Form** (Attachment 1) and/or **Director Candidate Nomination Form** (Attachment 2), and submit the completed original Form and its supporting documents via registered mail to the Company.

- (2) In case of combined shareholders where each possessing required qualifications under 1.1 and/or 2.1, each shareholder must fill out the **Proposal of the Agenda Form** (Attachment 1) and/or **Director Candidate Nomination Form** (Attachment 2). Then, the Forms and their supporting documents of all related shareholders packed in a single completed set must be submitted via registered mail to the Company.
- (3) In case of either one or combined shareholders where each possessing required qualifications under 1.1 and/or 2.1 wishes to propose more than 1 agenda and/or director candidate, each shareholder must fill out the **Proposal of the Agenda Form** (Attachment 1) and/or **Director Candidate Nomination Form** (Attachment 2), 1 Form per 1 AGM agenda/director candidate. Then, the Forms and their supporting documents of all related shareholders packed in a single completed set must be submitted via registered mail to the Company.
- (4) The Board of Directors shall consider the proposed meeting agenda and/or director candidate. The approved meeting agenda and/or director candidate will be included as agenda of the AGM, together with the Board of Directors' opinion and published in the AGM notice. For the proposal disapproved by the Board of Directors, the Company shall inform the disapproval with reason at the AGM.
- (5) Any proposal with incomplete or incorrect information will be informed to the shareholders within **March 20, 2024** and the shareholder must correct and re-submit to the Company **within March 31, 2024**. Failure to do so shall be deemed as no proposal nor nomination.

Documents submission period within November 30, 2023 to February 29, 2024 as below to the following address

Company Secretary Department
AEON THANA SINSAP (THAILAND) PUBLIC COMPANY LIMITED
388 EXCHANGE TOWER, FLOOR 27, SUKHUMVIT ROAD,
KHLONGTOEY, KHLONGTOEY, BANGKOK, THAILAND 10110

Proposal of the AGM Agenda Form**AEON Thana Sinsap (Thailand) Public Company Limited**

1. Annual General Meeting of Shareholders for the Year _____
2. Date_____
3. Name-Surname of Shareholder _____
Address/Phone number/E-mail _____

4. Holding Shares of AEON Thana Sinsap (Thailand) Public Company Limited (“the **Company**”) _____ shares from _____ to _____ (date)
5. Proposed Agenda

Objectives For Consideration and Approval For Acknowledgement
6. Facts and Reasons _____

7. Additional Supporting Documents _____

I/We hereby certify that the above information and all enclosed supporting documents are accurate, complete and true in every respect. I/We consent to the Company to collect, use and disclose such information or documents for the purpose of proposing matters to be included in the shareholders meeting agenda. In witness whereof, I/we hereby affix my/our signature.

(Signed) _____ Shareholder

(_____)

Date _____

Remark:

1. Shareholder must enclose evidence of shareholding, such as the certificate of shares or any other certificates from Thailand Securities Depository Co., Ltd., the Stock Exchange of Thailand or custodian certified true copies;
2. Shareholder must enclose identification document:
 - Individual shareholder - a copy of valid National ID card/passport (in case of foreigners), certified true copies;
 - Corporate shareholder - a copy of the company’s affidavit which is issued no longer than 3 months prior to the submission date and a copy of valid National ID card or passport (in case of foreigners) of authorized signatories who sign this Form, certified true copies.

Director Candidate Nomination Form**AEON Thana Sinsap (Thailand) Public Company Limited**

1. Annual General Meeting of Shareholders for the Year _____
2. Date _____
3. Name-Surname of Shareholder _____
 Address/Phone number/E-mail _____

4. Holding Shares of AEON Thana Sinsap (Thailand) Public Company Limited ("the Company") _____ shares from _____ to _____ (date)

5. I/We would like to nominate (Mr./Mrs./Miss) _____ aged _____ years old, who is fully qualified and not possessing any prohibited qualifications in accordance with the criteria of the Company and applicable laws and regulations to be Director of the Company. The director candidate has signed below as evidence of his/her consent to the nomination, enclosed by Application for Director Candidate, curriculum vitae of the director candidate and other supporting documents which contain his/her educational background and work experiences, certified true copies on every page.

I/We hereby certify that the above information and all enclosed supporting documents are accurate, complete and true in every respect. I/We consent the Company to collect, use and disclose such information or documents for the purpose of proposing matters to be included in the shareholders meeting agenda. In witness whereof, I/we hereby affix my/our signature.

(Signed) _____ Shareholder

(_____)

Date _____

6. I (Mr./Mrs./Miss) _____, the director candidate, hereby acknowledge and consent to this nomination. I certify that I am fully qualified with no prohibited qualifications according to the criteria of the Company and that all enclosures are correct and complete in every respect. I consent to collect, use and disclose such information and document for the purpose of director candidate nomination. In witness whereof, I affix my signature.

(Signed) _____ Director Candidate

(_____)

Date _____

Remark:

1. Shareholder must enclose evidence of shareholding, such as the certificate of shares or any other certificates from Thailand Securities Depository Co., Ltd., the Stock Exchange of Thailand or custodian, certified true copies;
2. Shareholder must enclose identification document:
 - Individual shareholder - a copy of valid National ID card/passport (in case of foreigners), certified true copies;
 - Corporate shareholder - a copy of the company's affidavit which is issued no longer than 3 months prior to the submission date and a copy of valid National ID card or passport (in case of foreigners) of authorized signatories who sign this Form, certified true copies;

Application for Director Candidate**AEON Thana Sinsap (Thailand) Public Company Limited**

1. Name-Surname (In Thai) (Mr./Mrs./Miss): _____
 Name-Surname (In English) (Mr./Mrs./Miss): _____
2. Nationality: _____
 [] National ID card
 [] Passport (in the case of foreigner)
 National ID card No. _____ Date of expiry _____
 (Please attach a copy of national ID card or passport, certified true copies)
3. Date of Birth: _____ Age: _____ years old
4. Marital Status: single divorced married
 Name of Spouse _____ Age _____ years old.
 Date of birth (dd/mm/yyyy) _____
 Number of children _____ (if any) as follows
 1. _____ Date of Birth (dd/mm/yyyy) _____
 2. _____ Date of Birth (dd/mm/yyyy) _____
 3. _____ Date of Birth (dd/mm/yyyy) _____
5. Contactable Address:

 Telephone number _____ E-mail _____
6. Number of shares held in AEON Thana Sinsap (Thailand) Public Company Limited
 I hold _____ shares, as at _____
 Spouse hold _____ shares, as at _____
 Child (minor) hold _____ shares, as at _____

7. Education (Please enclose your educational evidence)

From - To (Year)	Institute	Degree	Major

8. Attendance in Training or Seminar Course organized by Thai Institute of Directors (IOD)

<u>Training/Seminar Course</u>	<u>Year</u>
<input type="checkbox"/> Director Certification Program (DCP)	_____
<input type="checkbox"/> Director Accreditation Program (DAP)	_____
<input type="checkbox"/> Audit Committee Program (ACP)	_____
<input type="checkbox"/> The Role of Chairman (RCM)	_____
<input type="checkbox"/> Finance for Non-Finance Director (FN)	_____
<input type="checkbox"/> Others _____	_____

9. Work experiences up to present (during the past 5 years)

From - To (Year)	Company	Position	Type of Business

10. Position in other listed company or non-listed company

Company	Position	% Shares held

11. Record of lawsuits

Court	Status (Plaintiff/Defendant /Claimant)	Type (Civil/Criminal / Bankruptcy)	Offense/ Charge	Monetary Value Claims	Outcome

12. Having direct and/or indirect interests in or transactions with the parent company, subsidiaries, associated companies and/or related companies of the Company (Please clearly specify nature of the transactions and characteristics of such interests, including transaction value)

13. Shareholding, being a partner in a partnership, or being a director of a company which operates the same nature of business, and is in competition with the business of the Company (Please specify the partnership name/company name/number of shares held in percentage of their registered capital and type of business)
