

Criteria and guidelines on the rights of shareholders to propose an agenda and nominate a qualified candidate for company directorship for the 2024 annual general meeting of shareholders

1. Objectives

The Company's shareholders are assured of their rights to receive the equitable and fairness treatment following the good corporate governance regulations. Thus, the Company's Board of Directors take this opportunity to encourage the participation of the shareholders in the shareholders' meeting with the right to propose an agenda and nominate a qualified candidate for company directorship in advance according to the company's criteria and guidelines.

2. Criteria and guidelines

2.1 Qualifications of shareholders

2.1.1 The shareholders who wish to propose an agenda for the annual general meeting of shareholders

Being the shareholder of the company on the date of proposing agenda can be either one shareholder or combined shareholders with holding shares not less than 1% of total voting rights of the company.

2.1.2 The shareholders who wish to nominate a qualified candidate for company directorship for the annual general meeting of shareholders must possess the qualifications according to the criteria as follows:

Being the shareholder of the company on the date of proposing nominate a qualified candidate for being the company directorship which can be either one shareholder or combined shareholders with holding shares not less than 5% of total voting rights of the company

2.1.3 Having the evidence of shares' held such as copies of share certificate or copies of the certificate of shares held issued by a securities company or any other certificates from the Stock Exchange of Thailand (SET) or the Thailand Securities Depository Co., Ltd.

2.2 The proposal period

The shareholders may propose an agenda and nominate a qualified candidate for company directorship for the annual general meeting of shareholders from 2 NOVEMBER until 31 January 2024 to the following address.

Company Secretary Department :

Infraset Public Company Limited
165/37-39 Ram Intra Road, Anusawari,
Bang Khen, Bangkok 10220

2.3 The proposal procedure

The shareholders who possess qualifications according to 2.1.1 can:

- **Proposing an agenda for the annual general meeting of shareholders:** The shareholders who wish to propose an agenda for the annual general meeting of shareholders must complete the form “Form for proposing an agenda for the 2024 annual general meeting of shareholders” ([Form A](#)). In case many shareholders have unified to propose an agenda, all shareholders must fill [Form A](#) completely, then gather each of those [Form A](#) together into one set to propose unofficially to the Company through e-mail address at info@infraset.co.th or via fax no. 02-092-7448 before sending the original proposal [Form A](#) together with other supporting documents to the Company within **31 January 2024** (in case of mail, the date of receipt stamp at the destination post office must not exceed such time limit) at the address below.

The shareholders who possess qualifications according to 2.1.2 CAN:

- **Nomination a qualified candidate for company directorship:** The shareholders who wish to nominate a qualified candidate for company directorship must complete the form “Form for nominating a qualified candidate for company directorship for 2024 annual general meeting of shareholders” ([Form B](#)) and the director nominee must fill the form “Information of the nominated person to be a candidate for company directorship” ([Form C](#)). In case many shareholders have unified to nominate a candidate for company directorship, all shareholders must fill [Form B](#) completely, then gather each of those [Form B](#), [Form C](#) together into one set to propose unofficially to the Company through e-mail address at info@infraset.co.th or via fax no. 02-092-7448 before sending the original proposal [Form B](#), [Form C](#) together with other supporting documents to the Company within **31 January 2024** (in case of mail, the date of receipt stamp at the destination post office must not exceed such time limit) at the address below.

2.4 Required documents with the proposal form

Required documents for the shareholders who wish to submit the proposal:

- The evidence of shares held such as copies of share certificates with certified true copy or copies of the certificate of shares held issued by a securities company or any other certificates from the Stock Exchange of Thailand (SET) or the Thailand Securities Depository Co., Ltd (TSD).
- In case shareholders are individual, the copy of identification card / passport (in case of non-Thai nationality) must be enclosed and certified true copies by the shareholder.
- In case shareholders are juristic persons, the copy of the company’s affidavit and copy of identification card / passport (in case of non-Thai nationality) of authorized director must be enclosed and certified true copies by such director.
- In case shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy by the shareholder.

Required documents for the nomination of a qualified candidate for company directorship:

- A certified true copy of identification card/passport (in case of non-Thai nationality) 1 set
- A certified true copy of census registration 1 set
- A certified true copy of educational background 1 set
- A certified true copy of training and seminar certifications 1 set
- Photograph (1 inch or 2 inches) 1 photo
- Other relevant information for consideration (if any)

3. Consideration procedure

3.1 Criteria for proposing an agenda

The Company reserves its right **NOT TO INCLUDE** the following matters as the shareholders' meeting agenda:

1. Matters defined in Section 89/28, Paragraph 2 of the Securities and Exchange Act (No.4) B.E.2551 which are as follows:
 - 1.1 Matter that does not comply with the rules as specified in the first paragraph (Qualifications of shareholders to be proposed in 2.1.1 and 2.1.2)
 - 1.2 Matter that is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter
 - 1.3 Matter that is beyond the Company's power to produce the purposed result
 - 1.4 Matter that was submitted to the shareholders' meeting for its consideration within the previous 12 months and received the supporting votes of less than 10% of the total number of the voting rights of the Company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting
 - 1.5 Any other cases as specified in the notification of the Capital Market Supervisory Board
2. Matters that violate the law, rules, regulations of government agencies or other governing agencies, or that are not complied with the objectives, the Articles of Association, the shareholders' resolutions and good corporate governance of the Company
3. Matters proposed by shareholders who are not qualified or do not follow the procedures set forth by the Company in the qualifications of the shareholder who will have the rights to propose the agenda or nominate the director or not able to contact those shareholders
4. Matters that the Board deems unnecessary to be included in the agenda or matters that the Company has already operated or matters under the authority of the Board of Directors unless they cause significant effects on the shareholders in general
5. Matters that are beneficial to specific person or group or matters unlike to benefit the Company or may cause significant effects on the shareholders in general

3.2 Criteria for nominate a qualified candidate for being the company directorship

The Qualifications of the nominated candidate for the company directorship;

1. Must not be a person who is nominated by shareholders who are not qualified or do not follow the procedures set forth by the Company in the qualifications of the shareholder who will have the rights to propose the agenda or nominate the director or not able to contact those shareholders.
2. Must not be a person with prohibited qualifications as stated in Securities and Exchange Act, Public Company Limited Act, Derivatives Act, and others concerned Act.
3. Must not be a person with prohibited qualifications as stated in the notification or rules and regulations of the Securities and Exchange Commission or Capital Market Supervisory Board or the Stock Exchange of Thailand.
4. Having the qualifications according to the Company's rules and regulations and the Company's independent director qualifications
5. Having suitable knowledge, abilities, skill, expertise and experience to help manage the Company's business

4. The Company's operations after receiving the proposal form

4.1 The Company's operations after receiving the form for agenda proposing for the shareholders' meeting;

- The proposal from the shareholders shall be considered in the Board of Directors' meeting
- The proposal approved by the Board will be included in the agenda of the shareholders' meeting with the notification that the matter is proposed by the shareholder.
- For the proposal disapproved by the Board, the Company will announce to all shareholders formally in the shareholders' meeting. [The Company's determination shall be considered final.](#)

4.2 The Company's operations after receiving the form for nominating a qualified candidate for company directorship;

The company secretary will submit the proposal to the Nomination Committee for considering and give their recommendations to the Board of Directors. The director nominee who is approved by the Board will be proposed to the shareholders' meeting for considering. [The Company's determination shall be considered final.](#)