

Sappe Public Company Limited

Criteria for Shareholders to Propose Agenda in the 2023 Annual General Shareholders' Meeting and Nomination of Candidates for the Director Election.

As Sappe Public Company Limited recognizes the importance of rights and equitable treatment of all shareholders in compliance with corporate governance principles, the company provides opportunities for the shareholders to propose agenda in advance of the 2023 Annual General Shareholders' Meeting (AGM), and to nominate potential and qualified candidates for the company's director election.

1. Qualification of shareholders

Shareholders eligible to propose agenda and nominate candidates for the company's directors must hold the following qualifications.

- 1.1 Being the company's shareholder who holds a minimum share of at least 5 percent of the total shares with voting rights. The shareholders shall submit the proposal, either by one or several shareholders combined, to the company's directors to the issues in the Annual General Meeting agenda. The proposal must indicate that the proposed issues are submitted for acknowledgement, consideration or approval. Relevant fact, rationale and supplementary documents are also required in the submission.
- 1.2 Being the company's shareholder on the date that the proposed agenda is submitted to the directors for inclusion in the AGM, or on the date of the director nomination.
- 1.3 Present evidence of shareholding as affirmation to the company, for instance, a copy of a share certificate, a certificate of shares issued by securities companies, or evidence of the total shares from Thailand Securities Depository Co., Ltd.

2. Criteria for proposals

- **Submission of agenda in the Annual General Meeting:** The shareholders are required to indicate objectives and details of the issues in the proposal as well as useful information for consideration.
- **Nomination of director candidates:** The shareholders are required to provide background details and supporting information of the candidates as well as their consents. The nominated candidates must hold qualifications required by the Public Limited Companies Act B.E. 2535 (1992) and the Securities and Exchange Act B.E. 2535 (1992), as well as regulations of the Securities and Exchange Commission, the Capital Market Supervisory Board, the Stock Exchange of Thailand and additional qualifications under the company's regulations. In addition, the nominated candidate must hold relevant knowledge, expertise and experience

to suitably boost the company's businesses. The candidate is also required to have good working experience, be independent, perform duty with honesty, adhere to morals and ethics, and be able to attend the directors' meeting regularly.

3. The company reserves its right not to include the following matters in the meeting agenda.

- 3.1 A proposal which is related to the ordinary business operation of the company and the fact, claimed by the shareholder, does not indicate any ground to suspect an irregularity of the matter.
- 3.2 A proposal which is beyond the scope of objectives or beyond the authority of the company.
- 3.3 A proposal which is stipulated by law for consideration in the Annual General Shareholders' Meeting, and the company includes it in all AGMs.
- 3.4 A proposal which is not useful to the company's operation.
- 3.5 A proposal that violates the relevant laws, declarations, rules and regulations of government agencies or the company's regulators, or a proposal which is not in line with the objectives, regulations, the AGM resolutions and corporate governance of the company.
- 3.6 A proposal with incomplete or inaccurate information from the shareholder or a case of requesting for additional information but the company cannot reach the shareholder who proposed the agenda.
- 3.7 A proposal which was submitted to the shareholders' meeting for consideration within the past 12 months and received supporting votes of less than 10 percent of the total shares with voting rights, and the fact in such a matter has not changed significantly, as well as a proposal carried out by the company and duplicates with the previous matters.
- 3.8 The shareholder fails to comply with regulations of the company in proposing agenda ahead of the Annual General Meeting.

4. Consideration procedure

The secretary will compile proposals of agenda and/or director nominations proposed by the shareholders and present them to the company's independent committee for preliminary scrutiny before further submitting them to the Board of Directors for consideration. The result of consideration will be resolved by opinions and subsequently is included in the approved agenda in the Annual General Meeting.

The company reserves its rights to consider only complete forms together with adequate supplementary documents and submission under the required regulations. In case that the Board of Directors agreed not to include the proposed agenda and/or the nominated candidates for directorship in the Annual General Meeting, the company will explain it to the shareholders at the upcoming 2022 AGM.

5. Submission period

From 4 October, 2022 – 2 December, 2022.

6. Supplementary documents for the agenda proposal in the Annual General Meeting and/or nomination of candidates for director election form.

6.1 The shareholder is required to submit original form of the agenda proposal and/or nomination of director candidate form signed by the shareholder (all forms are available to download at www.sappe.com), along with the following documents for consideration.

6.1.1 Evidence of the company's shareholding which covers a certificate from securities companies or additional documents from Thailand Securities Depository Co., Ltd., or the Stock Exchange of Thailand, or custodians. The shareholder is required to show the total shares or a copy of a share certificate, and all documents must be signed by the shareholder as certified true copies.

6.1.2 Document of Identity

1) **Natural Person:** A certified true copy of an identification card or a passport (for non-resident) of the shareholder.

2) **Juristic Person:** A certified true copy of the affidavit issued by the Ministry of Commerce within 3 months and an identification card or a passport (for non-resident) of the authorized director.

6.1.3 A letter of consent from the nominated candidate and certified true copies of relevant documents, including a photo, copies of educational certificates and training, working experience and evidence of the company's shares held by the shareholder (only for nomination of candidate for director election).

6.2 Submit the documents under criteria 6.1 through registered mail to the following address by 2 December, 2022.

Corporate Secretary

Sappe Public Company Limited

71 SP Arcade Building. Ramkhamhaeng Road,

Huamark, Bang Kapi, Bangkok 10240