



Criteria for shareholders to propose agenda for the Annual General Meeting of Shareholders and nominate persons to be elected as directors in advance for the Annual General Meeting of Shareholders of Sansiri Public Company Limited

Objective

To promote the rights of shareholders and to treat all shareholders equally and equitably in accordance with the principles of good corporate governance, Sansiri Public Company Limited (the “Company”) therefore has opened the opportunity and set clear criteria for shareholders to propose matters for inclusion in the meeting agenda and nominate persons to be elected as the Company’s directors in advance for the Annual General Meeting of Shareholders each year to help screen the meeting agendas that are truly beneficial to the Company’s business operations and select persons qualified for the Nomination and Compensation Committee to consider and give opinions to the Board of Directors.

Criteria

1. Qualifications of Shareholders

Shareholders who have the rights to propose matters to be included in the agenda of the Annual General Meeting of Shareholders or nominate a person for be elected as a director of the Company must have the following qualifications:

- 1.1 Be a shareholder of the Company, either a single shareholder or a group of shareholders
- 1.2 Hold shares and voting rights altogether not less than 5% of the total number of voting rights of the Company
- 1.3 Hold shares on the date of proposing matters for inclusion in the meeting agenda or nomination of directors and must hold shares on record date to determine the right of the shareholders to attend the AGM of that year.

2. Proposal of matters to be included in the agenda of the meeting

2.1 Matters not included in the meeting agenda

In order to conduct the meeting efficiently, the Company reserves the rights not to include the following matters as the meeting agenda:

- (1) Matters on normal business operations of the Company and facts asserted by the shareholders which do not present reasonable grounds for suspicion as to the unusualness of such matters
- (2) Matters beyond the Company’s power to proceed
- (3) Matters previously proposed to the shareholders’ meeting for consideration during the past 12 months and supported by votes of less than 10% of the total number of shares with voting rights, in the event that the facts of such matters have not changed significantly
- (4) Matters for the benefit of a particular person or group of people
- (5) Matters proposed by unqualified shareholders or incomplete, insufficient information/documentation or failure to submit within the specified time
- (6) Matters not beneficial to the Company’s operations



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(7) Matters proposed or supporting evidence for the shareholders' proposal which contains inaccurate statements or ambiguous messages

(8) Matters under management authority of the Company, unless a case causing significant troubles/damages to all shareholders

(9) Matters against the laws, official regulations, or regulatory agencies, or related agencies, or not in compliance with the Company's purposes, articles of association of the Company, and business ethics

(10) Matters required by the laws to be considered at the shareholders' meeting and set as the Company's agenda in every meeting

(11) Matters which have already been operated by the Company

(12) Matters which are duplicated to those having been previously presented

2.2 Process of consideration

(1) Shareholders fully qualified according to item 1 of this criteria can propose matters to be included in the meeting agenda by completing the "[Proposal Form for matters at Shareholders' General Meeting Agenda](#)," together with relevant documents and evidence completely and accurately. It is also required to clearly state whether such matters to be proposed are for acknowledgment, consideration, or approval (depending on each case), which may be informed informally via the Email: CompanySecretary@sansiri.com with submission of original documents to the Company by January 31 of every year or within other periods announced by the Company (depending on each case) by sending registered mail to the following address:

**The Company's Secretary Office (SO)
Sansiri Public Company Limited
No. 59, Siri Campus Building, Soi Rim Klong Prakanong
Phra Khanong Nuea Sub-District, Watthana District
Bangkok 10110**

(2) In case of a group of shareholders with complete qualifications under No. 1 of this criteria, they can propose the meeting agendas to the Board of Directors by filling the "[Proposal Form for matters at Shareholders' General Meeting Agenda](#)" with their signatures as evidence. The form must be collected and sent as one set of documents to the Company. Alternatively, the matters may be submitted informally prior to the sending of original documents according to the means in (1) as mentioned above.

(3) In case one shareholder or a group of shareholders has complete qualifications under No. 1 of this criteria and wishes to propose more than one agenda, they must prepare the "[Proposal Form for matters at Shareholders' General Meeting Agenda](#)," one form per one agenda, together with their signatures as evidence, or may submit the matters informally prior to the sending of original documents according to the means in (1) as mentioned above.



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(4) The Company's secretary initially screens the matters before presenting to the Board of Directors. If shareholders provide incomplete or incorrect information, the Company's secretary shall inform the shareholders. The shareholders are then required to make corrections and send them to the Company's secretary by January 31 of every year or within other periods announced by the Company (depending on each case).

The Board of Directors shall consider the appropriateness of the agenda proposed by shareholders which must not be in the items of No. 2.1 (1) – (12) unless the Board of Directors shall consider as others.

(5) Matters approved by the Board of Directors shall be included in the meeting agenda of the Annual General Meeting of Shareholders, along with the opinions of the Board of Directors.

The decision of the Board of Directors is considered final. For any matters not approved by the Board of Directors, the Company shall inform the shareholders on the date of the Company's Annual General Meeting of Shareholders.

3. Nomination of directors

3.1 Qualifications and prohibited characteristics of persons nominated for Directors

(1) Possess complete qualifications without prohibited characteristics under the laws on public limited companies, Securities and Exchange, including other laws, announcements, regulations, or relevant criteria, as well as the Company's principles of good corporate governance.

(2) Have appropriate knowledge, ability, and experience in managing the Company with honesty and ethics in business operations and dedicate sufficient time for knowledge and competence to perform duties for the Company.

(3) Do not have any conflicts of interest with the Company.

(4) A director can hold the position in no more than five other listed companies.

In case of being a director in such other listed companies, this must not be an obstacle to the performance of duties as the Company's director.

3.2 Process of consideration

(1) Shareholders fully qualified according to item 1 of this criteria can nominate persons to be elected as a director of the Company by completing the [“Proposal Form to nominate a person to be elected as a director of the Company in the Annual General Meeting of Shareholders,”](#) together with relevant documents and evidence completely and accurately. This may be informed informally via the Email: CompanySecretary@sansiri.com with submission of original documents to the Company by January 31 of every year or within other periods announced by the Company (depending on each case) by sending registered mail to the following address:



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(2) In the case of a group of shareholders with complete qualifications under No. 1 of this criteria, they can nominate persons to be a director by filling the "[Proposal Form to nominate a person to be elected as a director of the Company in the Annual General Meeting of Shareholders](#)" with their signatures as evidence. The form must be collected and sent as one set of documents to the Company. Alternatively, the matter may be submitted informally prior to the sending of original documents according to the means in (1) as mentioned above.

(3) In case one shareholder or a group of shareholders has complete qualifications under No. 1 of this criteria and wishes to nominate more than one person, they must prepare the "[Proposal Form to nominate a person to be elected as a director of the Company in the Annual General Meeting of Shareholders](#)," one form per one director, together with their signatures as evidence, or may submit the matter informally prior to the sending of original documents according to the means in (1) as mentioned above.

(4) The Company's secretary initially screens the matters before presenting to the Nomination and Compensation Committee. If shareholders provide incomplete or incorrect information, the Company's secretary shall inform the shareholders. The shareholders are then required to make corrections and send them to the Company's secretary by January 31 of every year or within other periods announced by the Company (depending on each case).

(5) The Nomination and Compensation Committee shall consider the suitability of the nominated persons to present to the Board of Directors.

(6) Persons approved by the Board of Directors shall be included in the agenda for the election of the Company's director of the annual general meeting of shareholders, along with the opinions of the Board of Directors.

The decision of the Board of Directors is considered final. For persons not approved by the Board of Directors, the Company shall inform the reasons to shareholders on the date of the Company's Annual General Meeting of Shareholders.