



(Translation)

PrukSA Holding Public Company Limited (the “Company”)

**Criteria and Conditions for Minority Shareholders to Exercise the Right  
in Proposing an Agenda Item to the Company’s Annual General Meeting of  
Shareholders and Nominating a Person for Election as a Company Director at  
the Company’s Annual General Meeting of Shareholders in Advance**

**Clause 1 Shareholder’s qualifications**

A shareholder proposing an agenda item and/or nominating a person for election as a company director shall have the following qualifications:

1.1 Being a shareholder of the Company, either one shareholder or several shareholders combined

1.2 Having the number of shares held by either one shareholder or several shareholders combined not less than 2,000,000 shares on the date of proposing an agenda item and/or nominating a person for election as a director.

**Clause 2 Proposing an agenda item**

2.1 Matters not eligible for including in the agenda

- (1) Matters in contradiction to laws, notifications, rules and regulations of government agencies or inconsistent with the Company’s objectives, articles of association, shareholders’ resolutions, or good governance policies
- (2) Matters beneficial to only particular persons or groups of persons and clearly not useful to the Company
- (3) Matters being within the scope of the Board of Directors’ management powers, except the case that may cause significant damage to the Company and/or shareholders as a whole

- (4) Matters that the Company has already implemented or started to implement
- (5) Matters being outside the Company's objectives or beyond the Company's powers to implement
- (6) Matters for which the shareholders provide incomplete or incorrect information or cannot be contacted
- (7) Matters proposed by a shareholder who is not fully qualified under Clause 1

## 2.2 Procedures for consideration

(1) The shareholder with full qualifications in Clause 1 shall prepare a letter proposing an agenda item to the Board of Directors as follows:

- A. The original of "Form for Agenda Item Submission to the Shareholders' Annual General Meeting (Form A)" ("Form A") which is completely filled with signature affixed;
- B. Evidence of shareholding i.e., a certificate from a security company or other documents from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand; and
- C. Additional documents that may be useful for the consideration of the Board of Directors (if any)

(2) **In case of a group of several shareholders** with full qualifications under Clause 1

- A. The first shareholder shall complete Form A with the signature affixed as evidence;
- B. the second shareholder and onward shall complete only part (1) and part (2) of Form A with the signature affixed as evidence; and
- C. Collecting Form and evidence of shareholding, together with additional documents (if any) of every shareholder, to be put in one set for submission to the Board of Director

(3) In case of **proposing more than one agenda item**, the shareholder shall prepare one Form A for one agenda item, with the signature affixed as evidence in all the documents.

(4) The shareholder shall submit the original documents to the Company's address as designated in Clause 4 **within 31 January 2024**

(5) The matter approved by the Board of Directors shall be included as an agenda item in the letter inviting the shareholders to the Annual General Meeting of Shareholders, together with the Board of Directors' opinion. The Company would quickly notify the shareholder of the matters approved and not approved by the Board of Directors after its meeting.

The shareholder or the representative of the group of shareholders who propose the agenda item that is included as an agenda item should attend the Annual General Meeting of Shareholders.

### **Clause 3 Nominating a person for election as a director**

#### 3.1 Qualifications of a director

The person nominated for election as a director shall have the following qualifications:

(1) A company director shall have full qualifications according to the law on public companies limited and other related laws as well as the notifications of the Office of Securities and Exchange Commission.

(2) A company director shall be a person of knowledge, ability, integrity, business ethics and adequate time to perform duties for the Company.

(3) An independent director shall have qualifications on independence as specified by the Company and in line with the Notification of the Stock Exchange of Thailand on the Qualifications and Scope of Operations of an Audit Committee Member.

#### 3.2 Procedures for consideration

(1) The shareholder with full qualifications in Clause 1 shall prepare a letter nominating a person for election as a director to the Board of Directors as follows:

- A. The original of "Form for Nominating a Person for Election as a Director (Form B)" ("Form B") which is completely filled with signature affixed;
- B. Evidence of shareholding i.e., a certificate from a security company or other documents from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand; and

- C. Evidence of consent from the person nominated in Form B
- D. Supporting documents for the consideration of the person's qualifications, i.e., education and curriculum vitae of the nominated person
- E. Additional documents that may be useful for the Board of Directors' consideration (if any)

(2) **In case of a group of several shareholders** with full qualifications under Clause 1

- A. The first shareholder shall complete Form B with the signature affixed as evidence;
- B. the second shareholder and onward shall complete only part (1) and part (2) of Form B with the signature affixed as evidence; and
- C. Collecting Form and evidence of shareholding, together with additional documents (if any) of every shareholder, to be put in one set for submission to the Board of Director

(3) In case of **nominating more than one person for election as a director**, the shareholder shall prepare one Form B for one person nominated for election as a director, with the signature affixed as evidence in all the documents.

(4) The shareholder shall submit the original documents to the Company's address as designated in Clause 4 **within 31 January 2024**

(5) The name of the person approved by the Board of Directors shall be included in the agenda item in the letter inviting the shareholders to the Annual General Meeting of Shareholders, together with the Board of Directors' opinion. The Company would quickly notify the shareholder of the person approved and not approved by the Board of Directors after its meeting.

The person approved by the Board of Directors for election as a director must appear to introduce himself/herself at the Annual General Meeting of Shareholders.

**Clause 4. Address for submitting proposed documents**

Company Secretary

Pruksa Holding Public Company Limited

1177 Pearl Bangkok Building, Floor 24, Phahonyothin Road,

Phayathai Sub-district, Phayathai District, Bangkok 10400