

PrukSA Holding Public Company Limited

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

PrukSA Holding Public Company Limited (the "Company") recognizes the importance of the equitable treatment of all shareholders and in accordance with the principles of good corporate governance, provides minority shareholders with an opportunity to propose agenda items and nominated candidates to be considered for election as directors of the Company in the Annual General Meeting of Shareholders in advance. The Company has specified the criteria for the consideration of proposed agenda items and the nomination of candidates for consideration for election as directors of the Company in order to ensure that the proposals are appropriately considered and screened and are genuinely beneficial to the Company, as well as to ensure the selection of suitably qualified candidates to serve as directors of the Company, for the best interests of the Company and all stakeholders, as follows:

Clause 1. Qualifications of Shareholders

Any shareholder(s) proposing an agenda item and/or nominating a person for election as director of the Company shall have the following qualifications:

- 1.1 Be a shareholder of the Company, either individually or jointly with other shareholders.
- 1.2 Hold, individually or collectively, not less than 5 percent of the total voting rights of the Company as of the date of submission of the proposal.

Clause 2. Proposal of Agenda Item(s)

- 2.1 The matters that will not be eligible for inclusion in the agenda of the shareholders' meeting
 - (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 under the management authority of the Board of Directors, unless such matters may cause material damage to the Company and/or its shareholders as a whole
 - (4) Matters relating to the Company's normal business operations where the facts presented by the shareholder do not provide reasonable grounds to suspect any irregularity in such matters
 - (5) Matters that the Company has already implemented or started to implement
 - (6) Matters falling outside the Company's objectives or beyond the Company's authority to undertake
 - (7) Matters that provided incomplete or incorrect information or unable to contact the shareholders.
 - (8) Matters previously proposed by shareholders for consideration at a shareholders' meeting within the preceding 12 months and were supported by less than 10 percent of the total voting rights of the Company, provided that the facts relating to such matters have not materially changed

- (9) Matters proposed by the shareholder who is not fully qualified under Clause 1.

2.2 Procedures for consideration

- (1) Shareholders who meet all the qualifications set forth in Clause 1 shall submit a written proposal of agenda items to the Board of Directors, together with the following supporting documents:
- A. The original of "Agenda Proposal Form (Form A)" ("Form A") which is completely filled with signature affixed;
 - B. Evidence of shareholding i.e. shareholding certificate issued by a securities company or other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
 - C. Additional supporting documents relevant to the consideration of the Board of Directors (if any), duly signed to certify their accuracy
- (2) In case of a group of several shareholders with full qualifications under Clause 1.
- A. The first shareholder shall complete all required information in Form A and sign the form 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. Compile Form A, evidence of shareholding, and any additional supporting documents (if any) of all shareholders into a single set of documents.
- (3) In the case that more than one agenda is proposed, the shareholder shall prepare separate Form A for each proposed agenda and duly sign each form as evidence.
- (4) The shareholder shall submit the original documents to the Company at the address specified in Clause 4. by 30 December 2026, as determined by the postmark date.
- (5) The Company Secretary shall conduct a preliminary review of the proposed agendas in accordance with the prescribed criteria before submitting them to the Board of Directors for consideration. Any agenda proposed by a shareholder who does not meet the qualifications specified in Clause 1. shall not be submitted to the Board of Directors for consideration, and the Company Secretary shall notify the relevant shareholder accordingly.
- (6) In the case that the information provided by a shareholder is incomplete or inaccurate, the Company shall notify the shareholder to rectify such information promptly. If the shareholder fails to make the required rectification within the specified period, the Company shall notify the shareholder in writing that the consideration process has been concluded.
- (7) Matters approved by the Board of Directors shall be included as agenda items in the notice of the 2027 Annual General Meeting of Shareholders, together with the Board of Directors' opinion. Following the Board of Directors' meeting, the Company shall notify the relevant shareholders of the matters that have been approved and those that have not been approved by the Board of Directors.
- Shareholders, or representatives of a group of shareholders who jointly proposed an agenda item that has been included in the meeting agenda, should attend the Annual General Meeting of Shareholders in person.
- (8) The decision or resolution of the Board of Directors shall be final.

Clause 3. Nomination of Candidates for Election as Directors

3.1 Qualifications of Directors

A nominated candidate for election as a director shall possess the following qualifications:

- (1) Become the age of legal majority
- (2) Possessing all qualifications required under the law governing public limited companies and other applicable laws, including the Securities and Exchange Act, as well as complying with the Company's good corporate governance principles
- (3) Possessing knowledge, capabilities, and experience that are important and beneficial to the Company's business operations; demonstrating honesty, integrity, and ethical business conduct; and having sufficient time to properly perform duties for the Company
- (4) In the case of nomination as an independent director, possessing the qualifications prescribed under the Company's definition of independent director and complying with the relevant criteria prescribed by the Securities and Exchange Commission.

3.2 Procedures for consideration

- (1) Shareholders who meet all the qualifications set forth in Clause 1 shall submit a written nomination of a candidate for election as a director to the Board of Directors, together with the following supporting documents:
 - A. The original of "Director Nomination Form (Form B)" ("Form B") which is completely filled with signature affixed;
 - B. Evidence of shareholding i.e. shareholding certificate issued by a securities company or other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
 - C. Consent Form and Qualification Certification of Director Nominee in Form B
 - D. The profile and information of the nominated candidate for the purpose of considering his/her qualifications, including educational background and work experience (Curriculum Vitae)
 - E. Additional supporting documents relevant to the consideration of the Board of Directors (if any), duly signed to certify their accuracy
- (2) In case of a group of several shareholders with full qualifications under Clause 1.
 - A. The first shareholder shall complete all required information in Form B and sign the form 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. Compile Form B, evidence of shareholding, and any additional supporting documents (if any) of all shareholders into a single set of documents.
- (3) In the case that more than one nominated candidate is proposed; the shareholder shall prepare separate Form B for each candidate and duly sign each form as evidence.
- (4) The shareholder shall submit the original documents to the Company at the address specified in Clause 4. by 30 December 2026, as determined by the postmark date.

- (5) The Company Secretary shall conduct a preliminary review of the proposed nominated candidates in accordance with the prescribed criteria before submitting them to the Board of Directors for consideration. Any nominated candidates proposed by a shareholder who does not meet the qualifications specified in Clause 1. shall not be submitted to the Board of Directors for consideration, and the Company Secretary shall notify the relevant shareholder accordingly.
- (6) In the case that the information provided by a shareholder is incomplete or inaccurate, the Company shall notify the shareholder to rectify such information promptly. If the shareholder fails to make the required rectification within the specified period, the Company shall notify the shareholder in writing that the consideration process has been concluded.
- (7) Nominated candidate(s) approved by the Board of Directors shall be included in the notice of the 2027 Annual General Meeting of Shareholders, together with the Board of Directors' opinion. Following the Board of Directors' meeting, the Company shall notify the relevant shareholders of the nominated candidate that have been approved and those that have not been approved by the Board of Directors.
- In this regard, the nominated candidate approved by the Board of Directors for election as a director must attend in person to present themselves in the Annual General Meeting of Shareholders.
- (8) The decision or resolution of the Board of Directors shall be final.

Clause 4. Address for submitting proposed documents

Please deliver the original documents by post to the Company Secretary.

Pruksa Holding Public Company Limited

1177 Pearl Bangkok Building, 9th Floor

Phahonyothin Road, Phaya Thai Sub-district, Phaya Thai District

Bangkok 10400, Thailand

For further inquiries, shareholders may contact the Company Secretary Department,
Tel. +66 6 5730 3066 or email pscompanysecretary@pruksa.com.
