- Translation -

Criteria for Granting Rights to Shareholders for Proposing Agenda and Nominating Persons to be Elected as Director(s) for the 2023 Annual General Meeting of Shareholders

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Objective:

Ngern Tidlor Public Company Limited ("the Company") recognizes the importance of shareholders as business owners and good corporate governance, thereby drawing up the policy to encourage the shareholders to express their opinions, especially on matters advantageous to better business operations. For the 2023 Annual General Meeting of Shareholders, the Company therefore has the policy to grant the shareholders to do the following before delivery of the shareholders meeting notification:

(1) To propose agenda items for the Annual General Meeting that they consider important and beneficial; and

(2) To nominate a qualified person to be elected as director(s).

Criteria:

1. **Grant period**

   November 15, 2022 to December 31, 2022

2. **Qualifications of shareholders having the rights to propose an agenda/make a nomination**

   2.1 One or several shareholders hold the Company's shares with the voting rights.

   2.2 The aggregate shares not less than 5% of the total voting rights of the Company (not less than 124,866,803 shares).

   2.3 The shareholders shall be held the company's shares as specified in 2.2 for not less than 12 consecutive months until the date of proposal/ nomination.

   *Remark: * As of the September 30, 2022, which is prior to the granting period, the Company has a total of 2,497,336,063 shares.*

3. **Documents and information for consideration**

   The Company requires the persons exercising their rights to provide documentation and the following information:

   (1) Evidence showing the status of all shareholders jointly proposing an agenda:

   - Natural persons: a certified true copy of the identification card (or a certified true copy of the passport in case of a foreigner).
   - Juristic persons: a certified true copy of the affidavit (in case of a juristic person registered abroad, notary public certification is required) and certified true copies of the identification cards of the authorized directors (or certified true copies of the passport in case of foreign directors).

(2) Evidence confirming the continuing shareholding of all shareholders such as share certificate, certificate from a securities company or evidence from Thailand Securities Depository Co., Ltd.

(3) Name, address and telephone number of the shareholder proposing the matter (in case of more than one shareholder, information of all shareholders must be provided).

(4) A statement as to whether the matter is proposed for acknowledgement, approval or consideration, together with the purpose and details of the proposed matter as well as beneficial information for consideration, reasons, issues for consideration, expected benefits for the Company and the shareholders.

(5) Additional requirement documents for nominating a person to be elected as director(s):

(5.1) A written proposal must state the name of the nominated person to be elected as director(s).

(5.2) Provide a letter of consent from the person nominated to be elected as director(s), including the nominated person's personal profile e.g. name, age, nationality, education, the Thai Institute of Directors Association (IOD) training and number of shares held in the Company, working references e.g. current job position, directorship in other companies, working experience, contact address and telephone number along with relevant documents e.g. proof of education, training, employment background as well as statements certifying that:

- He/she is qualified as prescribed by law and ready to perform the duties in the capacity of the Company's directors.
- Information and documentary evidence provided are true and accurate.
- During the nomination process from the date of the letter of consent to the date the Company delivery of the shareholders meeting notification, he/she will not disclose the nomination to any person.
- He/she will strictly comply with the selection process of the Company.

4. **Conditions for consideration**

Proposing meeting agenda

Part I : Matters that will not be considered as agenda are as follows:

(1) The qualifications of the proposed shareholders do not meet the criteria.

(2) Matters relating to the Company's normal business and the facts referred to by the shareholders do not show any questionable ground of irregularity of such matters.

(3) Matters beyond the authority of the Company to proceed for accomplishing the purpose as intended.

(4) Matters previously proposed by the shareholders to the meeting of shareholders during the last 12 months and approved by less than 10% of the total voting rights, whereby the facts have not materially changed from the previous proposal.

(5) Other cases as prescribed by the Capital Market Supervisory Board.

Part II : The Company will consider incorporating an agenda proposed only if it is appropriate and beneficial to the Company and the shareholders.

Nominating persons to be elected as director(s)

A nominated person must have full qualifications according to the regulations of the Company's regulators and relevant laws, and any amendments as follows:

(1) Securities and Exchange Act B.E. 2535 (1992)

(2) Public Limited Companies Act B.E. 2535 (1992)

(3) Life Insurance Act B.E. 2535 and amended.

(4) Non-Life Insurance Act B.E. 2535 and amended.

(5) Notification of the Ministry of Finance re: Business Subject to Approval According to Section 5 of the Revolutionary Council Decree No. 58 (Personal Loan Business Under Supervision)

(6) Notification of the Ministry of Finance re: Business Subject to Approval According to Section 5 of the Revolutionary Council Decree No. 58 (Nano Finance Business Under Supervision)

5. **Channel for submission**

Shareholders must send a proposal letter and information for consideration either in person or via registered post by December 31, 2022 (the postal stamp date) to the following address:

Corporate Secretary
Ngern Tidlor PCL, Head Office
Corporate Secretariat Department,
428 Ari Hill 15 floor Phahonyothin Road
Samsennai, Phayathai
Bangkok, 10400

6. **The Company's decision process**

Proposing meeting agenda

The Audit Committee of the Company (consisting of Independent Directors) will consider the matters proposed by the shareholders prior to submitting them to the Board of Directors. Matters agreed by the Board of Directors will be incorporated as meeting agenda in the Notification of the 2023 Annual General Meeting of Shareholders.

Nominating persons to be elected as director(s)

The Remuneration and Nomination Committee of the Company will consider the nominated persons (together with other candidates as the Company finds appropriate) pursuant to the Company's nomination process then propose the qualified persons to the Board of Directors Meeting, before nominating the names of such persons in the Notification of the 2023 Annual General Meeting of Shareholders for the shareholders' consideration.

The Company's decision is considered final and the Company will announce the result after the Board of Directors meeting has a resolution via the Company's website.