

**Criteria for Shareholders to Propose Agenda for the 2025 Annual General Meeting of Shareholders  
and Nominate Persons for Director Appointment**

**1. Objectives**

PSG Corporation Public Company Limited ( the “ **Company**” ) recognizes and prioritizes treating all shareholders fairly and equitably, while encouraging shareholders to fully exercise their rights. The Company also ensures compliance with the principles of Good Corporate Governance. The Company, therefore, provides the opportunity for all shareholders to propose agenda items for the 2025 Annual General Meeting of Shareholders (“Agenda”) and/or nominate individuals to be appointed as directors in advance.

**2. Qualifications of Shareholders**

Shareholders who wish to propose an agenda or nominate a director must meet the following qualifications:

- 2.1 Be a shareholder of the Company, either individually or collectively on the date the agenda is proposed and/or the nomination is submitted.
- 2.2 Own at least 5 percent of the Company’s paid-up capital.
- 2.3 Have held shares in the Company continuously for at least one year.

**3. Criteria for Proposing the Agenda for the Annual General Meeting of Shareholders**

The following matters will not be included as agenda items:

- (1) Matters that contradict the laws, notifications, rules, or regulations of government agencies or the Company’s regulators, or are inconsistent with the Company’s Objectives, Articles of Association, shareholders’ resolutions, or the Good Corporate Governance Policy.
- (2) Matters already included in the agenda of the Shareholders’ Meeting.
- (3) Matters that are not beneficial to the Company’s business or are advantageous only to an individual or groups of persons.
- (4) Matters beyond the scope of the Company’s objectives, powers, or authority.
- (5) Matters under the management authority of the Board of Directors, except those that may cause significant harm to the overall shareholders.
- (6) Matters beyond the power or authority of the Shareholders’ Meeting under the law.
- (7) Matters previously proposed to Shareholders’ Meetings within the past 12 months which received less than 10 percent of the total votes, unless significant changes have occurred.
- (8) Matters related to the normal operation of the business, without a reasonable cause of doubt.
- (9) Matters where shareholders provide incomplete, insufficient or incorrect information, ambiguous proposals, or where the proposer cannot be contacted, or the matter is submitted beyond the specified period.
- (10) Matters proposed by a shareholder not meeting the qualifications set forth in Clause 2.

#### 4. Criteria for Nominating Persons to be Appointed as Directors

The person nominated for appointment as a director must have the following qualifications and not possess any prohibited characteristics:

- (1) Meet the qualifications and not have any prohibited characteristics under the following applicable laws or rules:
  - The Public Limited Companies Act B.E. 2535 (1992)
  - The Securities and Exchange Act B.E. 2535 (1992)
  - The Notifications of Capital Market Supervisory Board
  - Rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand
  - The Company's Good Corporate Governance Policy, Articles of Association and Code of Conduct
- (2) Possess knowledge and capability beneficial to the Company, and be able to perform duties with integrity, business ethics, and dedication of adequate time.
- (3) An independent director must meet the qualifications and not possess the prohibited characteristics specified in the Notification of the Capital Market Supervisory Board and the Regulation and Notifications of the Stock Exchange of Thailand and the Company's definition of an "Independent Director".

#### 5. Consideration Procedures

##### 5.1 Proposal of Agenda

- (1) Qualified shareholders as specified in Clause 2, must submit a letter proposing an agenda to the Board of Directors using the "Proposed Agenda Form for Annual General Meeting of Shareholders (Form A)" provided in the attached documents with their signature affixed as evidence, along with the required supporting documents. One Form A must be used for each proposed agenda item.  
  
In the case of a group of qualified shareholders, as specified in Clause 2, jointly proposing an agenda, each shareholder must sign the form and provide evidence of their shareholding. A designated contact person must be identified, and all communication from the Company with this person will be deemed as communication with all shareholders who have affixed their signatures.
- (2) The Company Secretary will initially review the proposals before submitting them to the Board of Directors for consideration. If a proposal does not pass the initial review due to lack of qualifications as set forth in Clause 2 or being an ineligible matter as set forth in Clause 3, the Company will inform the shareholder(s) in due course.
- (3) Matters approved by the Board of Directors will be included in the agenda for the 2025 Annual General Meeting of Shareholders, along with the Board of Directors' opinion, and specified as shareholder-proposed items in the invitation letter.

## 5.2 Nomination of Persons for Director Appointment

- (1) Qualified shareholders as specified in Clause 2, must submit a letter nominating a person for director appointment using the “Director Nomination Form (Form B)” as provided in the attached documents, with their signature affixed as evidence, along with in the required supporting documents. One Form B must be used for each nominated person.

In the case of a group of qualified shareholders, as specified in Clause 2, jointly nominating a director, each shareholder must sign the form and provide evidence of their shareholding. A designated contact person must be identified, and all communications from the Company with this person will be deemed as communication with all shareholders who have affixed their signatures.

- (2) The Company Secretary will initially review the nominations before submitting them to the Nomination and Remuneration Committee for consideration. If a nominated person does not meet the qualification as set forth in Clause 2 or possesses prohibited characteristics as set forth in Clause 4, the Company will inform the shareholder(s) in due course
- (3) The person nominated by shareholder and approved by the Board of Directors will be included in the agenda for the 2025 Annual General Meeting of Shareholders, along with the Board of Directors' opinion.

If an agenda proposed and/or a nominee is not approved by the Board of Directors, the Company will notify the shareholders during the 2025 Annual General Meeting of Shareholders.

## 6. Channels for Submission

Shareholders may submit agenda proposals and director nominations via electronic mail at: [com.sec@psgcorp.co.th](mailto:com.sec@psgcorp.co.th) and send the original documents to the Board by December 31, 2024, via following postal address:

PSG Corporation Public Company Limited

Company Secretary Department

11/1 AIA Sathorn Tower, 21<sup>st</sup> floor, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120

## 7. Submission Period

Proposals and nominations may be submitted from October 2, 2024, until December 31, 2024, for the 2025 Annual General Meeting of Shareholders.

*Remark: Any inquiries can be sent to the Company Secretary Department E-mail: [com.sec@psgcorp.co.th](mailto:com.sec@psgcorp.co.th) or by calling: 02 018 7190-8 ext. 709, 710*