

**Criteria for Minority Shareholders to Propose Agenda and Nominate
Candidates to be Elected as Directors for the 2023 Annual General Meeting of Shareholders of
Chaoprayamahanakorn Public Company Limited**

Chaopraya Mahanakorn Public Company Limited (the "Company") realizes the importance of shareholders and the practice of good corporate governance, with the objective for shareholders to receive the equitable treatment. The Company therefore gives the opportunity to shareholders to participate in proposing any issue which is important and appropriate to be incorporated as the agenda of the Company's Annual General Meeting of Shareholder of the year 2023 (AGM), and to propose a knowledgeable, qualified and suitable candidate to be considered as the Company's director. The Board of Directors shall then consider and prepare to incorporate such proposed issue as an agenda of the AGM 2023

For the 2023 Annual General Meeting of Shareholders, the shareholders are cordially invited to propose the agenda and nominate candidates to be elected as directors in advance during the period from January 24, 2023 to February 23, 2023. In order to provide clear and transparent procedures and methods, the Company sets out the criteria and procedures as follows:

1. Qualifications of the Shareholders

The shareholders who wish to propose the agenda or nominate candidates to be elected as directors must possess the following qualifications:

- 1.1 Being the shareholder of the Company, either individually or collectively
- 1.2 Holding shares not less than 5% of the total voting rights of the Company, whereby the shareholders shall continuously hold such shares for at least 12 months from the date of acquisition to the date of proposing the agenda or nominating candidates to be elected as directors.

2. Proposal of Agenda

2.1 The proposal that will not be included in the agenda:

- (1) A proposal that violates the laws, notifications, rules and regulations of the government agencies or other governing agencies or is not complied with the objectives, the articles of association, the shareholders' resolutions or the good corporate governance of the Company;
- (2) A proposal that relates to the Company's normal business operation and the reference made by the shareholder does not indicate any irregularity thereof;
- (3) A proposal that relates to a routine matter or is within the management authority of the Board of Directors except those matters having a significant negative impact on the shareholders in general;
- (4) A proposal that is beyond the ability of the Company to perform;
- (5) A proposal that is solely beneficial to any specific person or group;
- (6) A proposal that the shareholders already proposed to the shareholders' meeting during the past 12

months but was supported by less than 10% of the total voting shares and there is no material change on the facts of the said matter;

- (7) A proposal for the matter that the Company has already adopted or implemented;
- (8) A proposal that the information provided by the shareholder is incomplete, insufficient, or having untrue statement, ambiguous or not proposing within the specified time;
- (9) A proposal that is not beneficial to the Company's operation.

2.2 General Agenda

Supporting Documents for the Proposal of Agenda

- (1) Evidence of shareholding to show the full qualifications as specified in Clause 1, i.e. a certificate issued by the securities company or any other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- (2) Form to Propose Agenda to the 2023 Annual General Meeting of Shareholders (Form A) attached hereto, together with the shareholder's signature affixed therein.
- (3) Shareholder's identification, valid and certified true copy, as follows:
 - Individual : Copy of identification card / passport (in case of foreigner)
 - Juristic Person : Copy of affidavit issued not more than 3 months and copy of identification card / passport (in case of foreigner) of the authorized representative affixing signature on Form A
- (4) If a shareholder has changed his/her title, name, or surname, a copy of evidence of those changes must be enclosed and certified true copy.
- (5) Form A is to be used for one agenda only. If there are proposals of more than one agenda, Form A must be filled in separately for each agenda.
- (6) If there are several shareholders collectively proposing the agenda, all shareholders must fill in Form A and affix their signatures and enclose the evidences of shareholding and identification of each of them. In this regard, all shareholders shall jointly appoint one of the shareholders as their contact person with the Company and fill in the contact person name in the Form. Any contact from the Company to such contact person shall be deemed as a contact with all shareholders.
- (7) Additional documents in support of consideration of the Board of Directors (if any).

2.3 Nomination of Director

A person to be nominated for the election as director shall possess qualifications and shall not have any prohibited characteristics as follows:

- Having qualifications and not having any prohibited characteristics under the Public Limited Companies Law, Securities and Exchange Law, rules and regulations of the Company and relevant governing agencies and the good corporate governance of the Company. In case of the nomination of independent director, such nominated person shall possess the qualifications as specified in the Company's Definition of Independent Director. In case of the nomination of the member of the Audit Committee, such nominated person shall possess additional qualifications in accordance with the laws;

- Having knowledge and skill significantly beneficial to the Company's businesses;
- Having good work experience and not engaging in a business or being a partner in a general partnership or being an unlimited liabilities partner in a limited partnership or a director in other private or public company which carries on businesses with the same nature and in competition with the Company's businesses.

Supporting Documents for the Nomination of Director

(1) Evidence of shareholding to show the full qualifications as specified in Clause 1, i.e. a certificate issued by the securities company or any other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

(2) Form to Nominate the Candidate for Election as Director for the 2023 Annual General Meeting of Shareholders (Form B) attached hereto, together with the shareholder's signature affixed therein.

(3) Form of Information of the Candidate Nominated for Election as Director and Consent Letter (Form C) attached hereto, together with the candidate's signature affixed therein.

(4) Supporting documents of the candidate's qualifications including the education and work experience (Curriculum Vitae), certified true copy by the candidate.

(5) Shareholder's identification, valid and certified true copy, as follows:

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|-----------------|---|---|
| Individual | : | Copy of identification card / passport (in case of foreigner) |
| Juristic Person | : | Copy of affidavit issued not more than 3 months and copy of identification card / passport (in case of foreigner) of the authorized representative affixing signature on Form B |

(6) If a shareholder has changed his/her title, name, or surname, a copy of evidence of those changes must be enclosed and certified true copy.

(7) Each set of Form B and Form C is to be used for the nomination of one candidate to be elected as director only. If there is a nomination of more than one candidate, a set of Form B and Form C shall be prepared separately for each candidate.

(8) If there are several shareholders collectively nominating the candidate to be elected as director, all shareholders must fill in Form B and affix their signatures and enclose the evidences of shareholding and identification of each of them. In this regard, all shareholders shall jointly appoint one of the shareholders as their contact person with the Company and fill in the contact person name in the Form. Any contact from the Company to such contact person shall be deemed as a contact with all shareholders.

(9) Additional documents in support of consideration of the Board of Directors (if any).

3. Submission of Documents

In order to allow the Company to review the information and check the documents and to allow the Board of Directors to have sufficient time for consideration, must be delivered to and arrived at the Company no later than February 21, 2023, via registered mail to the following address:

Company Secretary Office
Chaopraya Mahanakorn Public Company Limited
909/1, CMC Tower 6th Floor, Unit 601-602
Somdejprachaltaksin Road, Dao Khanong Khet Thonburi District
Bangkok 10600

4. Consideration of the incorporation of the proposed agenda as an AGM agenda

(1) General Agenda : The company secretary will gather all the proposed agenda from the shareholders and forward the matter to the Chief Executive Officer to scrutinize prior to proposing to the Board of Directors for consideration.

(2) Agenda proposing a candidate for the position of Company' s director, the remuneration and compensation committee will consider the qualifications of the candidate before forwarding the matter to the Board of Directors.

If the Board of Directors approves a proposal or a candidate for the position of Company's director, the Company shall incorporate such proposal into AGM 2023 agenda.

The decision of the Board of Directors on such matter is deemed final. The Company reserves the right to consider the proposals which are complete with comprehensive supporting documents, and are in accordance with the above criteria. The proposed issues must be beneficial to the Company and overall shareholders and in accordance with related rules and regulations. In case that the Board of Directors resolves not to incorporate a proposed agenda or candidate into the AGM 2023 agenda, the Company shall advise the reason to the shareholder who has proposed an agenda or a candidate, and report to the Annual General Meeting of Shareholders.