

Criteria and Conditions for Shareholders to Exercise the Right to  
Propose Agenda and Nominate a Director Candidate  
for the 2023 Annual General Meeting of Shareholders in Advance

**1. Intention**

Siam Makro Public Company Limited (“the Company”) recognizes the importance of compliance with the principles of good corporate governance, realizing the important of shareholders’ rights including the protecting of the fundamental rights entitled by Shareholders, the equitable treatment with full transparency and fairness under the legislative and regulatory frameworks, together with the code of business conduct as well as the appropriate and efficient management that will effectively result in the highest benefits for the Company’s Shareholders.

The Company, therefore, provides an opportunity for shareholders to exercise their rights fairly and equitably to propose agenda and/or nominate a director candidate for the 2023 Annual General Meeting of Shareholders in advance under the criteria and conditions established by the Company.

**2. Definition**

“Company” refers to Siam Makro Public Company Limited.

“Board of Directors” refers to the Board of Directors of Siam Makro Public Company Limited”

“Director” refers to a director of Siam Makro Public Company Limited.

“Agenda Item” refers to an agenda of the Company’s Annual General Meeting of Shareholders for the Year 2023.

**3. Shareholder’s qualifications**

A shareholder who wishes to propose an agenda and/or nominating a director candidate shall have the minimum shareholding of not less than 5% of the total issued and paid up capital or equivalent to 529,016,175 shares at the par value of Baht 0.50 regardless of one or more shareholders holding aggregate number of such shares.

**4. Proposal of Agenda item(s)**

4.1 Matters not eligible for including in the agenda

4.1.1 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;

4.1.2 Matters which are beyond the Company’s power to proceed with;

- 4.1.3 Matters beneficial to only particular persons or groups of persons;
- 4.1.4 Matters clearly not beneficial to the Company;
- 4.1.5 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;
- 4.1.6 Matters that were previously proposed to Shareholder Meetings during the past 12 months and were supported by less than 10% of total voting rights of the Company. It is exceptional if the facts in the latter proposals have changed significantly from the previous ones;
- 4.1.7 Matters that the Company has already implemental or started to implement;
- 4.1.8 Matters proposed by a shareholder who is not fully qualified under Clause 3;
- 4.1.9 Matters that the shareholders provide incomplete or inaccurate information or submit the proposal after the specific time or the Company is unable to contact the shareholder.

#### 4.2 Process of Agenda Proposal

- 4.2.1 The shareholder with full qualifications in Clause 3 shall submit the following documents:
  - a. The original of "Agenda Proposal Form of the Annual General Meeting of Shareholders for the Year 2023 (Form A)" as provided at the end of these criteria together with the signature affixed as evidence;
  - b. The evidence of shareholding as per items 3, i.e. a certificate from registered securities company or other documents from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand;
  - c. The evidence of shareholder's identification:
    - In case of a natural person:
      - A copy of ID card or Officer ID; or passport or alien book (in case of a foreigner) with validity of the shareholder signed to certified true copy.
    - In case of a juristic person:
      - A copy of Affidavit of such juristic person issued not exceeding 3 months certified true copy by the authorized person and affixed with the company seal of such juristic person; and
      - A copy of ID card or Officer ID; or passport or alien book (in case of a foreigner) with validity of the authorized person signed to certified true copy.
  - d. Additional documents that may be useful for the consideration of the Board of Directors. (if any)

4.2.2 In case a group of shareholders with full qualifications under Clause 3 propose an agenda item to the Board of Directors, please proceed with the following procedures.

- The first shareholder shall complete the “Agenda Proposal Form of the Annual General Meeting of Shareholders for the Year 2023 (Form A)” with signature affixed and provide evidences according to 4.2.1.
- The second shareholder onwards shall complete only Part 1 of the “Agenda Proposal Form of the Annual General Meeting of Shareholders for the Year 2023 (Form A)” with signature affixed as evidence.
- Collect the “Agenda Proposal Form of the Annual General Meeting of Shareholders for the Year 2023 (Form A)” and shareholding evidences of all shareholders together with additional documents (if any) into one complete set for submission.

4.2.3 In case one shareholder or several shareholders with full qualifications under Clause 3, propose more than one agenda item, the shareholder shall prepare one set of the “Agenda Proposal Form of the Annual General Meeting of Shareholders for the Year 2023 (Form A)” for one agenda item, with signature affixed as evidence and all required documents indicated in 4.2.1.

4.2.4 To provide the Board of Directors with sufficient time to consider the proposed agenda, the above-mentioned documents must be posted to the Company within 31 December 2022 to the following address:

Company Secretary  
(SET & Investor Relations Department)  
Siam Makro Public Company Limited  
No. 1468 Tara Phatthanakan Building, 3<sup>rd</sup> Floor,  
Phatthanakan Road, Phatthanakan Sub District,  
Suan Luang District, Bangkok 10250

#### 4.3 Consideration Procedure

4.3.1 The Company Secretary will consider and scrutinize the matters proposed by the shareholders before presenting to the Company’s Board of Directors.

- 4.3.2 The Board of Directors will consider the appropriateness of agenda proposed by shareholders, which must not be considered as any of those described in Clause 4.1.
- 4.3.3 The matters approved by the Board of Directors will be included as the meeting agenda in the invitation letter to the 2023 Annual General Meeting of Shareholders together with the Board of Directors' recommendation. In this regard, the shareholder or representative of the group of shareholders who propose such agenda should attend the Meeting.
- 4.3.4 The disapproved matters will be clarified with justifications at the 2023 Annual General Meeting of Shareholders for acknowledgement or through other appropriate channels of communication.

## 5. Nominating a qualified person for Director election

### 5.1 Qualifications of a director

The nominated person for director election shall possess the following qualifications:

- 5.1.1 Being fully qualified with none of the prohibited characteristics under the Public Limited Companies Act B.E. 2535, as well as the notifications and regulations of the Office of Securities and Exchange Commission;
- 5.1.2 Having leadership, vision and independence on making decision for maximum benefits of the Company and all shareholders; performing duty with care and integrity; being able to attend the Board of Directors' meetings with creative participation; and having good background and ethics;
- 5.1.3 Being knowledgeable with expertise beneficial to the Company's business;

### 5.2 Process of Director Nomination

- 5.2.1 The shareholder with full qualifications in Clause 3 shall submit the following documents:
  - a. The original of "Director Nomination Form (Form B)" as provided at the end of these criteria together with signature affixed as evidence.
  - b. The evidence of shareholding as per items 3, i.e. a certificate from registered securities company or other documents from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand;
  - c. The evidence of shareholder's identification:

Natural person:

- A copy of ID card or Officer ID; or passport or alien book (in case of a foreigner) with validity of the shareholder signed to certified true copy

Juristic person:

- A copy of Affidavit of such juristic person issued not exceeding 3 months certified true copy by the authorized person and affixed with the company seal of such juristic person; and
- A copy of ID card or Officer ID; or passport or alien book (in case of a foreigner) with validity of the authorized person signed to certified true copy.

- d. The evidence of nominated person's consent by providing "Nominated Person for Director Election Information Form (Form C)" which has to be completed by the nominated person together with the signature affixed including the evidence of nominated person's identity document with the other documents in order to consider the qualification, i.e. transcript, Curriculum Vitae together with the signature affixed.
- e. Additional documents that may be useful for the consideration of the Board of Directors. (if any)

5.2.2 In case a group of several shareholders with full qualifications under Clause 3 nominates a director candidate to the Board of Directors, please proceed with the following procedures.

- The first shareholder shall complete the "Director Nomination Form (Form B)", with signature affixed and provide evidences according to 5.2.1.
- The second shareholder onwards shall complete only Part 1 of the "Director Nomination Form (Form B)", with signature affixed as evidence
- Collect the "Director Nomination Form (Form B)" and shareholding evidences together with additional documents (if any) of all shareholders into one complete set for submissions.

5.2.3 In case one shareholder or several shareholders with full qualifications under Clause 3 nominate more than one director candidate, the shareholder(s) shall prepare one "Director Nomination Form (Form B)" for one candidate, with signature affixed as evidence and all required documents indicated in 5.2.1.

5.2.4 To provide the Board of Directors with sufficient time to consider the nominated director candidates, the above-mentioned documents must be posted to the Company within 31 December 2022 to the following address:

Company Secretary  
(SET & Investor Relations Department)  
Siam Makro Public Company Limited  
No. 1468 Tara Phatthanakan Building, 3<sup>rd</sup> Floor,  
Phatthanakan Road, Phatthanakan Sub District,  
Suan Luang District, Bangkok 10250

5.3 Consideration Procedure

- 5.3.1 The Company Secretary will consider and scrutinize the list of nominated director candidates before proposing to the Nomination and Remuneration Committee;
- 5.3.2 The Nomination and Remuneration Committee will consider the appropriateness of the nominated director candidates and will provide their opinion to the Board of Directors;
- 5.3.3 The Company shall reserve its rights not to nominate unqualified candidates according to Clause 5.1 and those who do not comply with the process in Clause 5.2;
- 5.3.4 Those candidates who have been approved by the Board of Directors will be included in the agenda of director election in the invitation letter to the 2023 Annual General Meeting of Shareholders together with the Board of Directors' recommendation. In this regard, the shareholder or representative of the group of shareholders who nominate such candidates should attend the Meeting.
- 5.3.5 Those who fail the screening will be clarified with justifications at the 2023 Annual General Meeting of Shareholders for acknowledgement or through other appropriate channels of communication.

**Agenda Proposal Form**  
**of The Annual General Meeting of Shareholders for the Year 2023**

(1) I, Mr./Mrs./Miss/Others .....  
as shareholder of Siam Makro Public Company Limited, holding ..... shares,  
residing at:..... Road..... Sub district.....  
District..... Province ..... State .....  
Country ..... Mobile Phone Number .....  
Home/Office Phone Number..... Email (if any).....

(2) I wish to propose an agenda of the 2023 Annual General Meeting of Shareholders.  
Subject .....

Objective:                     For acknowledgement     For consideration     For approval

Supporting documents:     Yes ..... pages         No

Details (for example, facts, rationales, or advantages, etc.):  
.....  
.....

I hereby certify that the content in this Form A, the evidence of shareholding, and additional supporting documents are correct in all respects. In witness whereof, I therefore sign my name as evidence below:

..... Shareholder  
(.....)  
Date .....

**Remark**

1. The proposed agenda has to be comply with the Company's criteria.
2. The shareholder shall submit the documents for consideration according to Clause 4.2 by registered mail to the Company's address below within 31 December 2022:

To: Company Secretary (SET & Investor Relations), Siam Makro Public Company Limited  
No. 1468 Tara Phatthanakan Building, 3<sup>rd</sup> Floor, Phatthanakan Rd., Phatthanakan, Suan Luang, Bangkok 10250

Director Nomination Form

The Annual General Meeting of Shareholders for the Year 2023

(1) I, Mr./Mrs./Miss/Others .....  
as shareholder of Siam Makro Public Company Limited, holding ..... shares,  
residing at:.....Road.....Subdistrict.....  
District..... Province ..... State .....  
Country ..... Mobile Phone Number .....  
Home/Office Phone Number..... Email (if any).....

I wish to nominate a director candidate, who is duly qualified under the Company's criteria, for director election in the 2023 Annual General Meeting of Shareholders. His/her information and qualifications appear below.

(2) I wish to nominate Mr./Mrs./Miss/Others .....  
Age.....years, who is fully qualified and does not have any prohibited characteristics in accordance with the criteria of the Company, as director of the Siam Makro Public Company Limited. I have enclosed herewith the letter of consent of the nominated person and documents in support of consideration on qualifications, e. g. education and work experience, as well as additional supporting documents, which have been signed for certification of the correctness on every page, totaling.....pages

I hereby certify that the content in this Form B the evidence of shareholding, and additional supporting documents are correct in all respects. In witness whereof, I therefore sign my name as evidence below:

.....Shareholder  
(.....)  
Date .....

**Remark**

1. The proposed agenda has to be comply with the Company's criteria.
2. The shareholder shall submit the documents for consideration according to Clause 5.2 by registered mail to the Company's address below within 31 December 2022:

To: Company Secretary (SET & Investor Relations), Siam Makro Public Company Limited

No. 1468 Tara Phatthanakan Building, 3<sup>rd</sup> Floor, Phatthanakan Rd., Phatthanakan, Suan Luang, Bangkok 10250



Nominated Person for Director Election Information Form  
The Annual General Meeting of Shareholders for the Year 2023

Part 1: Nominee's General Information

1.1 Director Nominee

Name..... Surname .....

Former name (if applicable)

Name..... Surname.....

Nationality..... Date/month/year of birth..... Age..... Years

Marital status       Single       Married       Divorced       Widow

Identity Document       Thai personal identification card

Passport (only for foreigners and those without a Thai personal identification card or those whose identification number is unknown)

No. .... Expiry date.....

(Please enclose herewith a copy of identification card or passport and certify true copy)

1.2 Spouse

Name..... Surname .....

Former name (if applicable)

Name..... Surname.....

Nationality..... Date/month/year of birth..... Age..... Years

1.3 Children

(1) Name..... Surname.....

(2) Name..... Surname.....

(3) Name..... Surname.....

1.4 Current address

No. .... Village/Building..... Village no. ....

Soi..... Road..... Sub-District .....

District .....Province..... Postal code.....

Country..... Telephone.....Fax.....

E-mail address.....

Overseas address (For a foreigner, please identify an overseas address where the nominee can be contacted)

.....  
 .....

1.5 Educational profile

Year	Institute	Degree / Certificate / Discipline

1.6 Career profile over the last five years

Year	Position	Company / Office

1.7 Completion of related courses organized by Thai Institute of Directors (IOD)

Course	Year
<input type="checkbox"/> Director Certification Program (DCP)	_____
<input type="checkbox"/> Director Accreditation Program (DAP)	_____
<input type="checkbox"/> Audit Committee Program (ACP)	_____
<input type="checkbox"/> The Role of Chairman (RCP)	_____
<input type="checkbox"/> Finance for Non-Finance Director (FN)	_____
<input type="checkbox"/> Understanding the Fundamental of Financial Statements (UFS)	_____
<input type="checkbox"/> Role of the Compensation Committee (RCC)	_____
<input type="checkbox"/> Improving the Quality of Financial Reporting (QFR)	_____
<input type="checkbox"/> DCP Refresher Course	_____
<input type="checkbox"/> Others (Specify the latest course) _____	_____

**Part 2: Forbidden Characteristics**

- |  |                              |                             |
|--|------------------------------|-----------------------------|
| 2.1 Being a person whose properties have been placed in receivership, a bankrupt person, an incompetent person, or a quasi-competent person  | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 2.2 Being a person regarded by the Stock Exchange of Thailand as an unworthy executive under its regulations   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 2.3 Being indicted or having action taken for crime(s) by a legally authorized agency for unfair action(s) concerning securities transactions or forward contracts, or business management seen as dishonest, deception, or fraud(s) | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 2.4 Being forbidden to serve as a company executive by an organization authorized by foreign laws  | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 2.5 Have received guilty court sentence(s) by final judgment under 2.3 or have been fined for violation of 2.3   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

**Part 3: Nominee's Independence**

3.1 Shareholding in Siam Makro Public Company Limited of nominee and related persons

Shareholding	Number of shares (shares)
1. Nominee .....	.....
2. Spouse .....	.....
3. Minor Child	
1) .....	.....
2) .....	.....
3) .....	.....
4. Juristic person in 1, 2, 3 altogether hold the shares more than 30% and such juristic person hold the shares in other juristic person more than 10% due to the shareholding proportion is classified as a major shareholder	
1) .....	.....
2) .....	.....
3) .....	.....

3.2 Holding (or previously held) the position of an executive director, employee, staff, advisor on the regular payrolls of other businesses that are listed companies

Yes

No

If **yes**, please provide details.

Company	Position	Period

3.3 Holding (or previously held) the position of an executive director, employee, staff, and advisor on the regular payrolls of other businesses that are not listed companies

Yes

No

If **yes**, please provide details.

Company	Position	Period

3.4 Holding (or previously held) the position of an executive director, employee, staff, advisor on the regular payrolls of other businesses that compete with or have potential business conflicts with Siam Makro Public Company Limited or its affiliates

Yes

No

If **yes**, please provide details.

Company	Position	Period

3.5 Being a close relative (father, mother, spouse, sibling, children, and spouse of children) of an executive, major shareholder, controller, or potential nominee for executive or controller of Siam Makro Public Company Limited or its affiliates

Yes

No

If **yes**, please provide details.

Name – Surname	Company / Position	Relationship

Form C (page 6/6)

3.6 Business relationship with Siam Makro Public Company Limited and its affiliates

3.6.1 Professional service relationships, current and over the last two years

- A professional auditor [ ] Yes [ ] No
- Providing other professional service worth more than Baht 2 million per year (i.e. legal advisor, Financial Advisor, Estimator) [ ] Yes [ ] No

3.6.2 Commercial/ business relationships, current and over the last two years

- Engaged in business transaction worth  $\geq$  Baht 20 million [ ] Yes [ ] No

I, Mr. / Mrs. / Ms. / Others ..... have been nominated for director election at Siam Makro Public Company Limited. I give my consent to and acknowledge this nomination, and certify that I am qualified and do not have forbidden characteristics according to the Company's criteria and conditions. In addition, my disclosed information as stated above is accurate and complete and all evidences and documents attached are true in all aspects.

Signature ..... Nominee

(.....)

Date.....