

## Criteria for shareholder(s) to propose agenda or nominate director candidate in advance for 2023 AGM

Thai Optical Group Public Company Limited (“the Company”) values good corporate governance and shareholders’ engagement. Prior to the 2023 Annual General Meeting of Shareholders via Electronic Means, the Company has set criteria for the shareholders to propose an agenda or to nominate candidate for directorship in advance as followings.

### **Qualification**

1. Shall be the Company’s shareholders, holding not less than 5percent of the total number of voting rights, which may be either owned by one share holder or combined.
2. Shall held the Company’s shares continuously for at least 12 months by the date the shareholders propose the item on the agenda and holding the shares on the date the AGM takes place. In an event that the name of such shareholder(s) on the Record Date does not appear, the Company reserves the right not to propose the agenda to the Shareholders Meeting for consideration, even though it may be included in the notice of the Annual General Meeting.

Shareholders, who are qualified as mentioned above, may fill out a form and provide the supporting documents and deliver by postage to;

### **Thai Optical Group Public Company Limited**

**15/5 Moo6 Bangbuathong-Suphanburi Road Laharn Bangbuathong Nonthaburi 11110 THAILAND**

**Attention: The Office of Company Secretary**

**Submission Duration: from October 1st, 2022 to December 31st, 2022.**

### **Agenda Proposal**

The qualified shareholders fill out the “**Form to propose an Agenda for AGM**”, one agenda item per one Form. If proposed agenda is more than one item, use a copy of this form with complete information with signature and submit it with supporting documents as required by the Company. In case several shareholders jointly propose an agenda, each of them shall fill out the Form and sign their name separately, then the Forms should be gathered and submitted into one set. We will gather the qualified proposal and report to the Board of Directors to consider the AGM agenda. If the Board of Directors agrees that the matter is beneficial to the Company or shareholder(s) as a whole, the Board will incorporate the matter in AGM agenda. The Company reserve the right not to propose the following issues on the AGM agenda items:

1. Matters relating to normal business operations of the Company and it does not indicate reasonable ground to suspect irregularity of such matter.
2. Matters, as stipulated by laws, for consideration at AGM, which has been pursued regularly by the Company.
3. Matters that the Company has already implemented.
4. Matters that are beyond authority of the Company.
5. Matters that violates applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives, Articles of Association and good corporate governance of the Company;
6. Matters that shareholders have already proposed in the AGM during the past 12 months, which have been under support by less than 10% of total voting rights, given the fact that it has not been changed significantly.
7. Any other matters considered in reasonable judgement by the Board of Directors that it is not necessary to include in the agenda.

### **Candidate for Directorship Proposal**

The qualified shareholders fill out the “**Form to propose candidate for directorship**” together with shareholder evidence. The candidate shall provide personal data, curriculum vitae and relevant support documents. In case several shareholders jointly propose a candidate, each of them shall fill out the Form and sign their name separately, then the Forms should be gathered and submitted into one set. The Nomination and Remuneration Committee will conduct a due diligence investigation on the candidate’s background and selection interview to ensure the board efficiency before recommending to the Board of Directors for consideration. If the Board of Directors agrees that the proposed candidate is qualified to be nominated as the Company’s director, the Board of Directors will propose such candidate in the election and appointment of Director Agenda at the AGM.

<b>Form to propose an Agenda for 2023 AGM</b>	
<b>Thai Optical Group Public Company Limited Shareholder</b>	
<b>Shareholder Name:</b>	
<b>Current Address:</b>	
<b>Phone number:</b>	
<b>Email address:</b>	
<b>Number of TOG Shares held:</b>	
I would like to propose the agenda of the AGM-Annual General Meeting of Shareholders as follows;	
<b>Subject:</b>	
<b>Objective:</b> <input type="checkbox"/> for acknowledgment <input type="checkbox"/> for consideration	
<b>Details:</b>	
<b>If there is attachment, please indicate number of documents:</b> _____ <b>pages</b>	
I certify that all information and supplementary documents provided and attached are true and correct and I hereby give my permission to Thai Optical Group Public Company Limited to disclose such information and supplementary documents.	
<div style="border: 1px dashed black; width: 150px; height: 80px; margin: 0 auto; padding: 5px;">           Affix a company stamp if any         </div>	Signed ..... Shareholder (.....) Date.....

**Required shareholder's evidence:**

1. The evidence of shareholding, the certificate of shares held issued by securities companies or any other certificates from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand or custodian, or Securities Paper and certified true copies by such shareholder.
2. In case the shareholder is a juristic person, the Juristic Entity's Affidavit, taken not later than six months, being certified true copy by the authorized director(s) and their valid identification card, or passport in case of foreigner, of the authorized director(s).
3. In case the shareholder is a natural person, a copy of valid identification card, or passport in case of foreigner.
4. If the shareholder changes their title, first name, last name, a copy of evidence of such change must be attached and certified true copy.

<b>Form to propose candidate for director nomination 2023 AGM</b>	
<b>Thai Optical Group Public Company Limited Shareholder</b>	
<b>Shareholder Name:</b>	
<b>Current Address:</b>	
<b>Phone number:</b>	
<b>Email address:</b>	
<b>Number of TOG Shares held:</b>	
<p>I would like to nominate the following person, who fulfil qualification requirements set out in the Public Limited Companies Act, the Company's Articles of Association, the Company's criteria and does not have characteristics prohibited by the Stock Exchange of Thailand regulations or by the Capital Market Supervisory Board, Thailand.</p>	
<p><b>The nominee signed below as his/her consent.</b></p> <p>I am Mr./Mrs./Miss/Ms. ....would like to confirm my consent to be nominated by the Shareholder as stated above. I certify that the supplementary documents are true and correct and give my permission to Thai Optical Group Public Company Limited to disclose such information.</p> <p>Attach candidate's personal data, Curriculum Vitae, support documents and indicate number of documents ..... pages</p> <p style="text-align: right;">Signed ..... Candidate (.....) Date.....</p>	
<p>I certify that all information written in this Form, the evidence of the shareholding and the nominee's consent are true and correct.</p> <div style="display: flex; justify-content: space-between; align-items: flex-start;"> <div style="border: 1px dashed black; padding: 10px; width: 150px; height: 100px; display: flex; align-items: center; justify-content: center;"> <p>Affix a company stamp if any</p> </div> <div style="text-align: right; width: 60%;"> <p>Signed ..... Shareholder (.....) Date.....</p> </div> </div>	

**Required shareholder's evidence:**

1. The evidence of shareholding, the certificate of shares held issued by securities companies or any other certificates from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand or custodian, or Securities Paper and certified true copies by such shareholder.
2. In case the shareholder is a juristic person, the Juristic Entity's Affidavit, taken not later than six months, being certified true copy by the authorized director(s) and their valid identification card, or passport in case of foreigner, of the authorized director(s).
3. In case the shareholder is a natural person, a copy of valid identification card, or passport in case of foreigner.
4. If the shareholder changes their title, first name, last name, a copy of evidence of such change must be attached and certified true copy.