

**Criteria for Minority Shareholders to Propose Agenda Item (s)
and/or Nominate Qualified Director (s) in Advance
for the 2023 Shareholders' Annual General Meeting
of RATCH Group Public Company Limited**

Recognized the importance of fair and equitable treatment of shareholders based on the good corporate governance principles to which the Company has been continuously hold on, the Board of Directors of RATCH Group Public Company Limited (the "Company") resolved to offer the opportunity to the Company's minority shareholders to propose the agenda item (s) and/or qualified candidate (s) to be elected as the Company's director (s) in advance and in order that the Board of Directors will consider the proposal to the 2023 Shareholders' Annual General Meeting. To ensure the transparency and that the decision made upon the Company's benefit, the Board of Directors established the procedures and criteria in considering and selecting the agenda item (s) and/or the nomination of director (s) as follows:

**Clause 1. Qualifications of shareholder eligible to propose agenda item (s)
and/or nominate qualified director (s)**

The shareholder who wishes to propose the agenda item (s) and/or nominate qualified director (s) is required by the following qualifications:

- 1.1 Being the Company's shareholder (s) either by being one individual shareholder or combined shareholders.
- 1.2 Minimum shareholding:
 - 1.2.1 Holding not less than 500,000 shares and continuously holding such number of shares for not less than 1 year **or**
 - 1.2.2 Holding not less than 5 per cent of the total voting rights of the Company.
- 1.3 Holding the amount of shares as stipulated in Clause 1.2 on the date the proposal of agenda item (s) and/or nomination of qualified director (s) is made.
- 1.4 Holding the amount of shares as stipulated in Clause 1.2 on the Record Date to determine the right of the shareholders to attend the shareholders' annual general meeting of that year.

In this regard, if the Company has checked the name of the shareholder (s) on the Record Date to determine the right of the shareholders to attend the Shareholders' Annual General Meeting of that year (as stipulated in Clause 1.4) and found that the shareholder (s) in Clause 1.1 does not hold the amount of

shares stipulated in Clause 1.2, the Company reserves the right not to propose the agenda item (s) and/or the nominated director (s) as proposed by such shareholder (s) for the meeting's consideration even though such agenda item (s) or nominated director (s) have been included in the notice of the Shareholders' Annual General Meeting.

Clause 2. Proposal of Agenda Item (s)

2.1 Proposals not to be included in the Meeting Agenda

- (1) A proposal that violates applicable laws, rules and regulations enforced by the government authorities or regulatory agencies or non-compliance with the objectives, Articles of Association, Shareholders' Meeting resolutions, and good corporate governance practices of the Company.
- (2) A proposal that has no benefit to the Company's operations.
- (3) A proposal that is in favour of a specific person or group.
- (4) A proposal that is under the Board of Directors' authority except the one causing significant damages to general shareholders.
- (5) A proposal that was already implemented by the Company.
- (6) A proposal that is beyond the control of the Company.
- (7) A proposal that was proposed to the Shareholders' Meetings during the past 12 months and was agreed with the votes less than 10 per cent of the total shares with voting rights and the facts are not materially changed.
- (8) A proposal that is submitted with incomplete or incorrect information or the proposed shareholder cannot be contacted.
- (9) A proposal that is made by an unqualified person as specified in Clause 1.

2.2 Consideration Procedures

- (1) The qualified shareholder according to Clause 1. is required to prepare the Form to Propose Agenda Item ("Form A") attached to this criteria on a basis of 1 Form for 1 Agenda Item. The proposal shall be submitted to the Company as specified in Clause 4. (1) with required documents for consideration and the evidence of shareholding as specified in Clause 4. (2).
- (2) Company Secretary will initially review the completeness of the information and notify the proposed shareholder for correction in case of incompleteness before submitting to the Board of Directors' consideration based on the criteria

specified in Clause 2.1 except for otherwise decisions made by the Board of Directors. In all cases the Board of Directors' judgment is deemed the matter comes to an end.

- (3) The proposal approved by the Board of Directors will be included with the Board of Directors' opinion in the notice for the 2023 Shareholders' Annual General Meeting.
- (4) For the proposal disapproved by the Board of Directors, the Company will inform the proposed shareholder instantly after the Board of Directors' Meeting or on the next office date. Details will be notified through the Stock Exchange of Thailand's channel, the Company's website at www.ratch.co.th, and specified in the meeting notice.

Clause 3. Nomination of Qualified Director (s)

3.1 Director's Qualifications and Forbidden Qualifications

The person nominated as a director must have qualifications and must not have any prohibited qualifications under public limited company law, securities and exchange law as well as the Company's good corporate governance which includes the following qualifications:

- (1) Age no older than 72 years.
- (2) Holding directorship in no more than 3 listed companies.
- (3) Not being a bankrupt.
- (4) Not being an incapacitated or quasi-incompetent person.
- (5) None of dishonest committal of any offence against property.
- (6) None of expulsion or deposition from government body or organization or private company for the dishonesty against his/her duties.
- (7) None of removal from being a director, manager, employee or authorized management control in any organizations.
- (8) Not being a political official, member of the House of Representatives, senator, member of the local council, or local administrator.
- (9) Possessing the educational background, working experiences, and other qualifications as specified by the Company.

- (10) Being able to dedicate time and abilities for the utmost benefits of the Company as his/her duties and being available to attend the Company's meetings regularly.
- (11) None of actions in other organization's management in the way that would reduce the Company's benefit or in favour of any person or juristic person, no matter for the benefit of his/her own or others.

3.2 Consideration Procedures

- (1) The qualified shareholder according to Clause 1. who wishes to nominate a director fulfilled the qualifications specified in Clause 3.1 is required to prepare the Form to Nominate Director ("Form B") attached to this criteria on a basis of 1 Form for 1 Director Nomination with the nominee's signature consent. The proposal will be submitted to the Company as specified in Clause 4. (1) with required documents including the nominee's education background and working experiences, other supporting information for consideration of the Board of Directors, and the evidence of shareholding as specified in Clause 4. (2).
- (2) Company Secretary will initially review the completeness of the information and notify the proposed shareholder for correction in case of incompleteness before submit to the consideration of the Human Resource and Remuneration Committee and the Board of Directors, respectively according to the Company's recruitment procedures except for otherwise decisions made by the Human Resource and Remuneration Committee or the Board of Directors. In all cases the Board of Directors' judgment is deemed the matter comes to an end.
- (3) The nominee approved by the Board of Directors will be proposed to the 2023 Shareholders' Annual General Meeting by nominating on the meeting notice with the Board of Directors' opinion.
- (4) For the nominee disapproved by the Human Resources and Remuneration Committee or the Board of Directors, the Company will inform the proposed shareholder instantly after the Human Resources and Remuneration Committee's or the Board of Directors' Meetings or on the next office date. Details will be notified through the Stock Exchange of Thailand's channel, the Company's website at www.ratch.co.th, and specified in the meeting notice.

Clause 4. Channel for Submitting the Proposal

- (1) Shareholder may unofficially send Form A and/or Form B to the Company via facsimile at +66 2794 9888 Ext. 9510 or through Company Secretary e-mail address at cs@ratch.co.th before submitting the original Forms to the Company at Company Secretary, RATCH Group Public Company Limited No. 72, Ngam Wong Wan Road, Bangkokhen, Muang Nonthaburi, Nonthaburi 11000, **by 30 November 2022.**
- (2) Shareholder is required to enclose with Form A and/or Form B the evidence of the shareholding as follows; the certificate of shares issued by securities company or any other certificates issued by the Stock Exchange of Thailand, with signed certified copy of Shareholder identification card in case of natural person shareholder; and in case of juristic person, a copy of the company's affidavit and a copy of identification card or passport (for foreigner) of the authorized director who signed Form A and/or Form B with his/her signatures on such evidences.
- (3) In case the proposal and/or director nomination made by more than one shareholder, the first Shareholder is required to fill in all three sections of Form A and/or Form B with his/her signature, and other Shareholders are required to prepare Form A and/or Form B separately by filling in only Section 1 and Section 2 of the Forms with their signatures. Then all the Forms are prepared in one set of documents and sent to the Company with supporting documents (if any), evidences of the shareholding and copies of identification cards, signed certified true and correct by each Shareholder.