

## **ALT Telecom Public Company Limited**

### **Criteria**

### **Rights for shareholders to propose agendas in shareholders' meeting and nominate person as a director's candidate**

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#### **Objective**

In order to comply with the Company's good Corporate Governance practice, the Company agreed to give an opportunity to shareholders to propose agendas in shareholders' meeting and nominate person as a director's candidate before the meeting date.

#### **Criteria**

##### **1. Shareholders' qualification**

Shareholders who wish to propose agenda item must be qualified in accordance with the criteria as follows:

- 1.1 Being a holder or a group of the Company's ordinary share
- 1.2 Holding minimum shares at least 5% of the saleable shares of the Company
- 1.3 Holding minimum shares continuously at least 12 months from the date of holding Company's shares to the date of proposing agendas.

##### **2. Duration to propose**

For adequate consideration, please submit agendas between November 10, 2020 and February 11, 2021

##### **3. Criteria to propose**

Shareholders who are qualified as topic1 are entitled to propose agendas and nominate person as a director's candidate before the meeting date by filling up forms as follows:

- Propose an agenda in shareholders' meeting form (Form A)
- Nominate person as a director's candidate form (Form B)
- Biography of person who is nominated as a director's candidate form (Form C)

Attached with completely related documents and sent to the Company as the following address:

<p style="text-align: center;">Corporate Secretary ALT Telecom Public Company Limited 52/1 Bangkruay-Sainoi Road, Bangsithong, Bangkruay, Nonthaburi 11130 Thailand</p>
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In addition, unofficial agendas can be informed through <http://www.alt.co.th> before sending an original form with completely related documents to corporate secretary as above address within February 11, 2021 in order to be considered properly by the Board of Director

### 3.1 The Proposal that will not be included in the meeting's agenda

- (1) A proposal that violates to the law, rules, regulations of government agencies or other governing agencies or does not comply with the shareholders' resolution
- (2) A proposal that is beneficial for specific person or a group of people
- (3) A proposal that is under power and authority of the Board of Directors unless it causes the significant effect on shareholders
- (4) A proposal which already undertaken by the Company
- (5) A proposal which is out of control
- (6) A proposal that is incomplete, inaccurate, or unable to contact the shareholders who submitted the proposal
- (7) A proposal that is proposed by unqualified shareholders as specified in topic1

### 3.2 Director's qualification

Nominated directors must be qualified as follows:

- (1) Hold shares no more than 0.5% of total voting shares of the Company, subsidiary, associated company, major shareholders or controlling party. In this regard, related person of independent director is included.
- (2) Not participate in management and not be an employee, a staff, an advisor who regularly earn monthly salary or controlling party of the Company, parent company, subsidiary, associated company except resigning these positions of more than 2 years before independent director's appointment. However, prohibited qualifications are excluded from being government officer or an advisor of any government department who are major shareholders or controlling party
- (3) Not be a relative by both bloodline and registration; i.e. parents, spouse, sibling, child and child's spouse with any executive, major shareholders, controlling party or currently nominated directors of the Company or subsidiary.
- (4) No substantial business relationship with the Company, parent company subsidiary, associated company, major shareholders or controlling party in the manner of lack of independence except resigning these positions of more than 2 years before independent director's appointment. Aforesaid relationship included normal operation of business, a rent or lease of property, a transaction involving assets or services, a provision or an acceptance of financial support, a guarantee, a use of an asset as collateral against debt; and, other similar actions which result in the Company or the party to the contract having a debt to be repaid to another party for the amount from 3% of net tangible assets of the Company or from 20 million baht, whichever is lower. This amount is determined by the calculation of related transaction value as per the announcement of the Securities and Exchange Commission. It is inclusive of debts arising within one-year prior independent director's appointment.
- (5) Not an auditor of the Company, parent company, subsidiary, associated company, a major shareholder or controlling party, not a significant shareholder, an entity with controlling party or a partner of the audit firm where the auditors of the parent

company, subsidiary, associated company, a major shareholder or controlling party are currently associated or have been within 2 years prior independent director's appointment.

- (6) Not a person rendering any professional service or a legal or financial consultant who is received more than 2 million baht in service fee per year by the Company, parent company, subsidiary, associated company, a major shareholder or controlling party, not a significant shareholder, an entity with controlling party or a partner of such professional service provider currently or within 2 years prior independent director's appointment.
- (7) Not a director who is appointed to be a nominee of a director of the Company, major shareholder or shareholder who is connected to a major shareholder.
- (8) Not engage in a business of the same sector which is significantly competitive to the Company, or subsidiary. An independent director is not a significant partner to a partnership or a director with involvement in the management, employee, a staff, an advisor who regularly earn monthly salary, or who holds more than 1% of total shares with voting rights of another company which is engaged in a business of the same sector which is significantly competitive to the Company or subsidiary.
- (9) Not have any other characteristic which prevents them from giving opinions freely on the operation of the Company.

#### 4. Consideration procedure

- (1) A group of shareholders who are qualified as topic1 would like to propose an agenda. They must complete Form A with signature as evidence and collect Form A and all supporting documents (if any) as 1 set.
- (2) A shareholder or a group of shareholders who are qualified as topic1 would like to propose more than 1 agenda. They must complete 1 Form A per 1 agenda with signature as evidence.
- (3) A group of shareholders who are qualified as topic1 would like to nominate director. The first shareholder must complete Form B and C with signature as evidence. The rest of shareholder must complete only Form B with signature as evidence and gather all forms and supporting documents as 1 set.
- (4) A shareholder or a group of shareholders who are qualified as topic1 would like to nominate more than 1 director. They must complete 1 Form B and C per 1 director with signature as evidence and attached with biography of every director.

The Corporate secretary shall review the documents preliminarily prior proposing to the Board of Director. The proposal must not be prohibited in accordance with topic1. If the shareholder is unable to deliver documents within deadline, it shall be deemed that the right to propose agenda to the Shareholders Meeting is waived by the shareholder.

Nomination and Compensation Committee shall review a nominated director and provide opinion to the Board of Director in order to justify whether a nominated director should be a candidate in the shareholders' meeting or not. Decision of the Board of Director is absolute and final.

The proposal approved by the Board of Director shall be included in the agenda of the Notice of the shareholders' meeting.

Nominated directors who are approved by the Board of Director shall be included in the agenda of the Notice of the shareholders' meeting. However, if nominated directors who are not approved by Nomination and Compensation Committee or the Board of Director, shareholders will be informed after the shareholders' meeting in February 2021.