

# 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 or nominate person as a director's candidate 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 total voting shares of the Company at the date proposing the agenda or nominate person as a director's candidate
- 1.3 Holding minimum shares continuously at least 12 months from the date of holding Company's shares to the date of proposing agendas or nominate person as a director's candidate

##### 2. Duration to propose

For adequate consideration, please submit agendas between August 8, 2023 and November 30, 2023

##### 3. Proposal of the Agenda

- 3.1 Shareholders who are qualified as topic1 must complete the "Propose an agenda in shareholders' meeting form (Form A)" and submit required documents. In addition, unofficial agendas can be informed through <http://www.alt.co.th> before sending an original form with completely related documents to company secretary as the following address

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| <p>Company Secretary<br/>ALT Telecom Public Company Limited<br/>52/1 Bangkruay-Sainoi Road, Bangsithong,<br/>Bangkruay, Nonthaburi 11130 Thailand</p> |
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within November 30, 2023 in order to be considered properly by the Board of Director.

If many shareholders have unified to propose the agenda, each of them must complete "Form A" and sign their names as evidence and send them altogether as one set.

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

3.2.1 A proposal that violates to the law, rules, regulations of government agencies or other governing agencies or does not comply with the shareholders' resolution

3.2.2 A proposal that is beneficial for specific person or a group of people

3.2.3 A proposal that is under power and authority of the Board of Directors unless it causes the significant effect on shareholders

3.2.4 A proposal which already undertaken by the Company

3.2.5 A proposal which is out of control

3.2.6 A proposal that is incomplete, inaccurate, or unable to contact the shareholders who submitted the proposal

3.2.7 A proposal that is proposed by unqualified shareholders as specified in topic1

#### 4. The Nomination of the Director

4.1 Shareholders who are qualified as topic1 must complete the "Nominate person as a director's candidate form (Form B)" and submit required documents. In addition, unofficial agendas can be informed through <http://www.alt.co.th> before sending an original form with completely related documents to company secretary as the following address

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| <p style="text-align: center;">Company Secretary<br/>ALT Telecom Public Company Limited<br/>52/1 Bangkruay-Sainoi Road, Bangsithong,<br/>Bangkruay, Nonthaburi 11130 Thailand</p> |
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within November 30, 2023 in order to be considered properly by the Board of Director.

If many shareholders have unified to propose the agenda, each of them must complete "Form B" and sign their names as evidence and send them altogether as one set.

#### 4.2 Director's qualification

Nominated directors must be qualified as follows:

4.2.1 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

4.2.2 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 position 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

- 4.2.3 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
- 4.2.4 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 to the day of business relationship with the same party
- 4.2.5 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
- 4.2.6 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
- 4.2.7 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
- 4.2.8 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
- 4.2.9 Not have any other characteristic which prevents them from giving opinions freely on the operation of the Company

## 5 Consideration procedure

The Company secretary shall review the documents preliminarily prior proposing to the Nomination, Compensation and Corporate Governance Committee. If the shareholder is unable to deliver documents within deadline, it shall be deemed that the right to propose agenda or nominate person as a director's candidate is waived by the shareholder.

Nomination, Compensation and Corporate Governance 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.

In the case that the Board of Director approves the proposed matters, the Company will include those matters in the meeting agenda remarked as "agenda from shareholders" in the notice to shareholders.

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, Compensation and Corporate Governance Committee or the Board of Director, shareholders will be informed after the Board meeting

In the case that the Board of Directors denies the proposed matters, the Company will provide rationales in the notice of the shareholders meeting. In the case that the shareholders meeting agreed to include the proposed matters with simple majority of total number of votes of the shareholders present at the meeting and eligible to vote, the matters will be included in the agenda for the next shareholders meeting.