

Criteria for the shareholders to propose questions, agenda items,  
and candidates for directorship in advance of  
the 2024 Annual General Meeting of Shareholders  
Thai Life Insurance Public Company Limited

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Thai Life Insurance Public Company Limited (the “Company”) is aware of the rights and equality of the shareholders in accordance with the good corporate governance principles; therefore, the Company gives its shareholders an opportunity to propose to propose matters in the 2024 Annual General Meeting of Shareholders, to nominate qualified candidates for directorship in the Company, and to submit questions which are beneficial to the Company in advance. The criteria and guidelines are as follows:

**1. Qualifications of Shareholders Entitled to Propose Questions, Agenda Items, and Candidates for Directorship in Advance**

1.1 Proposal of agenda items and nomination of candidates for directorship: a shareholder or a group of shareholders whose aggregate holding of shares is not less than 5% of the total voting rights of the Company, and holds shares in the Company for at least 12 consecutive months.

1.2 Proposal of questions: a shareholder who holds shares in the Company for at least 12 consecutive months.

**2. Submission Period**

Shareholders may propose questions, agenda items, and candidates for directorship to the Company from 1 October 2023 to 30 December 2023.

**3. Submission Channels**

3.1 E-mail: [comsec@thailife.co.th](mailto:comsec@thailife.co.th)

3.2 Post: Company Secretary to the following address:

<p><b>Company Secretary Office</b> No. 123 Thai Life Insurance Building 1, 8<sup>th</sup> Floor, Ratchadapisek Road, Din Daeng Subdistrict, Din Daeng District, Bangkok 10400</p>
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#### 4. Required Documents

Any shareholder proposing questions, agenda items, or candidates for directorship in advance are requested to provide the following information and documents in support of consideration and action:

- 4.1 Proposal form for questions, agenda items, and candidates for directorship in advance of the annual general meeting of shareholders together with supporting documents;
- 4.2 Document evidencing the shareholding period of at least 12 consecutive months until the proposal date for questions, agenda items, and candidates for directorship, such as share certificates or confirmation letters issued by brokers;
- 4.3 Information of candidates for directorship together with supporting documents, such as profile, identity documents, educational certificates, training certificates, etc. for the nomination of candidates for directorship in the Company.

#### 5. Operating Procedures

##### 5.1 Proposal of questions and agenda items

The Company Secretary will collect, screen, and propose questions and agenda items to the Board of Directors' Meeting prior to taking further actions.

##### 5.2 Nomination of candidates for directorship

The Company Secretary will collect, screen, and propose the nomination of candidates for directorship to the Nomination and Remuneration Committee's Meeting and the Board of Directors' Meeting, respectively, for consideration and submission to the shareholders' meeting. Any candidate who has been elected as a director shall also be approved by the Office of Insurance Commission and the Office of the Securities and Exchange Commission.

##### 5.3 Board of Directors shall include the matter proposed by shareholders under these criteria as agenda item in the upcoming shareholders' meeting, except for the following cases:

- (1) The proposal does not comply with the criteria as specified above;
- (2) The proposal is relevant to the Company's ordinary business operation and the fact given by the shareholders does not indicate any reasonable grounds to suspect the regularity of such matter;
- (3) The proposal is beyond the Company's power to produce the proposed result;
- (4) The proposal was submitted to the shareholders' meeting for its consideration within the previous twelve months and received supporting votes of less than 10 percent of the total number of voting rights of the Company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;
- (5) Any other cases as specified by law or the Board of Directors considers and deems that there are reasonable grounds to refuse the proposal of agenda item.

The Company Secretary will announce the decision on the proposal of questions, agenda items, and candidates for directorship to shareholders for acknowledgement after the Board of Directors' Meeting which will be held during February – March 2024.

Proposal Form for Questions, Agenda Items,  
and Candidates for Directorship in advance of  
the 2024 Annual General Meeting of Shareholders  
Thai Life Insurance Public Company Limited (TLI) (the "Company")

I, ....., as a shareholder of the Company holding ..... shares;  
residing at No. ....; .....Road; ..... Village / Building;  
..... Subdistrict; ..... District; ..... Province;  
Telephone: .....; Fax .....; E-mail (if any) .....

I would like to propose questions, agenda items, and candidates for directorship in advance of the 2024 Annual General Meeting of Shareholders as follows:

(You are requested to prepare this form together with required information, attached documents, and complete signature for each question, agenda item, and nominated candidate.)

I would like to propose question(s) as follows:

Question(s): .....

.....

Background/Objectives/Additional Details: .....

.....

Supporting documents of ..... page(s) are also attached herewith for the proposed matter (if any).

I would like to propose agenda item(s) as follows:

Name of proposed agenda item: .....

Objective       For acknowledgement       For consideration       For approval

Reason/Useful Information for the Company's Consideration: .....

.....

Expected Benefits for the Company: .....

.....

Supporting documents of ..... page(s) are also attached herewith for the proposed matter (if any).

I would like to nominate a candidate for directorship in the Company. Information of candidate for directorship of ..... page(s) is also attached herewith.

I hereby certify that:

1. As of the date of proposing matters under this form to the Company, I am a shareholder with the following qualifications:
  - 1.1 Proposal of agenda items and nomination of candidates for directorship: I hold shares of the Company in the aggregate holding of shares is not less than 5% of the total voting rights of the Company and holds shares in the Company for at least 12 consecutive months.
  - 1.2 Proposal of questions: I hold shares in the Company for at least 12 consecutive months.
2. The foregoing statement, supporting documents, shareholding evidence, and all identity documents are accurate, and I hereby give consent to the Company to collect, use, and disclose the said information and identity documents in accordance with the Company's Privacy Policy (<https://www.thaillife.com/PrivacyPolicy/>), which I have acknowledged; therefore, I have affixed my signature as evidence.

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

Remarks: The shareholder is requested to attached the following documents (in the case of copy documents, the shareholder must certify true copy):

1. Shareholding Evidence: such as the share certificate with certified true copy, or confirmation letter from Thailand Securities Depository Co., Ltd., or other evidences from the Stock Exchange of Thailand.
2. Identity Documents
  - 2.1 In the case of individual shareholder, the copy of identification card or passport (if a foreigner) shall be attached.
  - 2.2 In the case of juristic shareholder, the copy of affidavit and the copy of identification card/ passport (if a foreigner) of the person(s) authorized to sign the proposal form shall be attached.
  - 2.3 In the case of amendment to the title, given name, surname, or juristic name, the copy of name change certificate shall be attached.

Information of Candidate for Directorship for  
the 2024 Annual General Meeting of Shareholders  
Thai Life Insurance Public Company Limited (TLI) (the "Company")

General Information

1. Name - Surname (Thai) .....  
Name - Surname (English) .....  
Name - Surname (original) (if any) .....
  
2. Identity Documents  
 Identification Card  
 Passport (for non-Thai nationals)  
No. .... Issued at .....  
Expiry Date .....  
(Please attach the copy of aforesaid documents with certified true copy by the document owner.)
  
3. Birthdate .....
  
4. Spouse      Name - Surname (current) .....  
                  Name - Surname (original) (if any) .....
  
5. Children                    ..... child/children as follows:  
5.1 Name – Surname ..... Age ..... Years  
    Workplace .....  
5.2 Name – Surname ..... Age ..... Years  
    Workplace .....
  
6. Mailing Address and Contact Information  
No.                    ..... Village/Building .....  
Soi                    ..... Road .....  
Subdistrict ..... District .....  
Province ..... Postal code .....  
Country ..... Telephone .....  
Email (if any) ..... Other contact information .....

7. Education (from bachelor degree)

Degree	Major	Institution	Year of Entry – Year of Graduation

(Please attached the educational certificate as specified above with certified true copy by the nominated candidate.)

8. Completion of Training Organized by Thai Institute of Directors (IOD)

<u>Name of Program</u>	<u>Class/Year of Training</u>
<input type="checkbox"/> DCP: Director Certification Program	.....
<input type="checkbox"/> DAP: Director Accreditation Program	.....
<input type="checkbox"/> ACP: Audit Committee Program	.....
<input type="checkbox"/> RCM: The Role of Chairman	.....
<input type="checkbox"/> FN: Finance for Non-Finance Director	.....
<input type="checkbox"/> Others, please specify .....	.....

(Please attached the copy of training certificate with certified true copy by the nominated candidate.)

9. Working Experience

Year	Name of Workplace	Type of Business	Position

10. Shareholding in the Company (by shareholder, including spouse and minor children)

.....

**Qualifications and Prohibited Characteristics** (please mark in the box to confirm your acknowledgement)

I acknowledge that in the nomination process of a director, the Company shall consider qualifications and prohibited characteristics of the director in accordance with the applicable laws; therefore, I confirm that

I am a person who is qualified and does not possess prohibited characteristics in accordance with the law governing public limited companies, the law governing life insurance, the law governing securities and exchange, as well as other relevant notifications.

**Consent and Certification of the Nominated Candidate**

- (a) I hereby certify the accuracy and completeness of the information specified in and documents attached with this form, and that such information and documents are not false and lack of material statement required to be notified;
- (b) I hereby consent to the nomination for directorship in the Company and allow the Company to verify the information notified to the Company, as well as any other information relating to myself, such as credit information, registration information as director or executive, or criminal record, which will be used by the Company in support of the nomination of candidate for directorship in the Company; and
- (c) I acknowledge the Company's Privacy Policy disclosed at <https://www.thailife.com/PrivacyPolicy/>

Signed

Nominated Candidate

(

)

Date .....



## Attachment

### Qualifications and prohibited characteristics of life insurance company directors

#### Qualifications of a director according to the Public Limited Companies Act B.E. 2535 (as amended)

**Section 68** A director must be a natural person and:

- (1) become sui juris;
- (2) not be a bankrupt, an incompetent person or a quasi- incompetent person;
- (3) not have been imprisoned by a final judgment to a term of imprisonment for an offence against property committed dishonestly; and
- (4) not have been punished by an expulsion or removal from the governmental service or a State organisation or agency on the ground of corrupt practices in official duties.

#### Qualifications of a director according to the Life Insurance Act B.E. 2535 (as amended)

**Section 35** A director, manager, or person authorized to act on behalf of a company, or a consultant of the company, shall hold a bachelor's degree or higher qualification, or shall have work experience related to insurance business, and shall not have any of the following qualifications:

- (1) being, or having been declared bankrupt;
- (2) having been imprisoned by a final court judgment, for an offense relating to property;
- (3) having been a director, manager or person authorized to act on behalf of a company at the time such company had its life or non-life insurance license revoked, except for a person whom the Registrar, with the approval of the Commission, appointed to hold such office at such time.
- (4) being a director, manager, or person authorized to act on behalf of another company licensed to engage in the life insurance business, unless an exception in accordance with the rules and conditions prescribed by the commission has been granted;
- (5) being removed from the position of director, manager, or person authorized to act on behalf of a company, under section 54;
- (6) being political official or a person holding a political office;
- (7) being a government official or an official of the Office of the insurance commission, having a responsibility to supervise the company, unless the company is a public enterprise or the appointment is made with the approval of the Commission, for the purpose of assisting in the operations of the company, or the person is appointed under section 54, or
- (8) having a bad record or carrying out any activity showing a lack of responsibility or due care that a person of such profession is supposed to have in his conduct.

Qualifications of a director according to the Securities and Exchange Act B.E. 2535 (as amended)

**Section 89/3** A director shall have qualifications and shall not have prohibited characteristics as specified by law on public limited companies, and shall not have characteristics indicating a lack of appropriateness in respect of trustworthiness in managing business whose shares are held by public shareholders as specified in the notification of the SEC.

**Section 103** No securities company shall appoint or allow any person with any of the following prohibited characteristics to be or to perform the duty of a director, a manager or a person with power of management, or an advisor:

- (1) being or having been a bankrupt;
- (2) having been imprisoned by the judgement of a court which is final for an offence related to property committed with dishonest intent;
- (3) having been a director, a manager or a person with power of management of a financial institution which had its license revoked, unless an exemption has been granted by the Capital Market Supervisory Board;
- (4) being a director, a manager or a person with power of management of any other securities companies, unless it is exempted under the rules, conditions and procedures as specified in the notification of the Capital Market Supervisory Board;
- (5) having been removed from a position of chairman, director or manager in accordance with Section 144 or Section 145 or in accordance with the provisions of other laws;
- (6) being a political official;
- (7) being a government official with responsibility to supervise securities companies, an officer of the Bank of Thailand or of the SEC Office, except in cases where:
  - (a) an appointment is made with the approval from the Capital Market Supervisory Board for the purpose of assisting in the operation of a securities company; or
  - (b) an appointment is made in accordance with Section 145;
  - (c) the securities company is a state enterprise under the law relating to budget procedures.
- (8) -repealed-
- (9) being a person not having educational qualification, work experience or other qualification as specified in the notification of the Capital Market Supervisory Board;
- (10) having other prohibited characteristics as specified in the notification of the Capital Market Supervisory Board.

**Section 104 A** securities company shall appoint directors or managers or enter into an agreement with other persons, giving the power, either in whole or in part, to manage the business of the securities company only with the approval from the SEC Office.

In cases where it later appears that the persons under the first paragraph have the prohibited characteristics as specified in Section 103, the SEC Office shall have the power to withdraw its approval and the securities company shall propose other persons for the approval from the SEC Office within fifteen days from the date of the withdrawal.

The provisions of Section 103 shall apply mutatis mutandis to the persons with whom the securities company enters into an agreement allowing such persons as well as those who work for such persons to have full or partial managing power in the securities company.

Qualifications of a director according to other relevant announcements

1. Notification of the Insurance Commission regarding Good Corporate Governance of Life Insurance Companies B.E. 2562 (2019).
2. Notification of the Office of Insurance Commission regarding the prescribing cases considered to be a director, manager, person who has the power to act on behalf of a life insurance company, or an advisor of an insurance company has a history of damage or operates any business that shows a lack of responsibility or professional prudence in such a position must be in accordance with the circumstances and circumstances B.E. 2556 (2013).
3. Notification of the Capital Market Supervisory Board No. TorLorThor. 8/2557 regarding criteria for personnel in the capital market business.
4. Notification of the Securities and Exchange Commission No. KorJor. 3/2560 regarding the determination of untrustworthy characteristics of the company's directors and executives.
5. Notification of the Capital Market Supervisory Board No. TorJor. 39/2559 regarding the application for and approval for an offer for sale of newly issued shares.
6. Notification of the Office of the Securities and Exchange Commission No. KorLorTor.KorTor.(Wor)15/2562 regarding the guidelines on roles and expectations in the performance of directors of securities companies and derivatives business operators.