

Criteria and procedure for shareholders to nominate a candidate to be considered and elected as director

Principle and rationale

Thai Life Insurance Public Company Limited (the “**Company**”) recognizes the importance of shareholders’ rights and equitable treatment as part of its commitment to good corporate governance. Therefore, the Company has established the criteria and procedure for shareholders to nominate a candidate to be considered and elected as director in advance of the Annual General Meeting of Shareholders (“**AGM**”) for the year 2025. This allows shareholders the opportunity to participate in the nominating knowledgeable, competent and qualified persons to be considered and elected as the Company’s directors that will benefit the Company and its stakeholders as follows:

Criteria and procedure

1. Minimum qualifications of shareholders

- 1.1 Being a shareholder of the Company, either one shareholder or combined shareholders, holding aggregate shares of not less than 5 percent of the Company’s total issued and paid-up shares.
- 1.2 Holding the Company’s shares in the proportion as stated in item 1.1 for at least 12 consecutive months until the submission date of the nominating a director.

2. Conditions for proposing

- 2.1 Shareholders who wish to nominate a candidate to be considered and elected as director must prepare and submit their written requests to the Company.
- 2.2 Shareholders must provide their first and last names, contact address and phone number, and number of shares held, and certify the holding and have the right to vote with aggregate shares of not less than 5 percent of the Company’s total issued and paid-up shares as of the proposing date. If there is more than 1 shareholder, details of all such shareholders must be provided.

3. Guideline for nominating a candidate to be considered and elected as director

3.1 Shareholders who wish to nominate a candidate to be considered and elected as director shall prepare documents/information with the details as follows:

(1) Details of personal information of the nominated candidate for director position:

- First and last names, age, and nationality;
- Academic qualifications, and educational background;
- Work experience;
- Current position;
- Shareholding in the Company, and directorship in other entities;

(2) Type of director position for the nominated candidate: an independent director or non-independent director;

(3) Evidence of qualifications for the director position under items 3.2 and 3.3;

(4) Other information that shareholders deemed necessary or useful.

3.2 The nominated candidate for director nomination and election must fully meet the qualifications and does not have the prohibited characteristics specified under the following applicable laws/ regulations as follows:

(1) Life Insurance Act, B.E. 2535 (as amended);

(2) Securities and Exchange Act, B.E. 2535 (as amended);

(3) Public Limited Companies Act, B.E. 2535 (as amended);

(4) The Company's Articles of Association;

(5) Qualifications of "independent director" of the Company;

(6) Notifications of the Office of Insurance Commission or the Life Insurance Registrar;

(7) Notifications of the Office of the Securities and Exchange Commission;

(8) Notifications of the Stock Exchange of Thailand;

(9) Notifications, rules, regulations, or requirements of other relevant regulatory bodies.

3.3 The nominated candidate for director nomination and election must be knowledgeable, competent, independent, determined to perform duties under the code of ethics, and have a proven track record with social acceptability.

3.4 The Company reserves the right to consider only the proposals for which the proposing shareholders have provided all the required documents and evidence to the Company, and the nominated candidate for director nomination and election is fully qualified and does not have any prohibited characteristics according to the applicable laws and regulations.

4. Required documents for nominating a candidate to be considered and elected as director

Shareholders must submit the required documents for nominating a candidate to be considered and elected as director, and the identification evidence of shareholders (including proof of shareholdings) to the Company as follows:

4.1 The form of nominating a candidate to be considered and elected as director (as detailed in Form B), in which all details and signatures of shareholders are provided.

4.2 Identification evidence of shareholders.

4.2.1 Individual person

- (1) A certified true copy of valid identification card or passport (for non-residents).
- (2) The evidence of shareholding, such as a certificate of shares held issued by securities companies or other evidence from Thailand Securities Depository Company Limited.

4.2.2 Juristic person

- (1) A certified copy of its company registration document (affidavit), identification card or passport (for non-residents) with a certified true copy of the authorized signatories.
- (2) The evidence of shareholding, such as a certificate of shares held issued by securities companies or other evidence from Thailand Securities Depository Company Limited.

In this regard, the Company does not process the religious data presented on shareholders' identification cards. Therefore, shareholders are requested to conceal religious data in copies of identification cards before submission to the Company.

- 4.3 Form “Letter of consent to director nomination and election” signed by the nominated candidate for director nomination and election, and other relevant documents such as scholastic credentials, training records, work experience records, shareholding credentials, etc. (as detailed in Form C).
- 4.4 The forms determined by the Company and the Company's regulatory authorities signed by the nominated candidate for director. Please contact the Company Secretary Office in advance to request the forms.
- 4.5 The Company's consent form for processing of personal data signed by the shareholders.
- 4.6 The Company may request additional information and/or documents as necessary from the nominated candidate to be considered and elected for the director position.

In case several shareholders collectively nominate a candidate to be considered and elected as director, each shareholder must fill in and sign Form B, the Consent Form for Processing of Personal Data, and the identification evidence of shareholders. The documents must be compiled and delivered to the Company in the same set.

5. Submission period and channel for nominating a candidate to be considered and elected as director

- 5.1 The proposing period to nominate a candidate to be considered and elected as a director is **from 1 September 2024 to 30 November 2024**.
- 5.2 Shareholders can submit their documents and evidence as specified in item 4 to the Company Secretary Office, Thai Life Insurance Public Company Limited, 8th floor, 123 Thai Life Insurance Building 1, Ratchadapisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok, 10400.
- 5.3 Shareholders can informally nominate a candidate to be considered and elected as a director via email: comsec@thailife.com before submitting the documents and evidence to the Company.
- 5.4 In case shareholders informally propose the nomination of a candidate to be considered and elected as a director to the Company's email as specified in item 5.3, the shareholders must submit the documents in item 4 to the Company Secretary Office by 30 November 2024 (the Company will accept documents until 30 November 2024).

6. The Company's consideration process

- 6.1 The Company Secretary will conduct a preliminary consideration of shareholders' proposals to nominate a candidate to be considered and elected as director.
- 6.2 The shareholder's proposal to nominate a candidate to be considered and elected as a director already pre-considered by the Company Secretary will be proposed to the Nomination and Remuneration Committee for consideration of the qualifications of the nominated candidate and documents and evidence before further proceeding with the Company's nomination process.
- 6.3 The Nomination and Remuneration Committee will further submit the proposal and supplementary documents, along with opinions and recommendations, to the Board of Directors for consideration.
- 6.4 After the Board of Directors' meeting in which the nominated candidate to be considered and elected as a director at the Annual General Meeting of Shareholders for the year 2025 is considered, the Company will inform the shareholders the results of the nomination proposed by the shareholders. If the Board of Directors resolves to approve the nominated candidate proposed by shareholders, the Company will include the election of the nominated candidate as a director as an agenda in the invitation letter for the Annual General Meeting of Shareholders for the year 2025.

Form of nominating a candidate to be considered and elected as director

I, Mr./Mrs./Ms. a shareholder of Thai Life Insurance Public Company Limited (the "Company"), holding shares, currently residing at No. Road, Sub-district, District, Province, Tel Mobile Phone E-mail (if any) wish to nominate Mr./Mrs./Ms. to be considered and elected as a director of the Company, type of Director The person mentioned above has given consent and signed the consent letter to allow such nomination to be considered and elected as the Company's director.

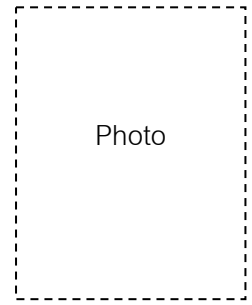
Supplementary documents enclosed with this form:

1. Letter of consent to director nomination and election
2.

I hereby certify that the aforesaid statements, the evidence of shares held, and supplementary documents are true and correct in all respects. It is also true that I am the Company's shareholder and have the right to vote (or when combined with shares held by one or several shareholders nominating a candidate to be elected as director) holding aggregate shares of not less than 5 percent of the Company's total issued and paid-up shares as of the proposing date. Accordingly, I hereby sign my name as evidence.

Signed Shareholder
(.....)
Date

Letter of consent to director nomination and election



1. General Information

I, (Mr./Mrs./Ms.)
 Nationality Identification Card No./ Passport No.
 Date/Month/Year of birth/...../..... Age years.

2. Current Contact Address

No., Moo, Road, Sub-district,
 District, Province, Mobile Phone
 E-mail (if any)

3. Information on educational, working experience and current position

3.1 Educational background

Degree	Name of Institution	Major	Graduated year

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

3.2 Expertise (Please specify)

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3.3 Working experience in listed companies

Position	Name of the company	Period

3.4 Work experience in other businesses (non-listed companies)

Position	Name of the company	Period

3.5 Director Training Program

Name of Course	Venue	Year Attended

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

4. Proportion of shares held in the Company

Person	No. of shares held
1. Candidate	
2. Candidate's spouse	
3. Candidate's minor children	

<p>4. Juristic person in which the candidate under item 1, 2, 3 holds an aggregate amount of shares of exceeding 30 percent. This includes the case that the candidate holds shares in other juristic persons of more than 10 percent, such shareholding proportion is considered as a major shareholder of that juristic person.</p>	
<p>5. Other</p>	

5. Relationship with the Company’s director, executives, major shareholders, authorized persons (if any)

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6. Position in businesses that compete with/related to the Company’s business (if any)

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7. Legal dispute in criminal cases (other than criminal cases with petty offences) (if any)

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I, Mr./Mrs./Miss.....acknowledge and give my consent to being nominated for consideration and election as a director of Thai Life Insurance Public Company Limited (the “Company”) type of director at the Annual General Meeting of Shareholders for the year 2025. I hereby certify that all the above information and details are correct and complete, and the attached and additional supplementary documents are true.

In the event that I am a person nominated for consideration for election as an independent director, I hereby certify that I have the qualifications of an independent director according to the notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares.

In this regard, I give my consent to the Company to collect, use, and disclose my personal information and/or documents to relevant parties, government bodies, and/or disclose such information in the Company's invitation to the Annual General Meeting of Shareholders or minutes of shareholders' meeting as necessary for the benefit of being nominated for consideration and election of a director position, and/or other acts necessary for the completion of this matter.

Signed

(.....)

Nominated candidate for director nomination and election

Date