

Criteria and procedure for shareholders to propose the agendas of the shareholders' meeting

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 propose the agendas of the shareholders’ meeting in advance of the Annual General Meeting of Shareholders (“AGM”) for the year 2025. This allows shareholders the opportunity to participate in proposing matters that will benefit the Company’s development 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 agendas.

2. Conditions for proposing the agendas

- 2.1 Shareholders who wish to propose a matter for the Company’s Board of Directors’ consideration to be included as an agenda at the shareholders’ meeting 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 shareholding 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. Matters that the Board of Directors reserves the right not to include as an agenda of the meeting:

The Board of Directors reserves the right not to include any of the following proposed agendas:

- 3.1 The matter is relevant to the Company's ordinary business operation, and the facts given by shareholders do not indicate any reasonable ground to suspect any irregularity of the matter;
- 3.2 The matter is outside the Company's power to produce the intended results;
- 3.3 The matter was submitted to the shareholders' meeting for consideration during the previous twelve months and received supporting votes of less than 10 percent of the Company's total number of voting rights unless the facts of the resubmission have significantly changed from that of the previous shareholders' meeting;
- 3.4 The matter is outside the authority of the shareholders' meeting;
- 3.5 The documents and evidence submitted by shareholders to propose the agendas are incomplete, unclear, untrue and/or insufficient;
- 3.6 The matter is contradictory to applicable laws, rules, regulations, or requirements of government agencies and/or regulatory authorities, or good corporate governance principles;
- 3.7 The matter is not relevant and is unlikely benefit to the Company or all its shareholders truly.

4. Guideline for proposing the agendas

Shareholders who wish to propose a matter for the Board of Directors' consideration to be included as an agenda shall prepare documents/information with the details as follows:

- 4.1 Proposed agendas;
- 4.2 Objective of the proposal, specifying whether it is for acknowledgement or approval;
- 4.3 Details of the proposed matters, such as reasons/facts and issues for consideration, etc.;
- 4.4 Other information/supplementary documents as deemed necessary or useful.

5. Required documents for proposing the agendas, and identification evidence of shareholders

Shareholders must submit the required documents for proposing the agendas and the identification evidence of shareholders (including proof of shareholdings) to the Company as follows:

5.1 The form of proposed agendas for shareholders' meeting" (as detailed in Form A), in which all details and signatures of shareholders are provided.

5.2 Identification evidence of shareholders

5.2.1 Individual person

- (1) A certified true copy of a valid identification card or passport (for non-residents) with a certified true copy.
- (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.

5.2.2 Juristic person

- (1) A certified true copy of its company registration document (affidavit), valid identification card or passport of authorized directors (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 on copies of identification cards before submission to the Company.

5.3 The Company's consent form for processing of personal data must be signed by the shareholders.

In case several shareholders collectively propose the agendas, each shareholder must fill in and sign Form A, the Consent Form for Processing of Personal Data, and submit the identification evidence of shareholders. The documents must be compiled and delivered to the Company in the same set.

6. Submission period and channel for proposing agendas

- 6.1 The period for proposing agendas is **from 1 September 2024 to 30 November 2024**.
- 6.2 Shareholders can submit their documents and evidence as specified in item 5 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.
- 6.3 Shareholders can informally propose the agenda via email: comsec@thailife.com before submitting the documents and evidence to the Company.
- 6.4 In case shareholders informally propose the agendas to the Company's email as specified in item 6.3, shareholders must submit the documents as specified in item 5 to the Company Secretary Office by 30 November 2024 (the Company will accept documents until 30 November 2024).

7. The Company's consideration process

- 7.1 The Company Secretary will conduct a preliminary consideration of shareholders' proposals.
- 7.2 The proposed agenda already pre-considered by the Company Secretary will be proposed to the Corporate Governance Committee for consideration of the documents and evidence.
- 7.3 The Corporate Government Committee will further submit the proposal and supplementary documents, along with opinions and recommendations, to the Board of Directors for consideration.
- 7.4 After the Board of Directors' meeting in which the agendas of the Annual General Meeting of Shareholders for the year are considered, the Company will inform shareholders of the results regarding the agenda proposed by the shareholders. If the Board of Directors resolves to approve the matter proposed by shareholders, the Company will include such matter as an agenda in the invitation letter for the Annual General Meeting of Shareholders for the year 2025.

Form of proposed agendas for shareholders' meeting

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 propose the agendas as follows:

Proposed Agendas

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The objective of the proposal: For Acknowledgement For Approval

Details relevant to the proposed subject:

Reason/Fact

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Issue for consideration

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.....

Supplementary documents enclosed with this form:

- 1.
2.

I hereby certify that the aforesaid statements, the evidence of shares held, and additional 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 proposing the same agendas) holding aggregate shares of not less than 5 percent of the Company's total issued and paid-up shares as of the agenda proposing date. Accordingly, I hereby sign my name as evidence.

Signed Shareholder
(.....)

Date