

## Criteria and procedures for shareholders to propose agenda items of the shareholders' meeting

### Principle and rationale

Thai Life Insurance Public Company Limited (the “**Company**”) recognizes the importance of shareholders' rights and equitable treatment of all shareholders, which are integral to good corporate governance. Therefore, the Company has established the criteria and procedures for shareholders to propose agenda items in advance of the Annual General Meeting of Shareholders (“**AGM**”) for the year 2026. This allows shareholders the opportunity to participate in proposing matters that will contribute to the benefit of the Company's development as follows:

### Criteria and procedures

#### 1. Qualifications of shareholders

- 1.1 Being a shareholder of the Company, either as an individual shareholder or jointly with other shareholders, holding in aggregate not less than 5 percent of the total issued and paid-up shares of the Company.
- 1.2 The shareholding proportion specified in Clause 1.1 must be maintained for a continuous period of not less than 12 months, and the shares must still be held on the date of proposing the agenda items.

#### 2. Conditions for proposing agenda items

- 2.1 Shareholders who wish to propose a matter for consideration by the Board of Directors for inclusion as an agenda item at the shareholders' meeting must prepare and submit their written requests to the Company.
- 2.2 Shareholders must provide their first and last names, address and contact telephone number, number of shares held, and a certification that they hold and are entitled to vote, either individually or in aggregate, not less than 5 percent of the total issued and paid-up shares of the Company as of the date of proposing the agenda items.

In case of joint shareholding by more than 1 shareholder, the details of all such shareholders must be provided.

### 3. Matters that the Board of Directors reserves the right not to include as an agenda item of the shareholders' meeting

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

- 3.1 The matter relates to the ordinary business operations of the Company, and the facts stated by the shareholders do not indicate any reasonable grounds to suspect irregularity in such matter;
- 3.2 The matter has already been undertaken by the Company;
- 3.3 The matter is beyond the authority of the Company to achieve the intended outcome;
- 3.4 The matter was proposed to the shareholders' meeting for consideration within the past 12 months and received supporting votes of less than 10 percent of the total voting rights of the Company, unless the facts of the new proposal have significantly changed from those presented in the previous shareholders' meeting;
- 3.5 The matter is beyond the authority of the shareholders' meeting;
- 3.6 The documents and supporting evidence submitted by the shareholders in proposing the agenda items are incomplete, unclear, factually inaccurate, and/or not fully submitted;
- 3.7 The matter is contrary to applicable laws, rules, regulations, or requirements of regulatory authorities or regulators of the Company, or is inconsistent with the Company's objectives, Articles of Association, resolutions of the shareholders' meeting, or the principles of good corporate governance;
- 3.8 The matter is irrelevant or not genuinely beneficial to the Company or to all shareholders as a whole;
- 3.9 The matter falls within the authority of the Company's Board of Directors, unless it causes significant damage to the shareholders as a whole;
- 3.10 The matter for which the shareholders have provided incomplete or inaccurate information, or the proposing shareholders cannot be contacted;
- 3.11 The matter is proposed by the shareholders who do not meet the qualifications

specified in Clause 1.

#### **4. Procedures for proposing agenda items**

Shareholders who wish to propose a matter for consideration by the Board of Directors for inclusion as an agenda item of the shareholders' meeting shall prepare documents/information containing the following details:

- 4.1 The title of the proposed agenda items;
- 4.2 The objective of the proposal, specifying whether it is for acknowledgement or for approval;
- 4.3 Details of the proposed matters, including reasons, facts, and issues for consideration, etc.;
- 4.4 Any other information or supporting documents that the shareholders consider necessary or beneficial.

#### **5. Required documents for proposing agenda items, and identification evidence of shareholders**

Shareholders must submit the required documents for proposing agenda items, together with identification evidence (including proof of shareholding), to the Company as follows:

- 5.1 The form for proposing agenda items of shareholders' meeting" (as detailed in Form A), duly completed and signed by the shareholder.
- 5.2 Identification evidence of the shareholders:
  - 5.2.1 In the case of an individual person
    - (1) A certified true copy of a valid identification card or passport (for foreign nationals).
    - (2) The proof of shareholding, such as a shareholding certificate issued by a securities company or other evidence issued by Thailand Securities Depository Company Limited.
  - 5.2.2 In the case of a juristic person
    - (1) A certified true copy of the certification of incorporation (affidavit) and the valid identification card or passport (for foreign nationals) of the authorized directors, all of which must be certified by the authorized signatories as true and correct copies.

- (2) The proof of shareholding, such as a shareholding certificate issued by a securities company or other evidence issued by Thailand Securities Depository Company Limited.

In the case where several shareholders jointly propose agenda items, each shareholder must complete and sign Form A and attach identification evidence of shareholders. All documents must be compiled and submitted to the Company in a single set.

## **6. Submission period and channel for proposing agenda items**

- 6.1 The submission period for agenda items is from 1 September 2025 to 30 November 2025.
- 6.2 Shareholders may submit their documents and evidence as specified in Clause 5 to:
- The Company Secretary Office,  
Thai Life Insurance Public Company Limited,  
8<sup>th</sup> floor, 123 Thai Life Insurance Building 1, Ratchadapisek Road, Din Daeng  
Sub-district, Din Daeng District, Bangkok, 10400.
- 6.3 Shareholders may informally propose agenda items via email to comsec@thailife.com before submitting the required documents and evidence to the Company.
- 6.4 In the case that shareholders informally propose agenda items via email as specified in Clause 6.3, the documents and evidence specified in Clause 5 must be delivered to the Company Secretary Office no later than 30 November 2025.

## **7. The Company's consideration process**

- 7.1 The Company Secretary shall conduct a preliminary review and compile the agenda items proposed by shareholders.
- 7.2 The agenda items that have passed the preliminary review by the Company Secretary shall be submitted to the Corporate Governance Committee for consideration, together with the relevant documents and evidence.

- 7.3 The Corporate Governance Committee shall present the agenda items, together with the relevant documents and evidence, along with its opinions and recommendations, to the Company's Board of Directors for consideration.
- 7.4 The Company shall notify the shareholders of the results of the consideration of the proposed agenda items after the Company's Board of Directors' meeting at which the agenda items for the 2026 AGM are considered. In the event that the Company's Board of Directors resolves to approve the agenda items proposed by shareholders, the Company shall include such agenda items in the notice of the 2026 AGM.

Remark: The Company has established standards for the collection, use, and disclosure of shareholders' personal data. The details are given in the Data Privacy Policy on the website: <https://www.thailife.com/PrivacyPolicy>.

## Form for proposing agenda items of 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 agenda items as follows:

### Proposed Agenda Item(s)

.....

The objective of the proposal: ☐ For Acknowledgement ☐ For Approval

### Details relevant to the proposed subject:

Reason/Fact

.....  
 .....

Issue for consideration

.....  
 .....

Other supporting documents enclosed with this form:

1. ....
2. ....

I hereby certify that the aforesaid statements, the shareholding evidence, and other supporting documents are true and correct in all respects. It is also true that I am the Company's shareholder and am entitled to vote (or when combined with shares held by one or several shareholders proposing the same agenda items), holding aggregate shares of not less than 5 percent of the total issued and paid-up shares of the Company as of the date of proposing the agenda items. Accordingly, I hereby sign my name as evidence.

Signed ..... Shareholder

(.....)

Date .....