



**Criteria for Shareholders to Propose Agenda
and to Nominate Candidate to be Considered for the Election as a Director
for the 2024 Annual General Meeting of Shareholders**

1. Objectives

TOA Paint (Thailand) Public Company Limited (“the Company”) aims to promote the good corporate governance practices relating to the rights of shareholders, equitable treatment of shareholders and shareholder engagement. In addition, for clarity and transparency of the procedures and methods for consideration, the Company has set up the criteria to allow its shareholders to propose an agenda and to nominate a candidate prior to the Annual General Meeting of Shareholders (“AGM”). By this mean, it will ensure that the agenda will be delicately selected and truly beneficial to the Company and the qualified candidate will be selected and able to perform his/her duties effectively to attain the highest benefits of the Company and its stakeholders and also to affirm the conformity to the Good Corporate Governance. Therefore, the Company is giving the shareholders an opportunity to propose an agenda and to nominate a qualified person to be considered for the election as the Company’s director in advance for the 2024 Annual General Meeting of Shareholders.

2. Qualifications of Shareholders

The shareholders who will propose the agenda or nominate the Company’s director must have the following qualifications:

- 2.1 Being a shareholder or shareholders who hold minimum shares in an aggregate amount of at least five percent of the Company’s total shares eligible to vote. (not less than 101,450,000 shares)
- 2.2 Being a shareholder of the Company holding shares as stipulated in 2.1 on the date that the agenda or the candidate is being proposed, and on the Record Date in order to determine the right of shareholders to attend the AGM of that year.

In the event that the Company has checked the name of the shareholder(s) on the Record Date (as stipulated in 2.2) and it appears that such shareholder(s) does not hold the shares as stipulated in 2.1. The Company reserves the right not to propose the agenda or the candidate to the AGM for consideration even though the same has been included in the notice of the AGM.

3. Proposal Criteria

3.1 Proposal of the agenda

The Board has the right to decline to include the proposals of agenda item submitted by the shareholder into the AGM meeting agenda in any of the following circumstances:

- (1) Matter that violates the law, rules and regulations of any government agency, or any regulatory or does not comply with the Company’s objectives, the articles of association, the shareholders’ resolution, and the good corporate governance.



- (2) Matter that is not beneficial to the Company or is beneficial to a specific person or group.
- (3) Matter that is within the scope of authority of the Board of Directors unless it has a significant negative impact on the shareholder(s).
- (4) Matter that the Company has already implemented.
- (5) Matter that is beyond the Company's power to produce the proposed result;
- (6) Matter that the shareholder(s) has already proposed in the Shareholders' Meeting during the past 12 months and received supporting votes of less than ten percent of the total number of the voting rights unless the fact pertaining in the resubmission has significantly changed from that of the previous Shareholders' Meeting.
- (7) Proposal by the shareholder who is not fully qualified or whose information or supporting documents enclosed are incorrect or incomplete or ambiguous, or unable to contact, or the proposal submitted after the deadline.
- (8) Proposal with cases specified by the Capital Market Supervisory Board.
- (9) Proposal proposed by the shareholder who does not have the qualifications as stipulated above in No. 2. "Qualifications of Shareholders".
- (10) Other matters that the Board of Directors deems there are reasonable grounds to decline to include the shareholders' proposed AGM agenda item.

Procedures for Consideration

- (1) The shareholder must provide the proposal of the agenda which includes the following documents:
 - The Form for Proposal of Agenda in the 2024 Annual General Meeting of Shareholders (Form A).
 - Submit documents stated in Form A.

Send to Company Secretary and Investor Relations Department
TOA Paint (Thailand) Public Company Limited
31/2 Moo 3, Bangna-Trad Road,
Bangsaothong, Samutprakan 10570

In addition, the shareholder is eligible to propose the agenda unofficially by sending the document via E-mail: companysecretary@toagroup.com, prior to the submission of the original document to the Company thereafter, the proposal must be submitted to the Company within December 31, 2023.

- (2) In case that there are a number of shareholders who have the qualifications as stipulated in No.2, jointly propose the agenda to the Board of Directors, the first shareholder must fill Form A completely and affix his/her name as evidence. The rest of the shareholders must fill part (1) and (2) of Form A completely and affix their names as evidence separately, then gather each of those Form A, the evidence of shareholding, and other supporting documents (if any) together as one single set for



- submission to the Board. The alternative is to send the proposal unofficially before submitting the original in accordance with the details in (1) above.
- (3) If a shareholder wishes to propose more than one agenda, such shareholder must provide Form A according to the number of the agenda to be proposed. The evidence of shareholding or other supporting documents shall be submitted in one set for each proposal.
 - (4) The Company Secretary will initially review the proposal and will pass it to the Board of Directors' Meeting.
 - (5) If the Company Secretary discovers any inaccurate or incomplete information, the shareholders will be informed by January 10, 2024. By January 20, 2024, if the corrected original documents cannot be obtained, the Company Secretary will notify the shareholders in writing of the matter closure.
 - (6) The Board of Directors will consider the suitability of the agenda which must not fall into the nature of No. 3.1, except the Board of Directors considers otherwise.
 - (7) The matter which is approved by the Board of Directors will be included in the invitation to the 2024 Annual General Meeting of Shareholders. For the unapproved matter, the Company will inform the shareholders as soon as possible and will report in the Shareholders' meeting.

3.2 Proposal of the persons to be considered for the election as the Company's director

A person nominated to be considered for the election as the Company's director shall have the qualifications and have no prohibited characteristic as follows:

- (1) Having the qualifications and none of any prohibited characteristics according to the Public Limited Companies Act, the Securities and Exchange Act, other relevant laws, and Good Corporate Governance Policy of the Company.
- (2) Being knowledgeable and capable in the areas significantly beneficial to the Company. Having independence, good work experience, and ethics.
- (3) Should not serve as directors of more than 4 other listed companies in the Stock Exchange of Thailand. Being able to perform the duty with utmost dedication and also to attend the Board of Directors' meetings regularly.

Procedures for Consideration

- (1) The shareholder must provide the document of nominating the person to be considered for the election as the Company's director together with the following documents:
 - The Form for Nomination of Person to be considered for the Election as the Company's Director (Form B). The shareholder and the nominee must affix names on the same page.
 - Submit documents of the shareholder and the nominated person as identified in Form B.

Send to Company Secretary and Investor Relations Department

TOA Paint (Thailand) Public Company Limited



31/2 Moo 3, Bangna-Trad Road,
Bangsaothong, Samutprakan 10570

In addition, the shareholder is eligible to nominate the person to be considered for the election as the Company's director unofficially by sending the above documents via E-mail: companysecretary@toagroup.com, prior to the submission of the original documents of Form B to the Company thereafter, the nomination must be submitted to the Company within December 31, 2023.

- (2) In case that there are a number of shareholders who have the qualifications as stipulated in No.2, nominate the candidate to the Board, the first shareholder must fill Form B completely and affix his/her name as evidence. The rest of the shareholders must fill part (1) and (2) of Form B completely and affix their names as evidence separately, then gather each of those Form B and the evidence of shareholding as one single set for submission to the Board. The alternative is to send the proposal unofficially before submitting the original in accordance with the details in (1) above.
- (3) If a shareholder wishes to nominate more than one director, such shareholder must provide Form B according to the number of the nominated person. The evidence of shareholding or other supporting documents shall be submitted in one set for each nomination.
- (4) The Company Secretary will gather all documents proposing to the Nomination and Remuneration Committee, will initially review the nomination and will pass it to the Board of Directors' Meeting.
- (5) If the Company Secretary discovers any inaccurate or incomplete information, the shareholders will be informed by January 10, 2024. By January 20, 2024, if the corrected original documents cannot be obtained, the Company Secretary will notify the shareholders in writing of the matter closure.
- (6) The Board of Directors will consider the suitability of the nominated person.
- (7) The person(s) who is approved by the Board of Directors will be included in the invitation to the 2024 Annual General Meeting of Shareholders. For the person who is not approved, the Company will inform the shareholders as soon as possible and will report in the Shareholders' meeting.

The Company's decision is considered as final. Results of the proposed agenda items and candidates for directorship will be announced following the Board of Directors' meeting in February 2024. Proposals approved by the Board of Directors will be placed as agenda item in the Notice of the Annual General Meeting of Shareholders in 2024.

4. Submission period

From October 3, 2023 - December 31, 2023.



Form for Proposal of Agenda in the 2024 Annual General Meeting of Shareholders

(1) I am, (Mr./Mrs./Ms.), a shareholder of TOA Paint (Thailand) Public Company Limited, holding.....shares, residing at.....
.....Telephone Number.....Mobile Phone Number.....
E-mail.....

(2) I wish to propose the agenda of the 2024 Annual General Meeting of Shareholders for acknowledgment / approval / consideration: Proposed Matter:
.....

(3) The proposal and useful information for consideration are as follows:
.....
.....
.....

And have the documents supporting the above proposal pages in total.

I certify that the statement in Form A, evidence of shareholding, and the additional documents are correct and true in all aspects.

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

Date.....

Remarks:

1. The shareholder must attach the following evidence:

- 1.1 The evidence of shareholding, i.e. the certificate from the securities company or the other evidence from the Stock Exchange of Thailand.
- 1.2 A copy of identification card* and in the event that a shareholder is a juristic person, such must attach a copy of the company affidavit and a copy of identity card*/passport (in case of foreigner) of the authorized director who signs on this Form A, including to certify the true copy.

**Please conceal your religion on the certified true copy of the identification card. In case that the religion on the copy of your identification card isn't concealed, the Company will strikethrough the details since such data is not required to be processed.*

All shareholders who propose agenda above shall signed their names in the Consent Letter for Personal Data Processing attached in this form. The Company collects, uses, and discloses the personal data of shareholders following the Privacy Notice for Shareholders, Debenture Holders and Directors. Download details via the QR Code as attached.



2. If a shareholder proposes more than one agenda, such shareholder must make one set of Form A per one agenda to be proposed.
3. If any changes of the title, name or surname, the shareholder must attach a copy of evidence of such change and certify it as true copy.
4. The Company shall not consider an agenda in which the shareholder provides inaccurate or false information or has no qualification.
5. The shareholder is eligible to propose the agenda unofficially by sending the document via E-mail: companysecretary@toagroup.com, and all original documents must be submitted to the Company within December 31, 2023.



Consent Letter for Personal Data Processing

I,....., give consent to TOA Paint (Thailand) Public Company Limited (“the Company”) to collect, use and disclose my personal data, including name, surname, date of share purchase, number of shares held and the ratio of shares held to all the voting shares, for the minutes and attachments of the general meetings of shareholders of the Company, and for specifying my personal data in the publicly disclosed minutes and attachment.

Signed by Shareholder

(.....)

Date



Form for Nomination of Candidate for the Election as a Director

(1) I am, (Mr./Mrs./Ms.), a shareholder of TOA Paint (Thailand) Public Company Limited, holding.....shares, residing at.....
Telephone Number.....Mobile Phone Number.....E-mail.....

(2) I wish to nominate, Mr./Mrs./Ms.....Age.....years old, who is fully qualified and has no prohibited characteristic to be a director of the Company (the "Candidate") according to the regulations of the Company, and I have attached the Consent Letter for Nominating and Certifying the Qualifications of a Director Nominee (Form C) and the supporting documents to consider the qualification which I hereby certify as true copy on every page for page.....(s).

I certify that the statement in Form B, evidence of shareholding, and other supporting documents are correct and true in all aspects.

Signed.....Shareholder

(.....)

Date.....

(3) I am (Mr./Mrs./Ms.), the Candidate in (2), consent and certify that the qualifications and other documents submitted (if any) in (2) are correct and agree and possess no prohibited characteristics according to the Public Limited Companies Act and the Securities and Exchange Act, including the regulations of the Company, and agree to comply with the good governance of the Company.

Signed.....Nominated Candidate

(.....)

Date.....

Remarks:

1. The shareholder must attach the following evidence:

- 1.1 The evidence of shareholding, i.e. the certificate from the securities company or the other evidence from the Stock Exchange of Thailand.
- 1.2 A copy of identification card* and in the event that a shareholder is a juristic person, such must attach a copy of the company affidavit and a copy of identity card/passport (in case of foreigner) of the authorized director who signs on this Form B, including to certify the true copy.
- 1.3 The evidence of the nominated person, i.e. a copy of identification card* and house registration, educational certificate, work experience, current address, contact numbers, and other supporting documents (if any).

**Please conceal your religion on the certified true copy of the identification card. In case that the religion on the copy of your identification card isn't concealed, the Company will strikethrough the details since such data is not required to be processed.*

All shareholders who propose the nominated candidate shall signed their names in the Consent Letter for Personal Data Processing attached in this form. The Company collects, uses, and discloses the personal data of shareholders following the Privacy Notice for Shareholders, Debenture Holders and Directors. Download details via the QR Code as attached.



2. If a shareholder nominates more than one person, the shareholder must make one set of Form B per one nominated person.
3. If any changes of the title, name or surname, the shareholder must attach a copy of evidence of such change and certify it as true copy.
4. The Company shall not consider the nominated person whom the shareholder provides inaccurate or false information or such shareholder has no qualification.
5. The shareholder is eligible to propose the agenda unofficially by sending the documents via E-mail: companysecretary@toagroup.com, and all original documents must be submitted to the Company within December 31, 2023.



Consent Letter for Personal Data Processing

I,....., give consent to TOA Paint (Thailand) Public Company Limited (“the Company”) to collect, use and disclose my personal data, including name, surname, date of share purchase, number of shares held and the ratio of shares held to all the voting shares, for the minutes and attachments of the general meetings of shareholders of the Company, and for specifying my personal data in the publicly disclosed minutes and attachment.

Signed by Shareholder

(.....)

Date



Consent Letter for Nominating and Certifying the Qualifications of a Director Nominee

I am (Mr. / Mrs. / Miss)Nationality.....Identification Card
No..... Date of Birth.....Age.....years, residing at.....Road.....
Sub-district.....District.....Province.....Telephone Number
..... Facsimile Number.....E-mail address.....

Education

Degree	Institution	Fields of study	Year of Graduation

Training

Course	Place of training	Year of training

Working Experience

Position	Place of work	Year of employment

Ownership of the Company's Shares

Person Name	Number of shares
1. Director nominee	
2. Spouse of the director nominee.....	
3. Underage children of the director nominee	
3.1	
3.2	
3.3	
4 Juristic persons in item 1, 2 and 3 together hold shares exceeding 30 percent. This cludes a case that the aforementioned persons hold more than 10 percent of shares in other juristic persons, which is considered being major shareholders of such juristic persons	
4.1	
4.2	
4.3	
5. Others	



Relationship with executive directors, major shareholders and controlling persons of the Company (if any)

.....
.....
.....

I, Mr. Mrs., Ms....., a nominee to be elected as a director of the TOA Paint (Thailand) Public Company Limited, consent and acknowledge the aforementioned nomination, and certify that my information is correct and complete. The additional documents attached herewith are also true and correct. I give consent to the Company to collect, use and disclose my data and document.

Signed.....Nominated Candidate

(.....)

Date.....

Remarks: A shareholder must enclose the following evidences:

1. A proof of identity of a director nominee such as a certified true copy of identification card*/ passport (in case of non-Thai nationality).
2. If a director nominee has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.
3. The evidence of shares held such as a certified true copy of the share certificate (if any)

**Please conceal your religion on the certified true copy of the identification card. In case that the religion on the copy of your identification card isn't concealed, the Company will strikethrough the details since such data is not required to be processed.*

The Nominated candidate shall signed their names in the Consent Letter for Personal Data Processing attached in this form. The Company collects, uses, and discloses the personal data of shareholders following the Privacy Notice for Shareholders, Debenture Holders and Directors. Download details via the QR Code as attached.

