

**Criteria for proposing agenda(s) and nominating candidate(s) to be elected as director(s)  
at the annual general meeting of shareholders of G-Able Public Company Limited**

**1. Objectives**

To allow shareholders the opportunity to propose agenda(s) and nominate candidate(s) to be elected as director(s) at the annual general meeting of shareholders in advance, which is a part of the good corporate governance principles relating to the fair and equitable treatment of shareholders, G-Able Public Company Limited (the "**Company**") has established criteria for shareholders to propose agenda(s) and nominate director(s) in advance. This procedure aims to screen and select agenda(s) that is genuinely beneficial to the Company and to carefully choose qualified individuals for the Nomination and Remuneration Committee to consider and provide recommendations to the Board of Directors.

**2. Proposal of agenda(s)**

2.1 Shareholder(s) who wishes to propose agenda(s) must individually or collectively hold the Company's shares of not less than 5 percent of the total voting rights of the Company as at the proposal date.

2.2 Shareholder(s) possessing the qualifications as specified in clause 2.1 must complete "Form to Propose Agenda to the Annual General Meeting of Shareholders of the Company" and submit it, along with required evidence, to the Corporate Secretary by email at CompanySecretary@g-able.com between 1 October and 31 December each year to allow the Board of Directors to consider and endorse. If there are several shareholders collectively proposing the agenda, each shareholder must fill in the Form to Propose Agenda to the Annual General Meeting of Shareholders of the Company and affix their signatures as evidence. All completed forms should be submitted together as one set.

2.3 Matter that will not be considered and included as agenda

2.3.1 Any matter that is defined in Section 89/28 of the Securities and Exchange Act B.E. 2535 (as amended)\*.

2.3.2 Any matter that violates the laws, notifications, rules, regulations of any governmental agencies or any competent authorities of the Company or that is not in compliance with objectives, the Articles of Association, the resolution of the shareholders' meeting and the Company's good corporate governance.

2.3.3 Any matter that has been already undertaken.

2.3.4 Any matter that the information provided by the shareholder is incomplete, contains untrue statements, or where the shareholder cannot be contacted or has not complied with the criteria set forth by the Company.

2.3.5 Any matter that is for the sole benefit of a particular person or group of persons.

- 2.4 The matters endorsed by the Board of Directors will be included as one of the agenda to be discussed at the shareholders' meeting and will be outlined as an agenda from the shareholders in the invitation to the shareholders' meeting.
- 2.5 For those matters disapproved by the Board of Directors, the Company will provide explanations at the shareholders' meeting for acknowledgment by including the rationale in the invitation to the shareholders' meeting. If the shareholders' meeting agrees to include the proposed matters by a simple majority vote of the shareholders attending the meeting and being entitled to vote, the matters will be included in the agenda for the next shareholders' meeting.

---

\* Matter that is defined in Section 89/28 of the Securities and Exchange Act B.E. 2535 (as amended) is as follows:

- (1) Any matter that does not comply with the criteria set forth In the first paragraph (shareholder(s) must individually or collectively hold the Company's shares of not less than 5 percent of the total voting rights of the Company).
- (2) Any matter that relates to the Company's ordinary course of business of which the fact claimed by the shareholder does not indicate any irregularity in respect thereof.
- (3) Any matter that is beyond the Company's authority to execute.
- (4) Any matter that had been proposed to the shareholders' meeting within the past 12 months which obtained affirmative votes of less than 10 percent of the Company's total voting rights, unless there is a material change on the fact that relates to such matter.
- (5) Any other matters as announced by the Capital Market Supervisory Board.

3. **Nomination of candidate(s) to be elected as director(s)**

- 3.1 Shareholder(s) who wishes to nominate candidate(s) to be elected as director(s) must be the Company's shareholder(s) as at the nomination date.
- 3.2 Shareholder(s) possessing the qualifications as specified in clause 3.1 must complete "Form to Nominate Candidate to be Elected as the Director at the Annual General Meeting of Shareholders of the Company" and submit it, along with required evidence, to the Corporate Secretary by email at CompanySecretary@g-able.com between 1 October and 31 December each year to allow the Nomination and Remuneration Committee to consider and endorse before propose the Board of Directors.
- 3.3 If there are several shareholders collectively nominating the candidate, each shareholder must fill in the Form to Nominate Candidate to be Elected as the Director at the Annual General Meeting of Shareholders of the Company and affix their signatures as evidence. All completed forms should be submitted together as one set.
- 3.4 Nominated candidate to be elected as director shall possess the qualifications with no prohibited characteristics as per the followings:
- 3.4.1 Possessing qualifications with no prohibited characteristics pursuant to public companies limited law, securities and exchange law and the Company's good corporate governance.

- 3.4.2 Having knowledge and capabilities that are significantly beneficial to the Company's business.
- 3.4.3 Holding a position as a director in up to 5 listed companies, both in the Stock Exchange of Thailand and the stock exchange in any country
- 3.5 Name of nominated candidate to be elected as director who is endorsed by the Board of Directors will be included in agenda and will be outlined as a candidate from the shareholders in the invitation to the shareholders' meeting.

**Form to Propose Agenda to the Annual General Meeting of Shareholders of the Company**

(1) I am (Mr./ Mrs./ Miss) .....  
being the shareholder of G-Able Public Company Limited, where as at .....  
holds ..... ordinary shares, representing ..... percent of the total voting rights,  
residing at No. .... Road ..... Sub-district .....  
District ..... Province ..... telephone number .....  
facsimile ..... email (if any) .....

(2) I am (Mr./ Mrs./ Miss) .....  
being the shareholder of G-Able Public Company Limited, where as at .....  
holds ..... ordinary shares, representing ..... percent of the total voting rights,  
residing at No. .... Road ..... Sub-district .....  
District ..... Province ..... telephone number .....  
facsimile ..... email (if any) .....

together holding ..... ordinary shares, representing ..... percent  
of the total voting rights.

I/ We would like to propose the agenda to the annual general meeting of shareholders with the following details:

Proposed matter: .....

Objective: [ ] for consideration [ ] for acknowledgement [ ] for approval

Facts and reasons .....

.....

.....

together with supporting documents in a number of ..... pages

I certify that all information written in this form, the evidence of shareholding and supporting documents are all correct. I (and all of us) also certify that the total number of shares held (jointly) by me (and all of us) is not less than five percent of the total voting rights, which is in accordance with Section 89/28 of the Securities and Exchange Act B.E. 2535 (as amended). I (and all of us) hereby affix my (our) signature(s) as evidence hereof.

Sign	_____	Shareholder (1)*	Sign	_____	Shareholder (2)*
	(_____)			(_____)	
Date	_____		Date	_____	

\*All shareholders proposing agenda shall affix their signatures in the Consent Letter for Processing Personal Data attached to this form.

Remark: Shareholder(s) shall enclose the following evidence:

1. Evidence of shareholding such as a certified true copy of the share certificate or confirmation letter issued by a securities company or other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Company Limited.
2. In case of a juristic person shareholder, a copy of the shareholder's affidavit and a copy of identification card\*/passport (in case of non-Thai nationality) of authorized representative(s) of the juristic person who sign the form must be enclosed and certified true copy by such authorized representatives.
3. In case of an individual shareholder, a certified true copy of identification card\*/passport (in case of non-Thai nationality) must be enclosed.
4. If a shareholder has changed his/her title, name, or surname, a certified true copy of good evidence proving those changes must be enclosed.

In case of proposing several agendas, Form to Propose Agenda to the Annual General Meeting of Shareholders of the Company must be executed for each agenda.

\*Please conceal/redact your religion on the certified true copy of your identification card. In case the religion is not concealed, the Company will strikethrough this information since it is not required to be processed.

**The Company collects, uses, and discloses the personal data of shareholders following the Privacy Notice for Shareholders according to Privacy Policy of the Company's group at <https://www.g-able.com/policy/notice>.**

### Consent Letter for Processing Personal Data

(1) I, \_\_\_\_\_, give consent to G-Able Public Company Limited (the "**Company**") to collect, use and disclose my personal data, including my name, surname, date of share acquisition, number of shares held and shareholding percentage relative to the total voting rights, for the preparation of relevant reports and documents to the Company's annual general meeting of shareholders, and for including my personal data in the publicly disclosed reports and documents.

Sign \_\_\_\_\_ Shareholder  
(\_\_\_\_\_)  
Date \_\_\_\_\_

### Consent Letter for Processing Personal Data

(2) I, \_\_\_\_\_, give consent to G-Able Public Company Limited (the "**Company**") to collect, use and disclose my personal data, including my name, surname, date of share acquisition, number of shares held and shareholding percentage relative to the total voting rights, for the preparation of relevant reports and documents to the Company's annual general meeting of shareholders, and for including my personal data in the publicly disclosed reports and documents.

Sign \_\_\_\_\_ Shareholder  
(\_\_\_\_\_)  
Date \_\_\_\_\_

**Form to Nominate Candidate to be Elected as the Director  
at the Annual General Meeting of Shareholders of the Company**

I am (Mr./ Mrs./ Miss) .....  
being the shareholder of G-Able Public Company Limited, where as at .....  
holds ..... ordinary shares, representing ..... percent of the total voting rights,  
residing at No. .... Road ..... Sub-district .....  
District ..... Province ..... telephone number .....  
facsimile ..... email (if any) .....

I would like to nominate Mr./ Mrs./ Miss .....  
as a candidate to be elected as a director of G-Able Public Company Limited, whereby the said candidate  
has given consent to my nomination as detailed in "Consent Letter for Nominating and Certifying the  
Qualifications of a Director Nominee". I certify that all information written in this form, the evidence of  
shareholding and supporting documents are all correct. I agree that the Company disclose such  
information and evidence. I hereby affix my signature as evidence below.

Sign ..... Shareholder  
(.....)  
Date .....

Remark: Shareholder(s) shall enclose the following evidence:

1. Evidence of shareholding such as a certified true copy of the share certificate or confirmation letter issued by a securities company or other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Company Limited.
2. In case of a juristic person shareholder, a copy of the shareholder's affidavit and a copy of identification card\*/passport (in case of non-Thai nationality) of authorized representative(s) of the juristic person who sign the form must be enclosed and certified true copy by such authorized representatives.
3. In case of an individual shareholder, a certified true copy of identification card\*/passport (in case of non-Thai nationality) must be enclosed.
4. If a shareholder has changed his/her title, name, or surname, a certified true copy of good evidence proving those changes must be enclosed.
5. Supporting documents for consideration of the qualifications of the nominated candidate include personal information, educational background, working experiences, capability/expertise, list of companies in which such candidate is an executive or director, number of shares held in the Company, any interests with the Company, subsidiaries and associated companies of the Company, or any entities that may have conflicts with the Company, contact address and other information which it deems appropriate to propose to the Board of Directors for consideration including the Consent Letter for Nominating and Certifying the Qualifications of a Director Nominee.

\*Please conceal/redact your religion on the certified true copy of your identification card. In case the religion is not concealed, the Company will strikethrough this information since it is not required to be processed.

The Company collects, uses, and discloses the personal data of shareholders following the Privacy Notice for Shareholders according to Privacy Policy of the Company's group at <https://www.g-able.com/policy/notice>.



G-ABLE PUBLIC COMPANY LIMITED  
127/30 Panjathani Tower, 25<sup>th</sup> Floor, Nonsi Road,  
Chong Nonsi, Yannawa, Bangkok 10120 Thailand  
Company Registration No. 0107565000549

T +662 781 9000  
F +662 681 0425  
www.g-able.com

### Consent Letter for Processing Personal Data

I, \_\_\_\_\_, give consent to G-Able Public Company Limited (the "**Company**") to collect, use and disclose my personal data, including my name, surname, date of share acquisition, number of shares held and shareholding percentage relative to the total voting rights, for the preparation of relevant reports and documents to the Company's annual general meeting of shareholders, and for including my personal data in the publicly disclosed reports and documents.

Sign \_\_\_\_\_ Shareholder  
(\_\_\_\_\_)  
Date \_\_\_\_\_



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

I am (Mr./ Mrs./ Miss) .....  
nationality ..... identification/passport number .....  
date of birth ..... age ..... years  
residing at No. .... Road ..... Sub-district .....  
District ..... Province ..... telephone number .....  
facsimile ..... email (if any) .....

#### Educational background

Degree	Institution	Fields of study	Year of graduation

#### Working experiences

Position	Place of work	Year of work

#### Training information

Course	Place of training	Year of training

#### Shareholding in the Company

Person	Number of shares
1. Director nominee	
2. Spouse of the director nominee (please specify) .....	
3. Minor child(ren) of the director nominee (please specify) .....	
4. Juristic person(s) that persons in clauses 1-3 collectively hold shares exceeding 30 percent. This includes 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.	
5. Others	

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

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

I, Mr./ Mrs./ Miss ....., a candidate to be elected as a director of the G-Able Public Company Limited (the "**Company**"), consent and acknowledge this nomination, and certify that all of my information is correct and complete. Any additional supporting documents attached herewith are also true and correct. I hereby give consent to the Company to collect, use and disclose my information and documents.

Sign \_\_\_\_\_ Director nominee  
( ..... )  
Date .....

Remark: Director nominee shall enclose the following evidence:

1. A valid identification document of director nominee such as a certified true copy of identification card\*/passport (in case of non-Thai nationality).
2. If a director nominee has changed his/her title, name, or surname, a certified true copy of good evidence proving those changes must be enclosed.
3. Evidence of shareholding (if any) such as a certified true copy of the share certificate or confirmation letter issued by a securities company or other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Company Limited.

\*Please conceal/redact your religion on the certified true copy of your identification card. In case the religion is not concealed, the Company will strikethrough this information since it is not required to be processed.

The Company collects, uses, and discloses the personal data of shareholders following the Privacy Notice for Shareholders according to Privacy Policy of the Company's group at <https://www.g-able.com/policy/notice>.