

## **Criteria for shareholders to propose agenda items and nominate candidates for directorship at the annual general meeting of shareholders**

### **1. Objectives**

Index Livingmall PLC ("the Company" or ILM") recognizes the important of treating all shareholders equitably. In order to enhance good corporate governance, the Company facilitates the advance proposal of items on the agenda of the annual general meeting of shareholders along with the nomination of qualified candidates for election to the Board of Directors ("the Board").

### **2. Characteristics of shareholders who wish to propose agenda items or nominate candidates for directorship**

Shareholders must hold shares, as an individual or group, equivalent to not less than five percent of the Company's total voting rights on the date of proposing agenda items in advance or nominating candidates for directorship.

### **3. Criteria and procedures for shareholders to propose agenda items for the annual general meeting**

3.1 The Board reserves the right not to include the following matters on the meeting agenda:

- (1) The proposal submitted by a shareholder who is ineligible under item 2 above.
- (2) The proposal is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter.
- (3) The proposal is beyond the Company' power to produce the purposed result.
- (4) Any other cases as specified in the notification of the Capital Market Supervisory Board

3.2 Procedure for proposal agenda items for the annual general meeting

- (1) Shareholders eligible under item 2 above must complete the Proposed Agenda Item for the Annual General Meeting of Shareholders Form (Attachment 1) and submit the form, along with the evidence of shareholding specified to the Company between 1 December – 14 January of the next year (45 Days)
- (2) The Company Secretary will initially check each proposal for veracity and completeness of information and contact the shareholder who submitted the

proposal if any correction is necessary or further information is required. If the proposal is acceptable under Item 3.1 above, it will be considered by the Board. The Board's decision to either accept or reject a proposal is final in every case.

- (3) All proposals accepted by the Board will be included with the Boards' opinion in the notice for the annual general meeting of shareholders.

#### 4. Criteria and procedure for shareholders to nominate a candidate for directorship

4.1 All candidates nominated for directorship must satisfy the following conditions:

- (1) Meet all the requirement of the *Public Companies Act*, the *Securities and Exchange Act*, and the *Company's Corporate Governance Policy*.
- (2) Not be disqualified under the notification of the Capital Market Supervisory Board: *Qualifications and Other Prohibited Characteristics of Directors and Executives of Securities Issuing Companies*.
- (3) Be knowledgeable of the business, capable, honest and upstanding, and promise to conduct the business ethically and devote sufficient time to his or her duties.

4.2 Procedure for nominating a candidate for directorship:

- (1) Shareholders eligible under Item 2 above must complete the **Proposed Qualified Candidate for Directorship Form** and ask the candidate to complete the **Nomination Consent Form** (both in Attachment 2). The shareholder must submit both forms together, along with the evidence of shareholding specified, to the Company between 1 December and 14 January of the next year (45 Days)
- (2) The Company Secretary will initially check each form for completeness of information and then conduct a background check on the proposed candidate. If any further information is required, the Company Secretary will contact the shareholder or the proposed candidate directly.
- (3) If the proposed candidate satisfies all the conditions under Item 4.1 above, he or she will be considered by the Nomination & Remuneration and Corporate Governance Committee and then, if recommended, the Board

(following the Company's recruitment procedures). The Board's decision to either accept or reject a candidate is final in every case.

- (4) All candidates accepted by the Board will be named in the notice for the annual general meeting of shareholders and detail of the Board's opinion on each candidate's suitability will be included.
- (5) The Board will inform the shareholders of any candidate who has been rejected at the annual general meeting.

**5. Submission of Proposals**

All proposals and supporting documents must be submitted by registered mail to the address below:

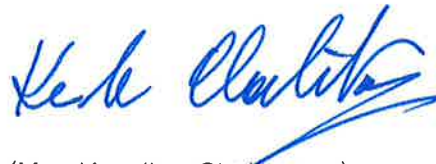
Company Secretary

Index Livingmall Public Company Limited

147 Soi Rama 2 Soi 50 Rama 2 Road, Samaedam, Bangkhuntien, Bangkok 10150

Shareholders may unofficially submit their proposals by email to [ir@indexlivingmall.com](mailto:ir@indexlivingmall.com)

These criteria and procedure became effective on 11 November 2019 from the Board of Directors' resolution on 11 November, 2019



(Mrs. Kannikar Chalitaporn)

Chairman of the Board

Index Living Mall Public Company Limited

### Proposed Agenda Item for the Annual General Meeting of Shareholders Form

I, (Mr./ Mrs./ Ms.....), a shareholder of Index Living Mall Plc.  
 holding.....shares, residing at .....Road.....  
 Sub-District.....District.....City/Province.....  
 Zip code.....Telephone Number.....Fax Number.....  
 Email address.....

Would like to propose the following item on the agenda of the Annual General Meeting of Shareholders for the year.....

Proposed item:

.....  
 .....

Objective:      [    ] For acknowledgment      [    ] For consideration   [    ] For approval

Reason and details:

.....  
 .....

I have attached.....pages of supporting documents to this form

By my signature below, I declare that all the information I have provided in this form, evidence of my shareholding, and all supporting document are true and correct in every material respect. I hereby consent to the disclosure of the attached information and evidence of shareholding if the Company deems it necessary.

Signed.....

Date .....

**Documentation required**

1. Evidence of shareholding: copied of share certificates, or signed copies of share certificates held by securities companies or Thailand Securities Depository Co., Ltd.
2. Evidence of identification for juristic persons: certified copies of the company's affidavit and an authorized director's identification card (or passport information page if the director is not a Thai citizen).
3. Evidence of identification for individuals: a signed copy of the shareholder's identification card (or passport information page if the shareholder is not a Thai citizen).
4. If the shareholder has changed his or her name or title, a certified copy of evidence.

### Proposed Qualified Candidate for Directorship Form

I, (Mr./ Mrs./ Ms.....), a shareholder of Index Living Mall Plc. holding.....shares, residing at .....Road,..... Sub-District.....District.....City/Province,..... Zip code.....Telephone Number.....Fax Number..... Email address.....

Would like to nominate the candidate named below to be a director of Index Living Mall Plc.

(Mr./ Mrs./ Ms.).....

The candidate has consented to my opinion nomination. By my signature below, I declare that all the information I have provided in this form, evidence of my shareholding, and all supporting documents are true and correct in every material respect. I hereby consent to the disclosure of the attached information and evidence of shareholding if the Company deems it necessary.

Signed.....

Date .....

#### Documentation required

1. Evidence of making the nomination must enclose the document listed below for consideration.
2. Evidence of identification for juristic person: certified copies of the company's affidavit and an authorized director's identification card (or passport information page if the director is not a Thai citizen).
3. Evidence of identification for individuals: a signed copy of the shareholder's' identification card (or passport information page if the shareholder is not a Thai citizen).
4. If the shareholder has changed his or her name or title, a certified copy of evidence.
5. The Nomination Consent Form completed by the proposed candidate
  - 5.1 A signed copy of the proposed candidate's identification card (or passport information page if the shareholder is not a Thai citizen).
  - 5.2 The proposed candidate's resume including personal background, education, work experience, skills, professional areas, list of companies in which he/she has been part of the management team or held a directorship, number of shares held in the Company, and conflict of interest with the Company and its subsidiaries or affiliates or other juristic persons which may have conflicts of interest, and any other pertinent information for the Board's consideration.

### Nomination Consent Form

I, (Mr./ Mrs./ Ms ..... residing at.....Road,  
.....Sub-District,.....District,  
..... City/Province, Telephone Number.....  
Fax Number .....Email address....., have been

Nominated as a director of Index Living Mall Plc. by Mr./ Mrs. / Mrs. ....

I consent to this nomination and, by my signature below, declare that my qualifications meet all the Company's criteria (*specified in Item 4.1 of Criteria and procedure for shareholders to propose agenda items for the annual general meeting of shareholders and nominate candidates for directorship*) and meet the requirement of all relevant laws and regulations. I agree to adhere to the Company's Corporate Governance Policy and hereby declare that all the information I have provided in this form and the supporting documents is true and correct in every material respect.

I have attached.....pages of supporting documents to this form.

Signed.....

Date .....

**Documentation required**

1. A signed copy of the candidate's identification card (or passport information page if the candidate is not a Thai citizen).
2. The proposed candidate's resume including personal background, education, work experience, skills, professional areas, list of companies in which he/she has been part of the management team or held a directorship, number of shares held in the Company, any conflict of interest with the Company and its subsidiaries or affiliates or other juristic persons which may have conflicts of interest, and any other pertinent information for the Board's consideration.