Criteria for Shareholders to Propose Meeting Agenda Items and Nominate Candidates for Election as Directors at the Annual General Meeting of Shareholders

1. Objective

Index Living Mall Public Company Limited (the "Company") recognizes the importance of treating all shareholders equally. To promote good corporate governance, the Company gives minority shareholders the opportunity to propose agenda items for consideration at the Annual General Meeting of Shareholders. They may also nominate candidates for election as directors, in accordance with the criteria set by the Company.

2.Qualifications of Shareholders who wish to propose agenda Items or nominate candidates for directors.

Shareholders must hold shares with voting rights totaling not less than 5% of the total voting shares of the Company on the date of proposing an agenda item or nominating a candidate for election as a director.

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

3.1 The Board of Directors reserves the right not to include the following matters as meeting agenda:

1) The proposal submitted by a shareholder who is ineligible under in Section 2.
2) The proposal is relevant to the ordinary business operation and the fact given by the shareholder does not indicate any reasonable grounds to suspect any irregularity of such matter.
3) The proposal is beyond the Company's 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) A shareholder who meets all the qualifications in Section 2 must complete the "Form for Proposing Matters for the Annual General Meeting Agenda" (Attachment 1). The shareholder must attach the supporting documents specified in the form and submit it to the Company between 1 December and 14 January of the following year (45 days)
2) The Company Secretary conducts a preliminary screening. If the information is incomplete, the Company Secretary will notify the shareholder or arrange for corrections before presenting the matter to the Board of Directors. The Board will consider whether the matter is suitable for inclusion in the shareholders' meeting agenda and does not fall under Section 3.1. The Board's decision is final.
3) All proposals approved by the Board will be included in the Annual General Meeting agenda in the meeting invitation, together with the Board's opinion.

4. Criteria and Procedures for Nominating Candidates for Election as Directors.

4.1 A person nominated for election as a director must have the following qualifications:

1) Be qualified in accordance with the Public Limited Companies Act, the Securities and Exchange Act, and the Company's corporate governance policy.
2) Not be disqualified under the Capital Market Supervisory Board Qualifications and other Prohibited Characteristics of directors and executives of securities issuers.

3) Be knowledgeable and competent, honest, ethical in business conduct, and have sufficient time to perform duties for the Company.

4.2 Procedure for considering director nominations:

1) A shareholder who meets all the qualifications in Section 2 must complete the "Form for Nominating a Person for Consideration for Election as a Director" and the "Consent Letter of the Nominee to be Selected as a Director" (Attachment 2). The shareholder must attach the supporting documents specified in the form and submit it to the Company between 1 December and 14 January of the next year (45 days)
2) The Company Secretary conducts a preliminary screening and reviews the proposed candidate. If the information is incomplete, the Company Secretary will notify the shareholder or the proposed candidate or arrange for corrections.
3) If the proposed candidate meets all the criteria in Section 4.1 the Nomination, Remuneration, Corporate Governance and Sustainable Committee will consider the proposed candidate and submit its opinion to the Board of Directors, following the Company's director nomination process. The Board's decision is final.
4) All candidates accepted by the Board will be named in notice for the Annual General Meeting of shareholders and detail of the Board's opinion.
5) For a person not approved by the Board, the Board will explain the reasons to the shareholders at the Annual General Meeting of Shareholders.

5. **Address for Submitting Documents**

Shareholders may send the proposal forms and related documents by registered mail to the Company Secretary at the following address:

Company Secretary
Index Living Mall Public Company Limited
147 Soi Rama 2 Soi 50, Rama 2 Road, Samaedam, Bangkhuntien District, Bangkok 10150

Alternatively, shareholders may raise the matter informally at ir@indexlivingmall.com

These criteria and procedure became effective from 11 November 2019 from the Board of Directors at Meeting No. 7/2019.

-Mrs. Kannikar Chalitaporn-

(Mrs. Kannikar Chalitaporn)
Chairman of the Board
Index Living Mall Public Company Limited

Attachment 1

Proposed Form for Inclusion of an Agenda Item in the Annual General Meeting of Shareholders

I, Mr./Mrs./Miss ……...…….…….., a shareholder of Index Living Mall Public Company Limited,

Holding……shares, residing at ……..Road……..……

Sub-district……..……..District…….....……City/Province……..…….....

Postal code……..……. Telephone……..…..Fax……

Email (if any)……...

I wish to propose an agenda item for the Annual General Meeting of Shareholders for the year ……as follows:

Subject of proposal

……

……..……

Purpose: [ ] For acknowledgement [ ] For consideration [ ] For approval

Reasons and details are as follows:

……..……

……..……

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 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.

……. Shareholder

(……..)

Date…….

Documentation required

1. Evidence of shareholding, namely a certified true copy of the share certificate, a certificate issued by a securities company, or other evidence from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
2. In the case where the shareholder is a juristic person, the authorized signatory director must sign this form and attach a copy of the juristic person's certificate of registration, together with a copy of the identity card or a copy of the passport (for foreign nationals), each certified as a true copy.
3. In the case where the shareholder is a natural person, a copy of the identity card or a copy of the passport (for foreign nationals) must be attached, certified as a true copy.
4. In the case where the shareholder has changed their title, first name, or surname, a copy of the supporting evidence of such change must be attached, certified as a true copy.

Attachment 2

Nomination Form for a Person to be Considered for Election as a Director of the Company at the Annual General Meeting of Shareholders

I, Mr./Mrs./Ms. ……, a shareholder of Index Living Mall Public Company Limited, holding……..…… shares, residing at No. ……, Soi ……, Road ……, Sub-district ……..……, District ……..……, Province …… Postal code …… Telephone …….…… Fax ……..…… Email (if any) ……

I wish to nominate Mr./Mrs./Ms. ……

for consideration for election as a director of Index Living Mall Public Company Limited. The nominee has given consent, as evidenced by the letter of consent submitted herewith. I certify that the above statements, the evidence of shareholding and all supporting documents are true and correct in every respect, and I consent to the Company disclosing such information or documents. In witness whereof,

…… Shareholder

(……)

Date ……

Documentation required

1. Evidence of shareholding, namely a certified true copy of the share certificate, or a certificate from a securities company, or other evidence from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
2. In case the shareholder is a juristic person, an authorized director must sign this form and attach a copy of the company affidavit and a copy of the ID card / passport (for foreigners), certified as true copies.
3. In case the shareholder is an individual, a copy of the ID card / passport (for foreigners) must be attached, certified as a true copy.
4. In case the shareholder has changed title, first name or surname, a copy of the evidence of such change must be attached, certified as a true copy.
5. Letter of consent from the nominee for election as a director.
   - 5.1 A copy of the nominee's ID card / passport (for foreigners), certified as a true copy.
   - 5.2 Supporting documents on the nominee's qualifications, namely personal profile, education, work experience, competencies and expertise, list of other companies in which the nominee is an executive or director, number of shares held in the Company, interests in the Company and its subsidiaries, associated companies or juristic persons that may have a conflict with the Company, contact address, and other information deemed appropriate for the Board of Directors to consider.

Attachment 2

Letter of Consent of a Person Nominated for Election as a Company Director

I, Mr./Mrs./Ms. ……, residing at No. ……

Soi ……, Road ……, Sub-district ……

District ……, Province ……, Postal code ……

Telephone …… Fax …… Email (if any) ……

being a person nominated as a director of the Company by Mr./Mrs./Ms. ……

hereby consent and certify that I possess all required qualifications and have none of the prohibited characteristics under the criteria set by the Company (per Clause 4.1 of the Criteria and Procedures for Proposing Agenda Items for the Annual General Meeting of Shareholders), and that I am nominated for election as a director of the Company. I also agree to comply with the Company's good corporate governance policy.

I have attached the supporting documents on my qualifications, each page of which has been signed to certify its accuracy, totaling …… pages. In witness whereof, I have signed below.

……

(……)

Date ……

Documentation required

1. Copy of the ID card / passport (for foreigners), certified as a true copy, of the person nominated for election as a company director.
2. Supporting documents on the nominee's qualifications, namely personal profile, education, work experience, competencies and expertise, list of other companies in which the nominee is an executive or director, number of shares held in the Company, interests in the Company and its subsidiaries, associated companies or juristic persons that may have a conflict with the Company, contact address, and other information deemed appropriate for the Board of Directors to consider.