



IFS Capital (Thailand) PCL
Criteria for rights of shareholders to propose agenda and qualified candidate (s) to be elected as the Company's director (s) for the 2023 AGM

The Company recognizes the importance of shareholders and corporate governance promotion as well as compliance with the law, IFS therefore invites shareholders to propose agenda and to nominate qualified candidate (s) for selection as the Company's director (s) in advance, for inclusion in the agenda of the 2023 Annual General Meeting of Shareholders ("AGM"), with reference to the criteria below.

Criteria

1. Qualification of shareholders having the rights to propose agenda/director nomination
One or several shareholders holding the Company shares (on the date of 8th March 2022, there were a total of 493,499,975 shares) with the voting rights in an aggregate of
 - Not less than 3% of the total voting rights of the Company (not less than 14,805,000 shares); in which the shares shall be held for not less than 12 consecutive months until the date of proposal / nomination.
2. Documents and information for consideration
 - 2.1 Evidence showing the status of all shareholders jointly proposing agenda:
 - General person: a certified true copy of the identification card/ a certified true copy of the passport in case of a foreigner.
 - Juristic person: a certified true copy of the affidavit and a certified true copy of the identification card of the authorized directors or a certified true copy of the passport in case of foreign directors.
 - 2.2 Evidence confirming the continuing shareholding of all shareholders such as share certificate, documents or evidence from the Thailand Securities Depository Co., Ltd.
 - 2.3 Name, address, telephone number or e-mail address (in case of more than one shareholder, please specify all shareholders)
 - 2.4 A statement of proposing for acknowledgement, approval or consideration with the purpose and details of the proposed matter.
 - 2.5 Additional required documents for nomination of directorship
 - A proposal must state the name of the nominated person to be elected.
 - A letter of consent prepared by a nominated person for selection as a director, including personal profile, work experience, contact address and telephone number with relevant documents proven as well as statement certifying that:
 - He/she is qualified as prescribed by law and ready to perform the duties
 - Information and documents are true and accurate.
 - He/she will strictly comply with the selection process of the Company.
 - He/she will not disclose the nomination to anyone during the nomination process.

3. Document delivery

Send a registered letter to the following address from 1st October 2022 to 15th December 2022

Company Secretary

IFS Capital (Thailand) PCL

1168/55 Fl.20, Lumpini Tower,
Rama 4 Road, Tungmahamek,
Sathorn, Bangkok 10120

4. Consideration conditions

In order to ensure that the AGM runs efficiently, the Company reserves its right not to include the following matters as the meeting agenda;

- The proposal is relevant to the ordinary business operation and the fact does not indicate any reasonable ground to suspect the irregularity of such a matter;
- The proposal is beyond authority of the Company;
- The proposal that violates applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives, the Company's Code of Conduct;
- The proposal, as stipulated by laws, for consideration at AGM, of which has been pursued regularly by the Company;
- The proposal already undertaken by the Company;
- The proposal previously submitted for consideration by other shareholders;

5. Decision process

- **Proposing agenda**
The above proposals shall meet scrutiny by the Company's independent directors before further submission to the Board of Directors for consideration. Any matters, under approval by the Board, will be included in the 2022 AGM agenda.
- **Nominating qualified candidate (s)**
The above nominated candidate (s) by shareholders, together with complete supplementary documents, as required, shall meet scrutiny by the Compensation and Nomination Committee, according to the Nomination Process of the Company, and further submit to the Board of Directors for consideration.
- The Company's decision is considered final.