

**Criteria for rights of shareholders to propose matters for inclusion as meeting agenda at the Annual General Meeting of Shareholders for the Year 2025 and
Criteria for rights of shareholders to nominate candidates to be considered and elected as directors at the Annual General Meeting of Shareholders for the Year 2025**

Phatra Leasing Public Company Limited (the “**Company**”) recognizes the importance of the shareholders, and in order to promote the good corporate governance, prior to the Annual General Meeting of Shareholders, the Company; therefore, gives opportunity for shareholders to participate in proposing matters that are beneficial to the Company for inclusion as meeting agenda at the Annual General Meeting of Shareholders and to nominate candidates to be considered and elected as directors at the Annual General Meeting of Shareholders for the Year 2025 in accordance with the criteria specified by the Company as follows:

1. To propose matters for inclusion as meeting agenda at the Annual General Meeting of Shareholders
2. To nominate candidates to be considered and elected as directors at the Annual General Meeting of Shareholders

Criteria

1. *Qualification of shareholders who are entitled to propose agenda*

Holding shares as of the date on which the agenda is proposed of not less than 5 percent of the total number of voting rights of the Company whether being one or several shareholders.

2. *Proposal of matters for inclusion as meeting agenda at the Annual General Meeting of Shareholders*

Qualified shareholders as specified in Item 1 of these criteria will be able to propose matters for inclusion as meeting agenda by completing “Agenda Proposal Letter for the Annual General Meeting of Shareholders for the Year 2025 (PL – AGM 2025)” and submitting complete evidence through proposal submission channel as provided in Item 4.

3. *Nomination of candidates to be considered and elected as directors at the Annual General Meeting of Shareholders*

Qualified shareholders as specified in Item 1 of these criteria will be able to nominate candidates to be considered and elected as directors by completing “Section 3 Consent and verification on qualification of nominated candidates to be elected as directors” and submitting complete evidence. In addition, the nominated candidates who are qualified under Item 7 must complete “Section 3 Consent and verification on qualification of nominated candidates to be elected as directors” and submitting complete evidence. In this regard, the aforesaid documents shall be submitted through the proposal submission channel as provided in Item 4.

4. *Proposal submission channel is as follows:*

- 4.1 Electronic mail (E-mail) at company_secretary@pl.co.th
- 4.2 Registered mail to the following address:

Company Secretary

Phatra Leasing Public Company Limited

No. 252/6, Muang Thai Phatra Complex 1, 29th Floor

Ratchadapisek Road, Huayhwang Sub-district, Huaykwang District, Bangkok 10320

Please note that the Company will only consider the proposed matters arrived within December 30, 2024.

5. *Evidence of shareholders to be enclosed*

5.1 Shareholding evidence:

- Certified letter of the securities company, or other evidence of Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand or custodian, or certified copy of share certificate.

5.2 Identity documents:

- For shareholders who are natural persons, certified copy of valid identification card or certified copy of valid passport (for foreigners) shall be enclosed.
- For shareholders who are juristic persons, certified copy of affidavit issued not more than 1 month and certified copy of valid identification card or certified copy of valid passport (for foreigners) of authorized directors who sign this Agenda Proposal Letter, shall be enclosed.

6. *For the meeting to be carried out effectively, the Company reserves the right not to include the following matters as meeting agenda at the Annual General Meeting of Shareholders*

- 6.1 Matters proposed by unqualified shareholders or with incomplete or inadequate evidence or which are not proposed within specific time.
- 6.2 Matters concerning ordinary business operation of the Company, whereby the shareholder's proposal does not substantiate any irregularity of the company's operation.
- 6.3 Matters that are beyond the Company's power or control to take action.
- 6.4 Matters that have been proposed within the past 12 months and received affirmative votes less than 10 percent of the total number of voting rights of the Company; except when the facts pertaining in the re-submission have substantially changed from that of the previous shareholders' meeting.
- 6.5 Matters that violate laws, notifications, rules and regulations of government agencies or other governing agencies, or which do not comply with the Objectives, Articles of Association of the Company, shareholders' resolutions and good corporate governance principles of the Company.
- 6.6 Matters that are beneficial for specific person(s) or specific group(s) or may cause conflict of interest to any related person(s) or group(s) of the Company.
- 6.7 Matters that the Company has already undertaken.

7. *The person to be nominated to be director shall have the following qualifications and shall not have the following prohibited characteristics:*

- 7.1 Having the qualifications and not having the prohibited characteristics as specified by law of public limited companies, securities law and good corporate governance principle for listed companies.
- 7.2 Having knowledge, ability and experience that shall have significant benefit to the Company's business operation.
- 7.3 Willing with ethics to undertake business.
- 7.4 Devoting time to the Company sufficiently and caring in performing his/her duties according to responsibilities.

8. *Consideration*

- 8.1 To propose matters for inclusion as meeting agenda at the Annual General Meeting of Shareholders, the Company Secretary will collect and initially screen all matters. If the matters are complete, they will be proposed to the Nomination and Remuneration Committee for preliminary consideration and then to the Board of Directors for consideration. Matters being approved by the Board of Directors will subsequently be included as meeting agenda in an invitation to the Annual General Meeting of Shareholders for the Year 2025.
- 8.2 To nominate candidates to be considered and elected as directors at the Annual General Meeting of Shareholders, the Company Secretary will consider name list of candidates and if all related evidence is complete, correct and adequate, they will be proposed to the Nomination and Remuneration Committee for preliminary consideration with regard to qualification and work experience. Then name list of qualified candidates will be proposed to the Board of Directors for consideration. The Company will provide consideration results by February 2025.
- 8.3 In cases where the Board of Directors refuses to include the matter or the name list of the candidates proposed by the shareholders in the agenda of the Annual General Meeting of Shareholders for the Year 2025, the Board of Directors shall notify the reason for such refusal to the shareholders proposing such matter or name list of the candidates and notify the aforesaid matter in the invitation letter to Annual General Meeting of Shareholders for the Year 2025 for acknowledgement.

Agenda Proposal Letter for the Annual General Meeting of Shareholders for the Year 2025 (PL-AGM 2025)

Section 1: Names and addresses of shareholders who propose agenda

(1) I, we (Mr./Mrs./Miss/Other): _____ being a shareholder of Phatra Leasing Public Company Limited as of the date _____ holding the total number of ordinary shares in the number of _____ shares, which is equivalent to _____ percent of the total number of voting rights,

having the address at _____ Moo _____ Road _____ Sub-district _____
District _____ Province _____ Postal Code _____
Telephone Number _____ E-mail (if any) _____

(2) I, we (Mr./Mrs./Miss/Other): _____ being a shareholder of Phatra Leasing Public Company Limited as of the date _____ holding the total number of ordinary shares in the number of _____ shares, which is equivalent to _____ percent of the total number of voting rights,

having the address at _____ Moo _____ Road _____ Sub-district _____
District _____ Province _____ Postal Code _____
Telephone Number _____ E-mail (if any) _____

In total, holding ordinary shares in the number of _____ shares, which is equivalent to _____ percent of the total number of voting rights.

Section 2: Proposing matters

(In case of proposing normal agenda)

Proposed Agenda: _____

Objective: For Acknowledgement For Consideration For Approval

Supporting Documents: Having Supporting Documents, in total of _____ page(s)

No Supporting Documents

Please specify rationale and information which is essential for consideration:

(In case of nominating candidates to be directors)

I, we would like to nominate Mr./Mrs./Miss/Other _____ age _____ years to be a director (in case of nominating to be an independent director or a member of the audit committee, please specify) _____ of the Company. Additional details of the nominated candidate are specified in “Section 3 Consent and verification on qualification of nominated candidates to be elected as directors”.

I, we hereby certify that all information provided above, including shareholding evidence and supporting documents enclosed herewith are accurate and complete. I, we (everyone) certify that I, we (everyone) hold shares (in aggregate) of more than 5 percent of the total number of voting rights which is in accordance with Section 89/28 of the Securities and Exchange Act B.E. 2535 (1992). I, we (everyone) hereby sign below as evidence.

signed	shareholder	signed	shareholder
	(1)		(2)
_____		_____	
(_____)		(_____)	
Date _____		Date _____	

Remarks: Supporting documents to be enclosed for proposing any agenda

(1) Shareholding evidence:

- Certified letter of the securities company, or other evidence of Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand or custodian, or certified copy of share certificate.

(2) Identity documents:

- For shareholders who are natural persons, certified copy of valid identification card or certified copy of valid passport (for foreigners) shall be enclosed.
- For shareholders who are juristic persons, certified copy of affidavit issued not more than 1 month and certified copy of valid identification card or certified copy of valid passport (for foreigners) of authorized directors who sign this Agenda Proposal Letter, shall be enclosed.

Section 3: Consent and verification on qualification of nominated candidates to be elected as directors
1. General Information

Name: Mr./Mrs./Miss/Other _____ Surname _____
 Nationality _____ Identification Card No./Passport No. _____
 Date of Birth _____ Age _____ Years

2. Contact address

No. _____ Moo _____ Road _____ Sub-district _____
 District _____ Province _____ Postal Code _____
 Telephone Number _____ E-mail (if any) _____

3. Education and training programs, work experience and current positions
3.1 Educational Background

Degree	Name of Institution	Major Subject	Year of Graduation

3.2 Work Experience

Position	Name of Workplace	Year of Work Experience

3.3 Training Programs

Name of Training Program	Name of Training Institution	Year of Participation

4. Shareholding proportion in the Company

Person	Number of Shares Held
1. Nominated candidate	
2. Spouse of the nominated candidate	
3. Children of the nominated candidate who are yet major (sui juris)	
1) _____	
2) _____	
3) _____	

4. Juristic persons having the persons in Item 1, 2, 3 holding shares in aggregate of more than 30 percent, including the case where such persons holding shares in other juristic person of more than 10 percent as being a majority shareholder of such juristic person.	
5. Others	

5. Relationship with directors, executive members, majority shareholders and controlling persons of the Company (if any)

I (Mr./ Mrs./Miss/Other) _____ as the nominated candidate to be considered and elected as the director of Phatra Leasing Public Company Limited, have consented and acknowledged this nomination. I hereby certify that my information as mentioned above is accurate and complete, and documents submitted herewith are true and correct in all respects. I hereby give my consent for the Company to disclose such information and supporting documents.

Signed

Nominated Candidate

(_____)

Date _____

Remarks: Supporting documents to be enclosed for nomination and verification on qualification of the nominated candidates to be elected as directors

- Identification evidence of nominated candidates to be elected as directors
- Evidence to prove that the nominated candidates having the name appears on whitelist
- Evidence of educational background, training participation and work experience
- Shareholding evidence (if any) such as certificated letter issued by TSD
- Other supporting documents (if any)

In case of scanned copies, please certify the copies as true and correct.