



## Criteria for minority shareholders

### to Propose AGM Agenda and to Nominate Candidates for Appointment as Directors

#### 1. Objective

Providing the right for the minority shareholders to propose an agenda for the annual shareholders' general meeting and the company's director position nomination in advance which is a part of the principles of Good Corporate Governance to ensure that all shareholders are fairly and equitably treated. The nForce Secure Public Company Limited ("SECURE" or the "Company") has set up the criteria for minority shareholders to ensure that all agenda items will be truly beneficial to the Company and scan a qualified person who can effectively perform a duty for the company and stakeholders' maximum benefit, to hold the company's director position. Moreover, the rule will help the company to be able to concretely follow the principles of Good Corporate Governance.

#### 2. Definitions

"the Company"	means	nForce Secure Public Company Limited
"Board of Directors"	means	Board of directors of nForce Secure Public Company Limited
"Director"	means	Directors of nForce Secure Public Company Limited
"Agenda"	means	Annual general meeting's agenda of nForce Secure Public Company Limited

#### 3. The Qualifications of Shareholders

Shareholder(s) who is eligible to propose AGM agenda is required to possess the following qualifications:

- 3.1 One single shareholder or combined shareholders holding the Company's share at the minimum amount of 5 percent of the total number of voting rights of the company.
- 3.2 Must hold those shares as stipulated in 3.1 on the date on which the Agenda or the Candidate is being proposed and on the Record Date to determine the right of the shareholders to attend the AGM of that year.
- 3.3 The shareholder should show proof of share ownership, including a statement from a broker company or other documentary evidence from the Stock Exchange of Thailand to use as evidence. However, if several of the minority shareholders jointly propose the agenda, they should attach all the minority shareholders' proof of share ownership with the same date statement.



- 3.4 In case the minority shareholder is juristic person, the minority shareholder should attach a copy of the juristic person certificate and identification card or passport (in case of foreigner) of an authorized director with certified true copy.

## 4. Proposal of the Agenda

### 4.1 The Proposal that will not be put as Agenda:

- (1) The proposal that violates the laws, rules, regulations of any government agencies or other government authorities supervising the Company or is not in compliance with the objectives, the Articles of Association, the shareholders' resolution, the Good Corporate Governance of the Company.
- (2) The proposal that is beneficial only to a specific person or group.
- (3) The proposal that is within the authority of the Board, but it causes the material effect to the shareholders in general.
- (4) The proposal that deals with the matter which the Company has already done.
- (5) The proposal that is beyond the control of the Company.
- (6) The proposal that the shareholders proposed in the shareholders' meeting during the past 12 months and was voted in favor by less than 10% of total voting rights of the Company and the facts of the said matter have not been changed in a material manner.
- (7) The proposal that contains incomplete or incorrect information or the shareholders who has proposed the proposal cannot be contacted.
- (8) The proposal proposed by the shareholder who does not have the qualifications as stipulated above in Item No. 3.

### 4.2 Consideration procedures.

- (1) The shareholder who possesses the qualifications as stipulated in Item No.3 must submit the AGM Agenda Proposal Form to the Board of Director or send the proposal unofficially via email address at [ir@nforcesecure.com](mailto:ir@nforcesecure.com), before sending the original to the Board of Director. In this regard, the original signed by the shareholder, the evidence of shareholding as stipulated in Item No. 3, together with supporting documents beneficial for the Board of Director's consideration (if any) must be delivered to the Company **within December 31, 2023**.
- (2) In case that there are a number of shareholders, who have the qualifications as stipulated in Item No.3, jointly propose the agenda to the Board, the first shareholder must fill the AGM Agenda Proposal Form completely and affix his or her name as evidence. The rest of the shareholders must fill part (1) and (2) of AGM Agenda Proposal



Form completely and affix their names as evidence separately, then gather each of those AGM Agenda Proposal Form, the evidence of shareholding, and other supporting documents (if any) together as one single set for submission to the Board of Director. The alternative is to send the proposal unofficially before submitting the original in accordance with the details in 4.2 (1) above.

- (3) The Company Secretary will initially review the proposal for the Board as follows:
  - (3.1) In case the shareholders are not fully qualified as stipulated in Item No. 3, the Company Secretary will notify the shareholders that their proposal is not accepted within January 10, 2024.
  - (3.2) The Company Secretary will propose the proposal that does not fall within 4.2 (3.1) above to the Board of Director meeting.
- (4) The proposal approved by the Board of Director, along with the Board opinion will be included as part of the agenda of the AGM. For the proposal disapproved by the Board of Director, the Company will promptly inform the shareholders of the same with the reason of the Board's refusal through the SET's channel after the Board meeting or the next working day. Such information will be announced to all shareholders at the AGM.

## **5. Proposal of Nominate Candidates for Appointment as Directors**

### **5.1 The director nominated person qualification and prohibited characteristics**

- (1) Having the qualifications according to the Public Company Act, Securities and Exchange Act and other related laws, rules, regulations, announcements, together with the Good Corporate Governance of the Company.
- (2) Be an intellectual, talented, and independent person who can fully dedicate and devoted time and be able to regularly attain a board of director meeting and have a moral work history.
- (3) Should not be a competitor company's director or a company in the same business of the Company.
- (4) Having the independent director qualification as the Securities and Exchange Commission Thailand's basis.



## 5.2 Consideration procedures.

- (1) The shareholder who possesses the qualifications as stipulated in Item No.3 must submit the Candidate Nomination for Appointment as Director Form to the Nomination & Remuneration Committee (the “NRC”) or send the proposal unofficially via email address at [ir@nforcesecure.com](mailto:ir@nforcesecure.com), before sending the original to the NRC. In this regard, the original signed by the shareholder, the evidence of shareholding as stipulated in Item No.3, together with supporting documents must be delivered to the Company **within December 31, 2023**. The supporting documents as is follow:
  - (1.1) The evidence of shareholding as stipulated in Item No. 3 that is certificate from a securities company or other evidence from the Stock Exchange of Thailand.
  - (1.2) The evidence of consent of the nominees for appointment as the Company’s Directors in the Consent Letter for Nominating and Certifying the Qualifications of a Director Nominee Form.
  - (1.3) The supporting documents for consideration on the nominees’ qualifications such as evidence on education qualifications and work experiences.
  - (1.4) Other additional documents useful for the consideration of the NRC (if any).
- (2) In case that there are a number of shareholders, who have the qualifications as stipulated in Item No.3, jointly to nominate a candidate to be appointed as Director(s) to the NRC, the first shareholder must fill the Candidate Nomination for Appointment as Director Form and the Consent Letter for Nominating and Certifying the Qualifications of a Director Nominee Form completely and affix his or her name as evidence. The rest of the shareholders must fill the Candidate Nomination for Appointment as Director Form completely and affix their names as evidence separately, then gather each of those form, and the supporting documents as the details in 5.2 (1) together as one single set for submission to the NRC. The alternative is to send the proposal unofficially before submitting the original in accordance with the details in 5.2 (1) above.
- (3) In case one or more than one shareholders nominate more than one Candidates, the shareholders must fill the Candidate Nomination for Appointment as Director Form separately (One Form per One Candidate), or may send the proposal unofficially before submitting the original according to the details in 5.2 (1) above.
- (4) The Company Secretary will initially review the proposal for the NRC as follows:
  - (4.1) In case a nominated person has an incomplete qualification or prohibited characteristic as stipulated in Item No. 5.1 and No. 3, the Company Secretary will notify the shareholders that their proposal is not accepted within January 10, 2024.



- (4.2) The Company Secretary will propose the proposal that does not fall within 5.2 (4.1), to the NRC.
- (5) The NRC will consider the qualifications, knowledge, abilities and suitability of the nominees who are qualified for appointment as Directors and propose to the Board of Directors. The decision of the Board of Directors shall be final.
- (6) The names of the Candidate approved by the Board of Director, along with the Board opinion will be included in the agenda of the AGM. For the disapproved Candidate(s), the Company will promptly inform the shareholders of the same with the reason of the Board's refusal through the SET's channel after the Board meeting or the working day. Such information will be announced to all shareholders at the AGM.

## 6. Address for submitting the original documents proposal

Company Secretary

nForce Secure Public Company Limited

9/2 The Synchronized, Soi Ratchadapisek 18, Ratchada Rd., Huai Khwang, Bangkok, 10230