



**Criteria for Shareholder(s) to propose Agenda and Director Nomination for  
2021 Annual General Meeting of Shareholders (AGM) in advance  
Advanced Info Service Public Company Limited**

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**1) Shareholder Qualification**

Proposing an agenda item

Shareholders who wish to propose the matter shall have the following qualification:

- 1.1 Being a shareholder of Advanced Info Service Plc. (the Company) at the proposing date and
- 1.2 Being a shareholder or shareholders who individually or collectively hold minimum shares of at least five percent of the Company's total shares eligible to vote.

Proposing a candidate to be nominated as a director

Shareholders who wish to propose a candidate to be nominated as a director must be the shareholder of Advanced Info Service Plc. (the Company) at the proposing date.

**2) Proposal Criteria**

Proposing an agenda item

Shareholder(s) can propose AGM agenda to the Board of Directors by filling in Form 1 (download available at <http://investor.ais.co.th>) and then submit the form along with any other supporting information for the Board of Directors' consideration.

The Company shall not accept the following matters as the meeting agenda:

- 2.1 Any matter that violates the law, rules and regulations of any government agency, or any regulatory body or does not comply with the Company's objective, the article of association, the shareholders' resolution, and the good corporate governance of the Company;
- 2.2 Any matter that is not beneficial to the Company or is beneficial to a specific person or group;
- 2.3 Any matter that is within the scope of management authority of the Company unless it has significant negative impact on the shareholder(s) as a whole;
- 2.4 Any matter that the Company has already implemented;
- 2.5 Any matter that is beyond the capacity and control of the Company;
- 2.6 Any matter that the shareholder(s) has already proposed in a shareholders meeting during the past 12 months and received supporting votes of less than ten percent of the total number of the voting rights, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders meeting;
- 2.7 Any matter where the information provided is incomplete, ambiguous, or incorrect or is unable to contact or do not follow the Criteria required by the Company.
- 2.8 The proposal that deals with the matter in the ordinary cause of business of the Company and the information referred to by the shareholder(s) does not indicate any irregularity.
- 2.9 Any matter proposed by the shareholders which the company having checked the name of the shareholder on Record Date and it appear that such shareholder does not hold the shares or hold the shares less than five percent of the Company's total shares eligible to vote.

#### Proposing a candidate to be nominated as a director

Shareholder(s) who wishes to nominate the list of qualified candidate(s) to be elected as director must complete Form to nominate AIS' director (Form 2) and the resume of a proposed candidate (Form 3). All forms can be downloaded from <http://investor.ais.co.th>. Shareholder(s) may submit any other supporting information for the Board of Directors' consideration. In this regards, such proposal shall be received consent from the proposed candidate.

### **3) Channel for submitting proposal**

3.1 Facsimile (662) 029 5108 or E-mail: [companysecretary@ais.co.th](mailto:companysecretary@ais.co.th) (unofficial) and then submit the original copy by registered mail within 31 December 2020

3.2 Registered mail to:

Company Secretary  
Advanced Info Service Public Company Limited  
28<sup>th</sup> Floor, 414 AIS Tower I  
Phaholyothin Road, Samsen Nai, Phayathai  
Bangkok 10400  
Thailand

### **4) Documentation required**

A list of document required and relevant details are provided on the last page of Form 1, 2 and 3.

### **5) Consideration Procedures**

#### Proposing an agenda item

1. The Company Secretary will initially review the proposal and supporting documents in relation thereto before proposing to the Nomination and Corporate Governance Committee.
2. The Nomination and Corporate Governance Committee will consider the proposed agenda before proposing to the Board of Directors for consideration.
3. If the Board of Directors agrees that the issues are significant or beneficial to the Company or shareholder(s) as a whole, the Board will incorporate those issues in AGM agenda. If the Board of Directors rejects any shareholders' proposals, the Company will report such rejection and its rationales to the shareholder(s) at the shareholders' meeting. In this regards, the Board's resolution is final.

#### Proposing a candidate to be nominated as a director

1. The Company Secretary will gather the proposal and supporting documents of proposed candidate before proposing to the Nomination and Corporate Governance Committee.
2. The Nomination and Corporate Governance Committee will consider the qualifications, knowledge, competency, experience of the candidate(s) in connection with skill and expertise required as well as ethics of proposed candidate so that it could promote the board efficiency before proposing to the Board of Directors for consideration.
3. If the Board of Directors agrees that the proposed candidate is qualified to be nominated as the Company's director, the Board of Directors will propose such candidate in the Appointment of Director Agenda of the AGM for approval. In this regards, the Board's resolution is final.

### **6) Submission period**

From October 1, 2020 until December 31, 2020