



**Criteria for Shareholder(s) to propose Agenda and Director Nomination for  
2025 Annual General Meeting of Shareholders (AGM)  
Advanced Info Service Public Company Limited**

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In adherence to rights and equitable treatment of shareholders and the importance of good corporate governance, Advanced Info Service Public Company Limited (the “Company”) facilitates all shareholders to propose agenda that is beneficial to the Company for the 2025 AGM as well as to propose qualified candidates to be nominated as the company’s director. The Company has the following criteria to consider the proposed agenda and candidates for the Company’s directors.

**1. Shareholder Qualification**

Proposing an agenda item

Being an individual shareholder or group of shareholders of the Company holding a minimum of at least five percent of the Company’s total shares eligible to vote on the date of proposing an agenda item

Proposing a candidate to be nominated as a director

Being a shareholder of the Company on the date of proposing the candidate

**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 [https://investor.ais.co.th/shareholder\\_meeting.html](https://investor.ais.co.th/shareholder_meeting.html)) 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:

- (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) Any matter that is not beneficial to the Company or is beneficial to a specific person or group;
- (3) Any matter that is within the scope of management authority of the Company unless it has a significant negative impact on the shareholder(s) as a whole;
- (4) Any matter that the Company has already implemented;
- (5) 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;
- (6) Any matter that is beyond the capacity and control of the Company;
- (7) 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;
- (8) Any matter where the information provided is incomplete, ambiguous, or incorrect or is unable to contact or does not follow the Criteria required by the Company;
- (9) Any matter proposed by the shareholders in which the company has checked the name of the shareholder on Record Date and it appears 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 candidate(s) who possess the qualified requirement and not possess the prohibited characteristics to be elected as a director must complete the form to nominate AIS' director (Form 2) and the resume of the proposed candidate (Form 3). All forms can be downloaded from [https://investor.ais.co.th/shareholder\\_meeting.html](https://investor.ais.co.th/shareholder_meeting.html). Shareholder(s) may submit any other supporting information for the Board of Directors' consideration. In this regard, such a proposal shall be received consent from the proposed candidate. The proposed candidate shall possess the qualified requirement and not possess the prohibited characteristics:

- (1) Possess the required qualifications and not possess prohibited characteristics according to the Public Company Limited Act, Securities and Exchange Act, and other related laws as well as the good corporate governance of the Company;
- (2) Have knowledge and abilities that are beneficial to the Company's business, integrity, honesty, and ethics in conducting business, including having a variety of experiences in professional fields that are beneficial and in accordance with the Company's business strategy and are crucial to the composition of the Company's Board of Directors i.e. telecommunications, digital business, IT and cyber security, economics, finance and accounting, risk management, legal, sustainable business development;
- (3) Have sufficient time to devote knowledge, and ability to perform duties for the Company as well as allocate sufficient time to prepare for and attend Board and sub-committee meetings. An individual director shall not serve on more than four (4) other boards of listed companies;
- (4) Candidate(s) qualified to be an independent director, shall possess qualifications in accordance with the announcement of the Capital Market Supervisory Board and the criteria of "Definition of Independent Director Qualifications" as stipulated by the Company and announced on the Company's website.

#### **3. Channel for submitting a proposal**

- (1) E-mail: [companysecretary@ais.co.th](mailto:companysecretary@ais.co.th) (unofficial) and then submit the original copy by registered mail within 31 December 2024
- (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 documents 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 and propose it to the Nomination and Compensation Committee for consideration.
- (2) The Nomination and Compensation Committee will consider the proposed agenda and propose it 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.

Proposing a candidate to be nominated as a director

- (1) The Company Secretary will gather the proposal and supporting documents of candidate and propose to the Nomination and Compensation Committee for consideration.
- (2) The Nomination and Compensation 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 and propose 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.

**6. Submission period**

From 1 October 2024 until 31 December 2024