

Criteria for Proposal to Propose Agenda Items and to Nominate Candidates for Directorship in Advance of the Annual General Meeting of Shareholders Year 2023 of Moshi Moshi Retail Corporation Public Company Limited

1. Rationale

To be accordance to the good corporate governance in term of the right of shareholders, Moshi Moshi Retail Corporation Public Company Limited (“the Company”) the Company provides the right to the minority shareholders to propose agenda and director nomination in the Annual General Shareholders’ Meeting in advance, also, to be clarifying the fair and equitable treatment of every shareholder.

The Company has specified the condition for consideration to placing the proposal of agenda and director nomination proposal in order to screen agendas that will be truly beneficial to the Company and scan qualified person who can effectively perform a duty for the Company and stakeholders’ maximum benefit, to hold the Company’s director position. Moreover, the condition will help the Company to be able to concretely follow the code of business conduct.

2. Shareholder’s Qualification

Shareholders who wish to propose matters to be included in the agenda of the Annual General Meeting of Shareholders and/or nominate a person to be considered for election as a director of the Company. Must have the following qualifications:

- 2.1 One or more person of the minority shareholders joint together which have a share proportion not less than 1% of paid-up registered shares. Moreover, the shareholder should hold that share until a day of proposing the agenda or the company’s director nomination.
- 2.2 In cases that 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.

3. Qualification of Director Nominated Person

Person who has been nominated to be the company’s director should have qualification as follows:

- 3.1 Become the one’s legal age.
- 3.2 Should have a correct qualification and have no prohibited characteristic as the public company law and Securities and Exchange Act.
- 3.3 Holding a public company’s director position not more than 4 companies.
- 3.4 Should not be director in Competitor Company or a company in the same industry.
- 3.5 Be an intellectual, talented, and independent person who is able to fully dedicate and devoted time, and also be able to regularly attend Board of Director meeting and have a moral work history.
- 3.6 Should have no inconsistent qualification with the independent director as the Securities and Exchange Commission Thailand ‘s basis. (In case of propose to be independent director.

4. Consideration of the Company's Director Nomination Process

- 4.1 A fully qualified shareholder as No.2 has to inform a detail of the company's director nomination by using "The Director Nomination Proposal Form". The shareholders may send unofficial information via Fax No. 02 891 3891 or the Company Secretary's e-mail comsec@moshimoshi.co.th and after that send an original form within January 24th, 2023 verify from the date of postal stamp receiving and sent to

Company Secretary (The Company's Director Nomination Proposal for Annual General Shareholders' Meeting)
Moshi Moshi Retail Corporation Public Company Limited
No. 26/18 Moo.10 Ekkachai Road, Bangkhuntien, Jomthong, Bangkok, Thailand 10150

the documents as follows.

- 4.1.1 The evidence of the share ownership that is certificate from a securities company or other evidence from Thailand Securities Depository Co., Ltd.
- 4.1.2 An evidence of the nominated person's consent in "The Director Nomination Proposal Form".
- 4.1.3 A supporting document for consideration a qualification including educational background and curriculum vitae of a nominated person.
- 4.1.4 Additional document that will be beneficial for the directors' consideration (if any).
- 4.2 In case several shareholders who have the fully qualify as No. 2. jointly nominate a person to hold the company's director position. The first shareholder has to fully fill the information in "The Director Nomination Proposal Form" and sign the name as evidence. The shareholders up from a second person completely fill in the information only the 3rd part of "The Director Nomination Proposal Form" and sign the name as evidence. After that, combine the forms and the evidence of every shareholder into one set.
- 4.3 In case one or several fully qualified shareholders as mentioned in No. 2. nominate more than one person to be the company's director, the shareholders have to prepare 1 issue of the "The Director Nomination Proposal Form" per 1 director proposal and sign the name as evidence. Also, the shareholders have to attach the evidences mentioned in No.4.1.2-4.1.4 of all of the nominated candidates.
- 4.4 The Company Secretary will gather the documents and send to the top management to preliminary considering and screening before proposing to the Nomination and Remuneration Committee and Board of directors.
- 4.5 People who's approved from the Board of Directors will be proposed a name in the Shareholder Meeting's agenda. In term of unapproved person, the company will immediately inform the shareholder after the Nomination and Remuneration Committees' Meeting has finished, or in the next official day of the meeting, and inform via the company's website at www.moshimoshi.co.th

5. Criteria for matters not to be included in the Meeting Agenda

- 5.1 Matters stipulated in Section 89/28 of the Securities and Exchange Act B.E. 2535 as amended by the Securities and Exchange Act (No. 4) B.E. 2551.

- 5.2 An issue that is contrary to the law, proclamation, rule and regulation of the government agencies or company's governance agencies. Also, an issue that is unconformable with regulation and a resolution of the shareholders' meeting, and the company's code of conduct.
- 5.3 A processed issue.
- 5.4 An issue that the shareholders provided incomplete information or lost contact issue.
- 5.5 An issue that is beneficial only one person or one group of people.
- 5.6 Matters that are under the management authority of the Board of Directors. Unless it causes significant damage to shareholders as a whole.

6. Consideration Procedure of Proposing the Meeting's Agenda

- 6.1 A fully qualified shareholder as No.2 has to inform agenda proposing by using "The Agenda Proposal Form". The shareholders may send unofficial information via Fax No. 02 891 3891 or the Company Secretary's e-mail address comsec@moshimoshi.co.th and after that send an original form within **January 24th, 2023 verify from the date of postal stamp receiving the documents**. The process is to allow the directors to have enough time to consider the agenda, and also attach the evidence of share ownership as mentioned in No.2. which is the certificate from Securities Company or other documentary evidence from Thailand Securities Depository Co., Ltd. And sent to:

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- 6.2 In case of several shareholders joint together and have complete qualification as mentions in No. 2 propose a meeting agenda. The first shareholder has to completely fill the information in "The Agenda Proposal Form" and sign the name as evidence. The shareholders up from a second person completely fill in the information in the "The Agenda Proposal Form" and sign the name as evidence. After that, collecting the forms and the evidence of the share ownership of every shareholder to be one set, and then propose to the Board of Directors.
- 6.3 The Company Secretary will gather the documents, and send to the top management to preliminary considering and screening before proposing to the Board of directors
- 6.4 The Board of Directors will be speculator for a suitable of the proposed agenda, which should have no characteristic that conform the No.5 except the directors consider as others.
- 6.5 An issue that is approved by the directors will be contained in an agenda of an invitation to the Annual General Shareholders' Meeting together with the directors' opinion. In term of an unapproved agenda, the Company will immediately inform the shareholders after the meeting or in the next official day of the meeting, and inform via the company's website at www.moshimoshi.co.th

7. Period of Proposal Receiving

From December 23rd 2022 to January 24th 2023



8. Related Forms

- [The Agenda Proposal Form](#)
- [The Director Nomination Proposal Form](#)
