

**Criteria for Shareholders to Propose an Agenda and a Director Nominee  
in Advance for the 2023 Annual General Meeting of Shareholders  
Airports of Thailand Public Company Limited**

**1. Objective**

Airports of Thailand Public Company Limited (AOT) has established clear and transparent criteria for shareholders to propose an Annual General Meeting of Shareholders (AGM) agenda and a director nominee in advance according to good corporate governance principles with the purpose of assuring equitable treatment to all shareholders and ensuring that the agenda will be truly beneficial to the Company and the qualified director nominee will be selected.

**2. Definition**

“Company” refers to Airports of Thailand Public Company Limited

“Board” refers to Board of Directors of Airports of Thailand Public Company Limited

“Director” refers to Director of Airports of Thailand Public Company Limited

“Agenda” refers to Agenda of the 2023 Annual General Meeting of Shareholders of Airports of Thailand Public Company Limited

**3. Qualifications of Shareholders**

The shareholders who wish to propose an agenda and/or a director nominee must possess the following qualifications:

3.1 Being the Company’s shareholders on the date the shareholders propose an agenda and/or a director nominee and on the Record Date in order to determine the right of shareholders to attend the Annual General Meeting of Shareholders of a given year;

3.2 Holding minimum shares of not less than five percent of the total voting rights of the Company or 100,000 shares, being either one shareholder or combined shareholders.

**4. Proposal of Agenda**

The Board will consider the agenda proposed by the shareholders which must not possess the following matters:

(1) Matter that is defined in clause 89/28 of the Securities and Exchange Act B.E.2535 (1992);

(2) Matter that violates the applicable laws, rules, regulations of government agencies or regulatory agencies, or is not in compliance with the Company’s objectives, Articles of Association, resolutions of shareholders’ meeting, and good corporate governance;

(3) Matter that is beneficial to specific person or group;

(4) Matter lying under management authority of the Board unless it causes significant effects on shareholders in general;

(5) Matter that the Company has already implemented;

(6) Matter of which the information provided by the shareholders is incomplete or incorrect or not in compliance with the criteria set by the Company, or the shareholders cannot be reached;

(7) Matter that is proposed by the unqualified shareholders as specified in Section 3;

(8) Matter that the Board deems unnecessary to be included in the agenda.

## 5. Proposal of Director Nominee

The Board will consider the director nominee who must possess the following qualifications:

- (1) Being not over 65 years old;
- (2) Being fully qualified and not being prohibited according to the Standard Qualifications for State Enterprise Board Members and Staff Act, Public Company Act, Securities and Exchange Act, Principles of Good Corporate Governance for Listed Company, AOT Articles of Association as well as relevant criteria for directorships in state enterprises;
- (3) Having knowledge, skills and experiences that benefit the Company's business lines such as in aviation, law, accounting and finance; or being qualified in other areas that are beneficial to the Company's business. Being able to regularly attend the Directors' meeting, study meeting agendas in advance and voice opinions in the meeting in a straightforward manner. Having superb professional references and ethical behaviors and being accepted by the society;
- (4) Not serving more than 3 board positions in state enterprises and/or juristic persons with shares owned by state enterprises;
- (5) Not serving more than 3 board positions in companies listed on the Stock Exchange of Thailand (SET).

However, the director nominee shall not serve more than 5 board positions as in (4) and (5) altogether.

## 6. Procedures / Consideration Methods

### 6.1 Proposal of Agenda

- (1) Must be proposed by the shareholders who possess full qualifications as specified in Section 3;
- (2) Must submit "Form of Agenda Proposal for the 2023 Annual General Meeting of Shareholders" (Form A) together with relevant supporting documents;
- (3) Initially, the Corporate Secretary will gather/review the proposals as in accordance with the criteria and proceed according to the procedures before proposing to the Board and the shareholders' meeting for consideration, respectively;
- (4) The proposals approved by the Board along with its opinion will be included in the agenda of the Notice of AGM. For the proposals disapproved by the Board, the Company will inform the shareholders of the reasons for the Board's refusal which will be further published in the Notice of AGM.

### 6.2 Nomination of Director

- (1) Must be proposed by the shareholders who possess full qualifications as specified in Section 3;
- (2) Must submit "Form of Director Nominee for the 2023 Annual General Meeting of Shareholders" (Form B) and "Resume of Director Nominee" (Form C) together with the required supporting documents as follows;
  - The evidence of ownership of shares held, i.e. certificates of shares held issued by a registered securities company or other certificated documents issued by the Thailand Securities Depository Company Limited or SET;

- The nominee's written consent to the nomination;
- The nominee's qualification documents, i.e. education and work experience and any supporting document which will be beneficial to the Board's consideration (if any);

(3) The Corporate Secretary will initially gather/review the correctness and completeness of information and qualifications of director nominees and proceed according to the procedures before proposing to the Nomination Committee, the Board and the shareholders' meeting for consideration, respectively;

(4) The Board will propose a list of persons approved by the Nomination Committee to the State Enterprise Policy Commission (SEPC) for further consideration pursuant to Section 12 of the Regulations of the Office of the Prime Minister on State Enterprise Policy and Governance Determination B.E.2557 (2014) accompanying Section 44 of the Development of Supervision and Management of State Enterprises Act B.E.2562 (2019);

(5) The director nominee approved by the Board and SEPC will be included in the agenda along with the Board and SEPC's opinions (if any);

(6) For the director nominee disapproved by the Board and/or SEPC, AOT will inform the shareholders of the reasons of the Board's refusal right after the Board meeting or on the following working day through the SET's channel and Company's website, and inform the shareholders over again in the shareholders' meeting.

#### **7. Channels for Submitting Proposals**

Submit the originals of Form A, Form B, and Form C together with supporting documents as required by the Company to the Company **by 31 August 2023** in order to allow adequate time for the Board's consideration by sending to the following address:

**Corporate Secretary  
Corporate Secretary and Corporate Governance Department  
Airports of Thailand Public Company Limited  
P.O. Box 3 Don Mueang Post Office, Bangkok 10211**

However, the shareholders can firstly submit the above-mentioned documents to the Company unofficially via facsimile number 0 2535 5189 or email at [goodgovernance@airportthai.co.th](mailto:goodgovernance@airportthai.co.th).

For further information, please contact Listing Division, Corporate Secretary and Corporate Governance Department via telephone number 0 2535 5261, 0 2535 5262, and 0 2535 5282.