



Super Turtle Public Company Limited
Criteria for shareholders to propose agenda and to nominate the candidate(s)
to be elected as the Company's director(s) at the 2024 Annual General
Meeting of Shareholders (for the fiscal year 1 January 2024 – 31 March 2024)

1 Objectives

To enhance the good corporate governance and to build shareholders' confidence in equitable treatment, Super Turtle Public Company Limited (the "**Company**") allows its shareholders to propose agenda and to nominate the candidate(s) to be elected as the Company's director(s) at the 2024 Annual General Meeting of Shareholders (for the fiscal year 1 January 2024 – 31 March 2024) through fair and transparent procedure.

2 Qualifications of the shareholders

Shareholder(s) who wishes to propose agenda and/or to nominate candidate(s) to be elected as the Company's director(s) must individually or collectively hold the Company's shares or have the voting rights of not less than 5 percent of the total voting rights as at the proposal date.

3 Proposal of meeting agenda

3.1. Supporting documents for proposing a meeting agenda

1. Evidence of shareholding to show the full qualifications as specified in Clause 2, i.e. a certificate issued by the securities company or any other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
2. Form to Propose Agenda to the 2024 Annual General Meeting of Shareholders (for the fiscal year 1 January 2024 – 31 March 2024) attached hereto, together with the shareholder's signature affixed therein.
3. Shareholder's identification, valid and certified true copy, as follows:
Individual : Copy of identification card / passport (in case of foreigner)
Juristic Person: Copy of affidavit issued not more than 3 months and copy of identification card / passport (in case of foreigner) of the authorized representative affixing signature.
4. If a shareholder has changed his/her title, name, or surname, a copy of evidence of those changes must be enclosed and certified true copy.
5. If there are several shareholders collectively proposing the agenda, all shareholders must fill in Form and affix their signatures and enclose the evidences of shareholding and identification of each of them. In this regard, all shareholders shall jointly appoint one of the shareholders as their contact person with the Company and fill in the contact person name in the Form. Any contact from the Company to such contact person shall be deemed as a contact with all shareholders.

6. Additional documents in support of consideration of the Board of Directors (if any).

3.2 Submission procedures and review process

1. The shareholder must submit all of the documents listed in Clause 3.1 to the Company at following address within 15 May 2024.

Company Secretary Office
Super Turtle Public Company Limited
No. 333 Lao Peng Nguan 1 Tower, 24th Floor, Soi Choeiphuang,
Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900

Before submitting the original copy of the documents, the shareholder may unofficially submit a soft copy of documents to Company Secretary Office via email at investor@superturtle.co.th.

2. The Company Secretary will preliminarily gather and review the proposals. The matters proposed by qualified shareholders will be proposed to the Board of Directors.
3. The Board of Directors will consider the appropriateness of the matters to be proposed at the annual general meeting of shareholders. The matters to be proposed as agenda shall not be the matter specified in Clause 3.3.
4. The matters approved by the Board of Directors will be included as one of the agenda to be discussed at the shareholders' meeting and will be outlined as agenda from the shareholders together with the Board of Directors' opinion in the invitation to the shareholders' meeting.
5. For those matters disapproved by the Board of Directors, the Company will immediately notify the shareholder who proposed such matters. The same messages will be notified for acknowledgment at the upcoming annual general meeting of shareholders.

3.3 Matter that will not be considered and included as agenda

1. Any matter that relates to the Company's ordinary course of business of which the fact claimed by the shareholder does not indicate any irregularity in respect thereof.
2. Any matter that is beyond the Company's authority to execute.
3. Any matter that had been proposed to the shareholders' meeting within the past 12 months which obtained affirmative votes of less than 10 percent of the Company's total voting rights, unless there is a material change on the fact that relates to such matter.
4. Any matter that violates the laws, notifications, rules, regulations of any governmental agencies or any competent authorities of the Company.
5. Any matter that is for the sole benefits of a particular person or group of persons.

6. Any matter that the information provided by the shareholder is incomplete, insufficient, or having untrue statement.

4 Nomination of candidate(s) to be elected as the Company's director(s)

4.1 Qualification of person nominated to be elected as the Company's director

1. Having qualifications and not having any prohibited characteristics under the Public Limited Companies Law, Securities and Exchange Law, rules and regulations of the Company and relevant governing agencies and the good corporate governance of the Company. In case of the nomination of independent director, such nominated person shall possess the qualifications as specified in the Company's Definition of Independent Director. In case of the nomination of the member of the Audit Committee, such nominated person shall possess additional qualifications in accordance with the laws;
2. Having knowledge and skill significantly beneficial to the Company's businesses;
3. Being independent, able to perform as director with duty of care and duty of loyalty, having good health both mentally and physically, able to contribute and dedicate for the Company's matters; and
4. Having good work experience and not engaging in a business or being a partner in a general partnership or being an unlimited liabilities partner in a limited partnership or a director in other private or public company which carries on businesses with the same nature and in competition with the Company's businesses.

4.2 Supporting documents for nomination of candidate(s) to be elected as the Company's director(s)

1. Evidence of shareholding to show the full qualifications as specified in Clause 2, i.e. a certificate issued by the securities company or any other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
2. Form to Nominate Candidate to be Elected as the Director ("**Form to Nominate Candidate**"), completely filled and duly signed by the shareholder (Form to Nominate Candidate needs to be executed per one nominated candidate. In case a shareholder proposes several candidates, Form to Nominate Candidate must be executed for each nominated candidate).
3. Consent Letter Form and Form of Candidate Information, completely filled and duly signed by the candidate.
4. Supporting documents of candidate's qualifications, including the education and working experience (curriculum vitae), certified true copy by the candidate.

5. Being independent, able to perform as director with duty of care and duty of loyalty, having good health both mentally and physically, able to contribute and dedicate for the Company's matters; and
6. If a shareholder has changed his/her title, name, or surname, a certified true copy of good evidence proving those changes must be enclosed and certified true copy.
7. If there are several shareholders collectively nominating the candidate to be elected as director, all shareholders must fill in Form and affix their signatures and enclose the evidences of shareholding and identification of each of them. In this regard, all shareholders shall jointly appoint one of the shareholders as their contact person with the Company and fill in the contact person name in the Form. Any contact from the Company to such contact person shall be deemed as a contact with all shareholders.
8. Additional documents in support of consideration of the Board of Directors (If any).

4.3 Submission procedures and review process

1. The shareholder must submit all of the documents listed in Clause 4.2 to the Company at following address within 15 May 2024.

Company Secretary Office
Super Turtle Public Company Limited
No. 333 Lao Peng Nguan 1 Tower, 24th Floor, Soi Choeiphuang,
Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900

Before submitting the original copy of the documents, the shareholder may unofficially submit a soft copy of documents to Company Secretary Office via email at investor@superturtle.co.th.

2. The Company Secretary will preliminarily gather and review the proposals. The candidates proposed by qualified shareholders will be proposed to the Board of Directors.
3. The Board of Directors will consider the appropriateness of the candidate nominated to be elected as the Company's director at the annual general meeting of shareholders. The candidates to be nominated to the shareholders' meeting shall possess qualifications as listed in Clause 4.1.
4. The candidates approved by the Board of Directors will be nominated to be elected as the Company's director at the shareholders' meeting and will be outlined as the candidates nominated by the shareholders together with the Board of Directors' opinion in the invitation to the annual general meeting of shareholders.
5. For those candidates disapproved by the Board of Directors, the Company will immediately notify the shareholder who nominate such candidate. The same messages will be notified for acknowledgment at the upcoming annual general meeting of shareholders.

