

Criteria for Proposing Agenda Item and Nomination of Qualified Person(s) to be the Company's Director for the 2025 Annual General Meeting of Shareholders

Objective

Tanachira Retail Corporation Public Company Limited (“the Company”) concerns the important of rights of shareholders and equitable treatment of shareholders which are significant components of promoting good corporate governance. For this reason, the Company facilitates and provides an opportunity to minorities shareholders to propose agenda item and nominate qualified, knowledgeable, and competent person(s) as candidates to be elected as a director(s) of the Company in advance before the 2025 Annual General Meeting of Shareholders (“Meeting”).

The Board of Directors deemed it appropriate to set criteria and clear guidelines for screening proposed agenda items that they must be related to the Company's business and truly beneficial to the Company for the Board of Directors to consider and include them to be the Meeting's agendas, and to further announce to all shareholders for widely acknowledgement through a channel of the Stock Exchange of Thailand and the Company's website.

1. Qualification of Shareholders

A shareholder(s), who has the right to propose an agenda item to be the Meeting's agendas in advance and/or nominate the candidates to be elected as directors, must be qualified to the following qualifications:

- (1) Being one or more shareholders, holding shares and having the right to vote totaling of not less than 5% of the total voting rights of the Company;
- (2) Being a shareholder(s) whose name appears on the Company's Shareholder Registered Book on the date proposing an agenda item(s) and/or nominate the candidates to be elected as directors.

2. Criteria and Procedure for Shareholders to Propose Agenda Items

- 2.1 The Shareholder(s) who possesses qualifications according to Clause 1 of this criteria can submit the agenda item(s) to be included in the Meeting's agendas or nominate the qualified person(s) to be elected as the Company's director(s) by completely filling out “Proposal of Agenda Item of the 2025 Annual General Meeting of Shareholders Form” with related supporting documents. Please also specify that it is proposed for acknowledgement, consideration or approval (as the case may be) and submit to the Company within the timeframe and via methods provided in Clause 2.4 of this criteria.

In case that many shareholders jointly propose the agenda item(s), all shareholders are required to fill out “Proposal of Agenda Item of the 2025 Annual General Meeting of Shareholders Form” and sign for evidence, and assemble all forms into a single set for submission.

2.2 In order to conduct the Meeting efficiently, the Company reserves the right to not place the following agenda items as the Meeting's agendas:

- (1) Matters relating to the Company's normal business operation;
- (2) Matters that beyond the Company's authority;
- (3) Matters, of which their fact are not significantly changed, previously proposed by shareholders for consideration within the past 12 months and obtained an agreed resolution of not less than 10% of the total voting rights;
- (4) Matters proposed by unqualified shareholders, or matters that provide insufficient or incomplete information or not proposing to within the specified submission period;
- (5) Matters that provide inaccurate or ambiguous information and evidence
- (6) Matters that not beneficial to the Company's business operation;
- (7) Matters concerning the authority of the Company's management, unless such matter may cause significant damages to the shareholders as a whole;
- (8) Matters that breach the laws and regulations of governmental authorities or relevant regulators or that are not complied with the objectives, the Articles of Association and shareholders' meetings resolutions as well as the Company's good corporate governance;
- (9) Issues Matters that are normally required by the laws to be considered by the Meeting of which the Company has set to be agendas of every shareholders' meeting.

In this regard, the Company will specify at the end of the Invitation Letter which agenda is proposed by shareholders as well as the Board of Directors' opinions. However, in the case that the Board of Directors declines to include matters proposed by shareholders to be agenda(s) of the Meeting, the Company will notify the shareholders of the reasons for refusal via the Company's website or other appropriate information dissemination channels for their acknowledgement.

2.3 The Chief Executive Officer and Company Secretary will jointly consider and screen issues proposed by the shareholders and initially review documents before proposing to the Board of Directors for further

consideration. In this circumstance, any matters that are deemed appropriate by the Board of Directors shall be set as the Meeting's agendas with the opinions of the Board of Directors which will be shown in the Invitation Letter of the 2025 Annual General Meeting of Shareholders.

2.4 Submission of Proposal Channels

The shareholders can informally submit the form to Company Secretary Department's email address at companysecretary@tanachira.co.th before submitting the original document together with verification evidence of their shareholding and supporting documents that being beneficial to the Board of Directors' consideration (if any) according to Clause 1 of the aforementioned criteria, to the Company at the given address below. In this regard, the said documents must be arrived at the Company by 14 March 2025.

Company Secretary Department (Submission of Proposal)

Tanachira Retail Corporation Public Company Limited

999/9 The Offices at Central World, Room OFMH 2807, 28th floor, Rama 1 Road, Pathumwan Sub-District,

Pathumwan District, Bangkok 10330

3. Criteria and Procedure to nominate qualified person(s) who being considered for the appointment of the directorship position

3.1 Qualifications and prohibited characteristics of the candidate(s) nominating for the appointment of the directorship position.

(1) Being fully qualified according to the Public Company Act, the Security and Exchange Act, any other relevant laws as well as policies in relation to the Company's good corporate governance.

(2) Being not prohibited according to the Notification of the Capital Market Supervisory Board No. TorJor. 19/2553 Re: Rules for Listing Names of Persons on Database of Directors and Executives of Securities Issuing Companies.

(3) Must be persons who have knowledge, capabilities, a duty of royalty, ethics in conducting business and having sufficient time to devote their knowledge and capabilities to perform their duties for the Company.

3.2 Procedure to consider the nomination of candidates for the appointment of the directorship position.

Shareholders, who are fully qualified according to Clause 3.1 in the aforementioned, can submit "Nomination of the Company's director Form" together with a brief profile of the said candidate to the Company. Shareholders can informally submit the documents to Company Secretary Department's email address at

companysecretary@tanachira.co.th, before submitting an original version of the said documents together with verification evidence of their shareholding according to the aforementioned Clause 1 and additional supporting documents (if any) that will be beneficial to the Board of Directors' consideration to the Company at the given address below. In this case, the said documents must be arrived at the Company by 14 March 2025.

Company Secretary Department (Nomination of the Directorship Position)

Tanachira Retail Corporation Public Company Limited

999/9 The Offices at Central World, Room OFMH 2807, 28th floor, Rama 1 Road, Pathumwan Sub-District,
Pathumwan District, Bangkok 1033024

3.3 In this regard, the Board of Directors will consider the qualifications of those whom nominated and propose to the Meeting for further consideration the appointment of the directorship position.

In addition, the Company shall indicate in the Invitation Letter that who is a person proposed by the shareholders among persons nominated to the Meeting for consideration of the appointment of the directorship position, as well as the Board of Directors' opinions.

However, in the case that the Board of Directors declines to propose candidates' names proposed by the shareholders to the Meeting for consideration of the appointment of the directorship position, the Company will notify the shareholders of the reasons for the refusal via the Company's website or other appropriate information dissemination channels for their acknowledgement.