



Criteria for Shareholders to Propose a Candidate for Director in Advance for the 2024 Annual General Meeting of the Shareholders

Thai Nippon Rubber Industry Public Company Limited

2 October 2023

Thai Nippon Rubber Industry Public Company Limited (the “**Company**” or “**TNR**”) has established the criteria for shareholders to propose a candidate to be nominated as the Company’s director in advance in order to assure the shareholders’ rights and equitable treatment to the shareholders under the Good Corporate Governance. Hereby, the criteria to propose a candidate for director at the 2024 Annual General Meeting of the Shareholders (the “**AGM**”) are described below.

1. Qualification of Shareholders

The shareholders who are eligible to propose a candidate for director must have the following qualifications:

- 1.1 Being the Company’s shareholders on both date of proposing a proposal and the Record Date of determining the right of shareholders to attend the AGM of that year;
- 1.2 Continuously holding not less than 5 percent of the total issued and paid up shares for a period of at least 12 months, being either one shareholder or shareholders.

2. Conditions for Considering Candidate for Director

The Board will consider the candidate who must possess the following qualifications:

- 2.1 Being qualified and not prohibited according to the Public Company Act, Securities and Exchange Act, regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, Capital Market Supervisory Board, Principles of Good Corporate Governance for Listed Company, and the Articles of Association;
- 2.2 Having knowledge, skills and experiences that benefit the Company’s business lines such as in investment, shipping, offshore service, law, accounting and finance; or being qualified in other areas that are beneficial to the Company’s business;
- 2.3 Not serving more than 5 board position in the listed companies in the Stock Exchange of Thailand (“**SET**”); and
- 2.4 Having excellent professional references with ethical behaviors.

3. Procedures for Proposing the Candidate for Director

- 3.1 Must be proposed by the shareholders who possess full qualifications as specified in Section 1;
- 3.2 Must submit the Form of Candidate for Director Proposal (“**Form B**”) together with required documents in Section 5;
- 3.3 Must submit Resume of the Candidate for Director (“**Form C**”) together with 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 candidate's written consent to the nomination; and
- The candidate's qualification documents, i.e. education and work experience; and any supporting documents which will be beneficial to the Board's consideration (if any).

3.4 All required documents must be submitted directly to the Company by **30 December 2023** at the following address:

Company Secretary and Investor Relations Department

Thai Nippon Rubber Industry Public Company Limited (Head Office)

No. 1 Charoen Rat Road Thung Wat Don Subdistrict, Sathorn District, Bangkok 10120 Thailand

Tel. +66 (0) 2210 8888 Ext. 5122 to 5123

The shareholders can unofficially submit the forms to the Company via email at ir@tnrcondom.com

4. Procedures for Considering the Candidate for Director

- 4.1 The Company Secretary reviews the shareholders' qualifications as specified in Section 1.
- 4.2 The Company Secretary reviews the correctness and completeness of the information in Form B, Form C, and the documents as required in Section 5.
- 4.3 If the qualifications of candidates do not possess any item specified in Section 2, the proposal will not be further proposed to the Nomination and Remuneration Committee ("NRC").
- 4.4 Procedures of the NRC consideration
- The **approved candidate** will be proposed to the Board for consideration.
 - The **disapproved candidate** will be informed to the Board of the reasons of refusal (if any).
- 4.5 Procedures of the Board Consideration
- The **approved candidate** will be proposed to the shareholders along with the NRC's and Board's opinions.
 - The **disapproved candidate**, the Company will inform the shareholders the reasons of the Board's refusal right after in the shareholders' meeting or through other suitable information channels. The determination of the Board judgement is final.

5. Required documents

5.1 Single shareholder

5.1.1 Individual Shareholder

- The completed duly signed of Form B and Form C;
- Shareholding evidence (copy of shares certificate or certified document from SET/TSD);
- Certified copy of identification card/ government official identification card or copy of passport (for foreigner only).



5.1.2 Juristic Person

- The completed duly signed of the Form B which has been certified by authorized directors of the company and affixed the company's seal (if any);
- The completed Form C which has been certified by the candidate together with candidate's written consent form to the nomination;
- The candidate's shareholding evidence (copy of shares certificate or certified document from SET/TSD);
- Copy of affidavit which has been certified by authorized directors of the company and affixed the company's seal (if any) as well as certified copies of identification cards/ government official identification cards or passports (for foreigner only) of such authorized directors.

5.2 Combined shareholders

5.2.1 Individual Shareholders

- Required documents as 5.1.1;
- Required a single proposal Form B which has been executed by all the shareholders who want to propose a candidate for director.

5.2.2 Juristic Persons

- Required documents as 5.1.2;
- Required a single proposal Form B which has been executed by the authorized directors of the company or the authorized persons of a juristic person of all the shareholders who want to propose a candidate for director.

Any questions or inquiries, please contact the Company Secretary Office via telephone number +66 (0) 2210 8888 Ext. 5122 to 5123 or email at ir@tnrcondom.com