

**Nominate candidate to be elected as directors  
for the 2022 Annual General Meeting of Shareholders  
CPL Group Public Company Limited**

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CPL Group Public Company Limited (“the Company”) is recognized and aware of the importance of the equitable treatment of all shareholders as an enhancement of the good corporate governance. Therefore, the Company would like to invite shareholders to propose agenda and nominate the qualified persons to be elected as the director or propose the question for the 2022 Annual General Meeting of Shareholders in advance. Proposal method and consideration procedure have been transparently defined and truly beneficial to the Company. The criteria are as follows:

**Criteria**

**1. The Qualifications of Shareholders**

1.1 Shareholders who wish to propose the agenda must possess qualifications according to the criteria as follows:

1.1.1 Being the shareholders of the Company which can be either individually or collectively in accordance with holding shares and having the rights to vote not less than 200,000 shares Value set at 1.00 baht per share or

1.1.2 Being the shareholders of the Company which can be either individually or collectively in accordance with holding shares and having the rights to vote not less than 50,000 shares Value set at 1.00 baht per share and must hold shares continuously for a period of not less than 12 months from the date of shareholding until the date of proposing the agenda.

1.2 Shareholders are required to enclose the required documents with the proposal as follow:

1.2.1 **The Evidence of Shareholding** i.e. certificate of shares held issued by Securities Companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd. Or Custodian.

1.2.2 **The Evidence of identity**

- Natural persons : A certified true copy of valid identification card / passport (in case of non-residents), If a shareholder has his/her title, a copy of evidence of those changes name or surname changed, must be enclosed and certified true copy.

- Juristic persons : A certified true copy of its company registration documents, valid identification card / passport (in case of non-residents) with certified signatures of the authorized signatories.

**2. Procedures for proposing the agenda**

2.1 Shareholders who have all the qualifications according to No. 1.1.1 or 1.1.2 fill in the “Form to Nominate candidate to be elected as directors (“Candidate Nomination Form”) and submit it with other supplementary documents as required by the Company From November 5, 2021 – January 15, 2022 to the following address;

Please Send to

Company Secretary Office. CPL Group Public Company Limited  
700 Moo 6 Sukhumvit Rd. Bangpoo - Mai, Muang, Samutprakarn, 10280  
(Form to Nominate candidate to be elected as directors  
for the 2022 Annual General Meeting of Shareholders)

2.2 In case where several shareholders would jointly propose the agenda. One shareholder's representative fills out the information in the agenda proposing form, together with shareholder's signature affixed therein. along with showing evidence of shareholding in accordance with No. 1.2. Other shareholders must fill out the information form in the specific agenda proposal form in the agenda proposing only item (1) completely and sign as evidence, and to collect evidence of shareholding of all shareholders in one set.

2.3 In case to nominate more than one person to be elected as directors, a form to nominate a person must be prepared 1 set per 1 name with completely documents/evidence attached.

2.4 The nominated person to be elected as a directors must sign Part 4 : Consent and Verification of Information of the Personal Nomination Form and certified true copies of relevant documents such as personal information, evidence of education qualifications or other important evidence (if any) for consideration.

### 3. Attribute / The Qualifications of Independent Directors

#### 3.1 Directors

- 3.1.1 Having such qualifications without any prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, the Good Corporate Governance of the Company and other relevant Act.
- 3.1.2 Having knowledge, skill, expertise, ability, variety of skills and working experiences and can be capable of devoting sufficient time to the Company which considered regardless of gender, race, religion, age, and other specific abilities.
- 3.1.3 Capable of providing leadership and able to efficiently and effectively monitor the business conduct of the Company's executives.
- 3.1.4 Not serve as a director of more than 5 companies listed on the Stock Exchange of Thailand, including the Company

#### 3.2 Independent Directors Beside the director qualifications stipulated in No. 3.1, independent director must also possess all of the following qualifications:

- 3.2.1 Hold shares not exceeding 0.5 percent of the total number of shares with voting rights of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, including shares held by related persons of such independent director.
- 3.2.2 Neither be nor used to be an executive director, employee, advisor who receives salary, or controlling person of the Company unless the foregoing status has ended not less than two years prior to taking the independent directorship.
- 3.2.3 Not be a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, to other executives, major shareholders, controlling persons, or any person to be nominated as executive or controlling person of the Company or its subsidiary company.
- 3.2.4 Neither have nor used to have a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in a manner which may interfere with his/her independent judgment, and neither be nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to taking the independent directorship.

The term 'business relationship' under the first paragraph shall include any normal business transaction; rental or lease of immovable property; transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans; guarantees; providing assets as collateral; and any other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or Baht 20 million or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board. The consideration of such indebtedness shall include indebtedness incurred during the period of one year prior to the date on which the business relationship with the person commences.
- 3.2.5 Neither be nor used to be an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to taking the independent directorship.
- 3.2.6 Neither be nor used to be a provider of any professional services, including those as a legal advisor or financial advisor who receives service fees exceeding Baht 2 million per year from the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not be a significant shareholder, controlling person, or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to taking the independent directorship.
- 3.2.7 Not be a director appointed as a representative of a director of the Company, major shareholder or shareholder who is related to a major shareholder.
- 3.2.8 Not undertake any business of the same nature and in competition with the business of the Company or subsidiary company and not be a significant partner in a partnership or be an executive director, employee, advisor who receives a salary or holds shares exceeding one percent of the total number of

shares with voting rights of another company which undertakes business of the same nature and in competition with the business of the Company or its subsidiary company.

- 3.2.9 Not have any other characteristics which cause the inability to express independent opinions on the Company Operations

#### **4. Proceedings**

- 4.1 The Company Secretary will initially gather and review the proposals prior to proposing them to the Board of Directors for consideration by taking the Board's resolution. Is the end.
- 4.2 The Company reserves the right to refuse to include the following candidate in the elected as directors:
- 4.2.1 A person nominated by a shareholder who does not meet the criteria set out in No. 1 and/or fails to perform the procedures set out in No. 2 above.
- 4.2.2 Individuals do not meet the qualifications stipulated in No.3
- 4.3 The director candidate approved by the Board of Directors will be included in the AGM Agenda. For the director candidate who is disapproved by the Board of Directors, the Company will inform the shareholders thereof in the Shareholder's meeting.