

Thai Film Industries Public Company Limited
Procedure of Granting Shareholder Rights to Propose Agenda and
Candidates to be considered for election As Company Directors at AGM 2022

Objective

Thai Film Industries Public Company Limited (the Company) has recognized the equal rights of shareholders under Good Corporate Governance. Therefore, shareholders are provided opportunity to propose agenda and candidates to be considered for election as the Company Directors in advance in order to show the equitable and fairness treatment of all shareholders. In addition, for clarity and transparency of the procedures and methods for consideration, the Company has set up the criteria to allow the shareholders to propose agenda and candidates to be considered for election as the Company Directors in advance. By this mean, it will ensure that the agenda will be delicately selected and truly beneficial to the Company and the qualified Candidate will be selected and able to perform his or her duties effectively to attain the highest benefits of the Company and the stakeholders and also to affirm the conformity to the Good Corporate Governance.

Shareholder Qualifications

Eligible shareholders to propose agenda and/or candidates to be considered for election as the Company Directors must have qualifications as follows:

1. One or many shareholders holding altogether not less than 5% of the total eligible the Company shares.
2. Must hold the shares continuously not less than 12 months up to the date of proposing agenda and/or candidates to be considered for election as the Company Directors.
3. Must hold those shares as stipulated in 1. on the date on which the Agenda or the Candidate is being proposed.
4. Must hold those shares as stipulated in 1. on the Record Date in order to determine the right of the shareholders to attend the AGM of that year.

Please note that, if, after the Company having checked the name of the shareholder(s) on Record Date (as stipulated in 4.) and it appears that such shareholder(s) in 1. does not hold the shares as stipulated in 1. The Company reserves the right not to propose the agenda or the Candidate to the AGM for consideration even though the same has been included in the notice of the AGM.

Proposal for AGM Agenda

1. Consideration Process

The complete eligible shareholders as described herewith can propose AGM agenda by proceeding as follows:

- 1.1 Fill completely and duly sign in Agenda Proposal for AGM 2022 (Form A). In case of proposal made by more than one shareholder, everyone should fill in Form A individually, 1 agenda each. Then sign and bind altogether as a set and provide an assigned liaison with the Company.
- 1.2 Prepare documents to be forwarded to the Company together with Form A for each agenda as follows:
 - A. Shareholding evidence such as share certificate from broker or other evidence from Stock Exchange of Thailand or Thailand Securities Depository Co, Ltd. or certified copy of share certificate.
 - B. Proof of Shareholder Identity.

Regular Person

- Duly signed certified true and correct copy of shareholder's personal ID card or civil servant card or driving license or passport or valid alien permit.

Juristic Person

- Certified true and correct copy of juristic registration certificate issued not over 1 month duly signed by authorized persons and sealed (if any).
- Duly signed certified true and correct copies of the authorized persons' ID cards or civil servant cards or driving licenses or passports or valid alien permits.

2. Disallowed Issues for Agenda.

- 2.1 Any issues proposed by unqualified shareholders or providing incomplete, insufficient information or come beyond the deadline.
- 2.2 Any matters disregarding the Company's regular business, and suspicious incidents without any proof.
- 2.3 Issues beyond the Company's power to proceed as required.
- 2.4 Issues used to be proposed for consideration within the past 12 months and they had been supported less than 10% of the total Company's shares

except the new proposal have significant informative change from the previous one.

- 2.5 Issues against laws, announcements and regulations of government organizations or Company's regulator or are not in line with the Company's objectives, Articles of Association, shareholders' resolutions and the Company's Good Corporate Governance.
- 2.6 Issues that have already been taken by the Company.
- 2.7 Any other cases announced by Securities and Exchange Commission.

3. Consideration

- 3.1 The Company Secretary will initially review the proposal for the Board. In case the information provided is incomplete or incorrect, the Corporate Secretary will notify the shareholders to correct. If the information provided is complete or correct shall be gathering and proposed to the Company's Board of Directors for consideration of their appropriateness. The decision of the Company's Board of Directors will be treated as final.
- 3.2 Agenda that agreed by the Company's Board of Directors will be included in AGM 2021 invitation together with its opinion.
- 3.3 Issues that disagreed by the Company's Board of Directors, the Company will inform Board's resolution and promptly inform the shareholders of the same with the reason of the Board's refusal through the SET's channel after the Board meeting or the working day and will be shown in AGM 2022 agenda for information.

Proposal for Candidates to be considered for election as Company Director

1. Consideration Process

The complete eligible shareholders as described herewith can propose candidates to be considered for election as the Company Director by proceeding as follows:

- 1.1 Fill completely and duly sign in Proposal for Candidate to be considered for Election as Company Directors (Form B). In case of proposal made by more than one shareholder, everyone should fill in Form B individually, 1 candidate each. Then sign and bind altogether as a set and provide an assigned liaison with the Company.
- 1.2 Fill completely and duly sign in Data of Candidate to be considered for election as the Company Director (Form C), and attach documents for qualification consideration such as education, working experience, copy of personal ID and housing registration or copy of passport (in case of foreigner). The Candidate should duly sign for agreement in Form C.

1.3 Prepare documents to be forwarded to the Company together with Form B and Form C for each candidate as follows:

- A. Shareholding evidence such as share certificate from broker or other evidence from Stock Exchange of Thailand or Thailand Securities Depository Co, Ltd. or certified copy of share certificate.
- B. Proof of Shareholder Identity

Regular Person

- Duly signed certified true and correct copy of shareholder's personal ID card or civil servant card or driving license or passport or valid alien permit.

Juristic Person

- Certified true and correct copy of juristic registration certificate issued not over 1 month duly signed by authorized persons and sealed (if any).
- Duly signed certified true and correct copies of the authorized persons' ID cards or civil servant cards or driving licenses or passport or valid alien permits.

2. Qualifications of the Company Directors, Independent Directors

- A. Not restricted by the concerned laws and regulations.
- B. Have knowledge, competencies, and variety of skills and working experiences that will benefit the Company's business.
- C. Have leadership, vision, ethic and independence in decision making for the best benefit to the Company and its shareholders as a whole. Will utilize their knowledge, competencies and experiences to benefit the Company's business and have real interests in the Company business.

3. Consideration

3.1 The Company Secretary will initially review the proposal for the Board. In case the information provided is incomplete or incorrect, the Corporate Secretary will notify the shareholders to correct. If the information provided is complete or correct shall be gathering and proposed to the Nominating Committee and the Board. The Nominating Committee will consider the qualifications of the Candidate, pursuant to the Duties and Responsibilities of the Nominating Committee, and propose the same to Board for consideration unless considered otherwise. The decision of the Company's Board of Directors will be treated as final.

3.2 Candidates that agreed by the Company's Board of Directors will be listed in agenda and invitation letter for AGM 2022 together with its opinion.

3.3 Candidates that disagreed by the Nominating Committee and Company's Board of Directors, the Company will promptly inform the shareholders of the same with the reason of the Board's refusal through the SET's channel after the Board meeting or the working day and will be shown in AGM 2022 agenda for information.

Channel for Submitting Shareholders' Proposals

Shareholders can forward their proposals as follows:

1. Sending all documents and supportive evidences which have been duly signed for consideration of the Company's Board of Directors, via registered mail addressed to:

Miss. Thiparat Pongnares (Agenda Proposal and/or Proposal for Candidates to be considered for Election as Company Directors for AGM 2022)
Thai Film Industries Public Company Limited
73/3 M.4 Debaratana (Bangna-Trad) Road, K.M.13
Bangchaloang, Bangplee Samutprakarn, 10540

2. If there is any doubt, please contact by Telephone :

Miss Thiparat Pongnares Company Secretary

No: 02-3169558 extension 240 or E-mail: thiparat@thaifilmind.com

Proposal Submission Period

From October 1, 2021 to December 31, 2021. The received date at the Company will be judged.