

**Criteria for shareholders to propose agenda and to nominate director for the  
Annual General Meeting of Shareholders for the year 2025**

Thai Reinsurance Public Company Limited (“the Company”) has operated its business by adhering to the principles of good corporate governance. The Company recognizes the importance of equal treatment to shareholders and therefore would like to invite the shareholders to propose the important matters to be the agenda in the Annual General Meeting of Shareholders (AGM) and/or qualified candidate for director election in advance. The Company’s directors shall duly consider the proposed matter in due course.

**1. Submission Period**

Shareholders can propose the agenda and/or qualified candidate for director election in advance from 18 September 2024-31 December 2024.

**2. Qualification of Shareholders**

Either single shareholder or a group of shareholders of the Company who hold a minimum of 210,750,000 shares or 5% of total number of voting rights on the date of proposing agenda and/or candidates for director election is entitled to submit the proposal.

**3. Proposal of the agenda**

The Company reserves the right not to include the following matters in the AGM agenda.

- 3.1 The proposed shareholders are not qualified.
- 3.2 The proposed matter concerns the Company’s normal business unless there is indication of irregularity.
- 3.3 The proposed matter is beyond the authority of the Company.
- 3.4 The proposed matter that the shareholders was proposed to the shareholders’ meeting during the past 12 months and was supported by less than 10% of total voting shares and there is no significant change in such matter.
- 3.5 The proposed matter is beneficial to specific person or group.
- 3.6 The proposed matter is under the Board of Directors’s authority unless such matter shall cause the significant damage to shareholders.
- 3.7 After the proposed matter is considered by the Board of Directors and deemed that it is not appropriate to include in the agenda. The Company shall keep the shareholders informed via the Company’s website.

**4. Director’s Nomination**

The qualifications of the nominated candidate for director position shall be as follows:

4.1 Possessing knowledge proficiency and having the qualifications according to the related laws and regulations of The Office of the Securities and Exchange Commission, The Stock Exchange of Thailand, The Non-Life Insurance Act B.E.2535, The Public Company Limited Act B.E.2535, The Securities and Exchange Act B.E.2535 and the Company's Articles of Association. To propose the independent director, the candidate's qualifications must comply with the criteria of Company's independent director.

4.2 Giving the consent for being nominated as the Company's director.

## **5. Proposing Process**

5.1 Completely fill and sign in the Agenda / Director Nomination Proposal Form and enclosed the required documents as indicated in clause 6.

5.2 In case that a group of shareholders proposed the agenda/candidate, all shareholders in the group must complete and sign in the form and enclose the required documents as indicated in clause 6 and send altogether to the Company.

5.3 The completed form can be submitted unofficially to the Company Secretary via facsimile no.02-660-6100 or email [corpsecretary@thaire.co.th](mailto:corpsecretary@thaire.co.th)

5.4 Send the completed original form and supporting documents to the following address:

Company Secretary  
Thai Reinsurance PLC.  
100/3-4, Sathorn Nakorn Tower, 3rd – 4th Floor,  
North Sathorn Road, Silom, Bang Rak,  
Bangkok 10500

## **6. Required supporting documents**

- (1) shareholding evidence such as copy of certificate of shares issued by the securities companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Company Limited
- (2) the evidence of every shareholders who have unified the proposal and certify true copy

**Individual Shareholder**

- a copy of identification card or government officer identification card or driver license or passport  
(for foreigner)

**Juristic Shareholder**

- a copy of the corporate affidavit issued not more than 6 months
  - a copy of identification card or government officer identification card or driver license or passport  
(for foreigner) who sign the form on behalf of the company with the company's seal (if any)
- (3) a copy of change of name certificate in case that the shareholder changes the name or family name
- (4) letter of consent of the nominated candidate and related documents including educational evidence, training and working experience

**7. Consideration and approval the proposal**

The proposal shall be considered by the Board of Directors and their resolutions shall be final. If the proposal is not included as suggested, the Company will inform the shareholders including the reason via the Company's website.

**Agenda / Director Nomination Proposal Form**  
**For Annual General Meeting of Shareholders No.32**

(to be held in April 2025)

Date.....

1. I/We (Mr./Mrs./Ms.).....  
Address.....  
Mobile No..... email .....

Shareholder of Thai Reinsurance Public Company Limited  
No. of shares holding .....shares

2. I/We (Mr./Mrs./Ms.).....  
Address.....  
Mobile No..... email .....

Shareholder of Thai Reinsurance Public Company Limited  
No. of shares holding .....shares

would like to propose in advance the agenda and/or qualified candidate for director election and attached herewith the supporting documents as required by the Company as follows:

- (1) shareholding evidence such as copy of certificate of shares issued by the securities companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Company Limited
- (2) the evidence of every shareholders who have unified the proposal and certify true copy.

Individual Shareholder

- a copy of identification card or government officer identification card or driver license or passport (for foreigner)

Juristic Shareholder

- a copy of the corporate affidavit issued not more than 6 months
- a copy of identification card or government officer identification card or driver license or passport (for foreigner) who sign the form on behalf of the company with the company's seal (if any)

- (3) a copy of change of name certificate in case that the shareholder changes the name or family name

(4) letter of consent of the nominated candidate and related documents including educational evidence, training and working experience

**Proposed agenda are as follows:**

**1. Agenda**

(1) Please specify agenda: .....

Reasons of the proposed agenda:

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(2) Please specify agenda: .....

Reasons of the proposed agenda:

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**2. Proposed Candidate for Director Nomination**

I/We would like to nominate the following candidate(s) for the Company's consideration as follows:

-Please provide details of the proposed candidate for director nomination

Mr./Mrs./Ms.....Age..... Nationality.....  
Education.....  
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-Training background with Thai Institute of Directors

No  Yes (please specify the training course)

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-Shareholding in Thai Reinsurance Public Company Limited

No  Yes (no. of shares.....)

-Current Position.....

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-Working experience (past 5 years).....

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-Other information (if any).....

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I/We certify that the information disclosed in this document, shareholding evidence, letter of consent and supporting documents are true and correct.

.....shareholder

(.....)

Date.....

.....shareholder

(.....)

Date.....

**Letter of Consent**

I (Mr./Mrs/Ms).....who is nominated for director election, agrees to give the consent to be a candidate for the Company's director election and certify that my qualification fulfill with the related laws and regulations and also confirm that the disclosed information and all supporting documents are true and correct.

.....candidate

(.....)

Date.....