



AESTHETIC CONNECT PUBLIC COMPANY LIMITED
บริษัท เอสเทติก คอนเนค จำกัด (มหาชน)

Criteria for Shareholders to propose Agenda and Director Nomination for 2024 Annual General Meeting of Shareholders (AGM)

1. Objectives

To comply with the Company's policy of treating each of shareholders equally and fairly according to good corporate governance, the Company, thus, provides to shareholders the opportunity to propose the addition agenda in the 2024 for the Company's Annual General of Shareholders Meeting and nominate a qualified person to be director in advance. Under the criteria and conditions of the company.

2. Qualification of Shareholders

The shareholder who would like to propose the agenda or director nominee must have shares of not less than five percent of the total voting shares of the Company as of the date of proposing and must be shareholder(s) of the Company holding shares as mentioned constantly of not less than one year and remaining the holding such shares at the date proposed until the date of the Annual General Meeting.

3. Criteria and procedures for the proposal

3.1 Proposal of the Agenda

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

- (1) The proposed matter violates the law, rules, regulations of government agencies or other governing agencies or do not comply with the objectives, articles of association, the shareholders' resolutions, the good corporate governance or code of conduct of the Company.
- (2) The proposed matter is beneficial for a specific person or groups or unbeneficial for the Company's business operation.
- (3) The proposed matter is beyond the authority of the Company to act.
- (4) The matter that the Company has already operated or has begun to operated.
- (5) The proposed matter is relevant to the operation of the Company and shareholders did not indicate any reasonable suspicion about the irregularity of such matter.
- (6) The proposed matter is within the scope of authority of the Board of Directors unless it causes a significant effect on the Company and/or the shareholders in general.



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- (7) The proposed matter that the shareholders has already been proposed to the shareholders' meeting during the previous 12 months and was casted by the votes of less than 10 percent of total voting shares, provided that the facts of the matter shall have not been changed significantly.
- (8) Matter which the information and evidence provided by shareholders is incomplete or incorrect or the supporting documents are ambiguous or contains an incorrect information.
- (9) The proposed matter that the Board of Directors consider that it is unnecessary to include as an item on the agenda, provided that the Board of Director shall have reasonable grounds and shall be able to clarify to the shareholders for their understanding.
- (10) The matter that is normally required by law to be considered at the shareholders' meeting and the company has set them as agenda in every meeting.
- (11) The matter is proposed by the shareholder who is not qualified and is not complied with the Company's criteria, or a shareholder does not comply with the rules of the Company in such matters.

Condition and procedure for the consideration

- (1) The shareholder must provide the proposal of the agenda to the Board of Directors by submitting.
 - Form for Proposed Agenda in the 2024 Annual General Shareholders' Meeting. (Downloaded from the Company's website: <https://teerapornclinic.com>) with complete the Form.
 - Supporting documents as required in No.5 Shareholder shall arrange to have a letter proposed matters to be included in the agenda's meeting and submit Form for Proposed Agenda in the 2024 Annual General Shareholders' Meeting and accurate verification identity documents by explicitly specifying that such matter is for acknowledgment, for consideration, or for approval with a summary of the brief important details and attach with supporting documents. In the case of more than one agenda items are proposed, shareholder shall provide all details in such form of proposal matters as the agenda items of the meeting.
- In the case of the agenda items proposed by accumulative shares by many of shareholders, all of such shareholders shall complete their information and affix their signature as the evidence then gather all of those forms together submitted into one set.



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- (2) The Secretary of the Board of Directors will initially review the proposal and will pass to the Board of Directors' Meeting in February 2024.
- (3) The Board of Directors will consider the suitability of the agenda. If the proposal approved by the Board of Directors will be included in the invitation to the 2024 Annual General Shareholders Meeting. For the proposal disapprove by the Board of Directors, the Company will inform the shareholders with the reason and give the clarification in the Invitation to the Annual General Meeting of shareholders. The results of the Board's consideration are final.

3.2 The Nomination of the Director

Persons nominated as directors must have the following qualifications:

- (1) Shall not have the prohibited characteristics as specified by law on Public Limited Company, Securities and Exchange or other relevant acts including notification of the Office of the Securities and Exchange Commission, the Capital Market Supervisory Board, the Securities Exchange of Thailand or other relevant notifications and the Articles of Association of the Company.
- (2) Possess work experience that is beneficial to the Company's business operation, knowledge, ability, and experience appropriated for the Company's management.

Conditions and procedures for the consideration:

- (1) The shareholder must provide the document of nominating person to be director to the Board of Directors by submitting:
 - Form for Nomination of Person to be Director of the 2024 Annual General Shareholders' Meeting
 - Letter of consent to be nominated and qualified as a director of the nominated person.The shareholder and the nominee can download Form from the Company's website: <https://teerapornclinic.com> ,must fill with complete the Form and affix names in a same page.
 - Supporting documents of the shareholder and the nominated person which identified in No.5In the case of the agenda items proposed by accumulative shares by many of shareholders, all of such shareholders shall complete their information and affix their signatures as the evidence then gather all of those forms together submitted in one set.



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- (2) An eligible person nominated as the director shall complete the information in the “Letter of consent to be nominated and qualified as a director of the nominated person” and affix their signatures as the confirmation to be nominated as a Company’s director and the approval of accuracy and completeness of the information given, as well as to give the consent to the Company to disclose of such information or documents.
- (3) The Company Secretary shall be responsible to collect and propose to the Nomination and Remuneration Committee before proposing to the Board of Directors for the further consideration.
- (4) The Nomination and Remuneration Committee shall be responsible for the nominated persons’ qualification determination, using the same criteria as applied to other nominated persons for the consideration by the Board of Directors’ consideration before further propose to the Shareholder’s Meeting’s, unless the Nomination and Remuneration Committee considers otherwise.
- (5) The person who is approved by the Board of Directors shall be listed as the nominated person as the directors in the shareholders' meeting which shall be included in the agenda of the Annual General Meeting’s notice that he/she is an eligible persons nominated by the shareholders together with the Board of Directors’ opinion. For the person who is disapproved by the Board of Directors, the Board of Directors will inform the disapproval to the shareholder who proposed after the Board of Directors’ Meeting, and give the clarification through the Company’s website: <https://teerapornclinic.com> as well as inform to the shareholder’s meeting. The results of the Board's consideration are final.

4. Submission of Proposals

A shareholder can submit the Form of the proposal matters as the 2024 Annual General Meeting of Shareholders’ agenda items and the relevant documents to the Company’s Secretary at the address provided hereinafter from now to 18 February 2024. The Company shall consider the postal stamp in front of the envelope no later than the date 18 February 2024.



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Sent to Company's Secretary
Aesthetic Connect Public Company limited,
No 2, Charoennakorn Road, Klongsan Subdistrict, Klongsan Bangkok, 10600
Or unofficially send the proposal via the email: daranee.d@teerapornclinic.com prior to the submission of the original with the relevant documents.

5. Document and Evidence for Consideration

5.1 Identity Verification Documents

A shareholder shall provide the following evidence and affix the signature to certify true copy by the shareholder or the authorized directors of such entity (as the case may be).

- (1) The evidence of the shares held, i.e. Certification from a securities company or Thailand Securities Depository Co., Ltd., or share certificate certified true copy.
- (2) The evidence of shareholder's identity.

Natural Person: a certified true copy of an identification card or government officer identification card or driving license or passport or alien identification card (in the case of a foreign shareholder) which are not expired. In the case that the shareholder changes the title, first name, last name, a copy of evidence of such change must be attached.

Juristic Person: A copy of the juristic person's certificate, not older than 3 months of issuance, certified by an authorized person of such entity, together with certified true copies of the authorized director's identification card or the government officer identification card or passport or alien identification card, which are not expired and certified by Notary Public in the case of the foreign juristic person registered abroad.

- 5.2 Letter of consent to be nominated as a director of the Company, personal profile, educational background, work experience and other documents that are useful for determining qualifications.