

**Criteria for the shareholders to propose meeting agenda or to propose director candidate
for the 2024 ordinary shareholders meeting.**

Objective

In order to foster the good corporate governance and the fair and equitable treatment of all shareholders, IT CITY Public Company Limited (the “**company**”) has given the opportunity to all shareholders to propose matter to be included as an agenda and nominate candidate to be elected as director at the 2024 Annual General Meeting of Shareholders in advance, with reference to the criteria as described below.

Qualification of the Shareholder

The shareholder or group of shareholders, who wishes to proposed any issue as an agenda or proposed director candidate for shareholders meeting must have at least 0.1% of the company’s paid-up shares and has continuous holding period until the agenda proposal date of at least 12 months.

Procedures to propose meeting agenda or ot propose director candidate item

1. The shareholder who fulfills criteria no.1 can propose issue to be agenda in shareholders meeting by filling out the form “2024 Ordinary Shareholders Meeting Agenda Proposal Form” (Form A) or propose director candidate by filling out the form “2024 Ordinary Shareholders Meeting Director Candidate Proposal Form” (Form B) and attach complete evidence of shareholdings, which includes certificate form securities broker or other evidence from Thailand Securities Depository Company Limited or the Stock Exchange of Thailand send to the company within December 31, 2023. The shareholders can informally submit proposing agenda or proposing director candidate via Company Secretary email at companysec@itcity.co.th or company’s website at www.itcity.co.th from December 1, 2023 until December 31, 2023 before send the original to the company in address below:

**Company Secretary
IT CITY Public Company Limited
P.O. Box 62 Pratunam Post Office Bangkok 10409
Tel. 0-2656-5030 – 39 ext. 1318, 1427**

In case of a group of shareholders proposing meeting agenda or proposing director candidate, every shareholder must fill out “Form A” or “Form B” with signature and submit to the company together.

2. In case one or more than shareholders propose more than one agenda or more than one director candidate, the shareholder must fill the form of “2024 Ordinary Shareholders Meeting Agenda Proposal Form”, one form per one agenda or “2024 Ordinary Shareholders Meeting Director Candidate Proposal Form”, one form per one candidate.

Qualifications of Directors

1. Possessing all of the required qualifications and not having prohibited characteristics of a director according to the laws relating to the public limited companies, the securities and stock exchange, and other laws relevant to the good corporate governance of the Company.
2. Are knowledgeable, capable and possess a variety of skills and working experiences that are beneficial for the Company.
3. Having an interest in the Company’s business with dedication of time to perform the duty.

The Board of Directors reserve the Company’s right not place the following proposals on the agenda

1. The proposal that violates to the law, rules, regulations of government agencies or other governing agencies or and not complied with the objective, the article of association, the shareholders’ resolution, the good corporate governance of the company.
2. The proposal that is beneficial for specific person or group.
3. The proposal that is the power and authority of the company unless it causes the significant affect on the shareholder in general.
4. The proposal that the company has already operated.
5. The proposal that is beyond the control of the company.
6. The proposal that the shareholders already proposed in shareholders’ meeting within the past 12 months and were supported by less than 10% of total voting shares, provided that the facts of said matter have not yet changed significantly.
7. The proposal that the information shareholders provided is incomplete or incorrect.
8. The proposal that the shareholders who does not fulfill criteria, does not provide adequate documents, or does not propose the agenda during the proposal period.

Consideration Procedure

1. The company’s secretary will consider the proposal before proposing to the board of directors.
2. The proposal approved by the Board along with the Board opinion will be included in the Agenda of the AGM notice, For the proposal disapproved by the board, the company will inform the shareholders with the reason of the Board’s refusal through the SET’s channel. Such information will posed in the Company’s website.

Company Secretary

Tel. 0-2656-5030 – 39 ext. 1318, 1427

2024 Ordinary Shareholders Meeting Agenda Proposal Form
IT CITY Public Company Limited

Part A Shareholders' information

Name (Mr./Mrs./Miss).....Surname.....
Address.....
.....
Home/Office Phone.....Mobile Phone.....
E-mail Address.....Numbers of Shares Holding.....shares
Period of Share Holding.....months

Part B Proposed agenda

Please specify agenda, supporting details and reason, and purpose of the proposed agenda (for approval or for consideration or for acknowledgment)

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I certify that all information written in this Form, the evidence of shares' held and other supporting documents are correct and affix the name as evidence below.

Signed Shareholder
(.....)
Date.....

2024 Ordinary Shareholders Meeting Director Candidate Proposal Form
IT CITY Public Company Limited

Part A Shareholder's information

Name (Mr./Mrs./Miss).....Surname.....
Address.....
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Home/Office Phone.....Mobile Phone.....
E-mail Address.....Numbers of Shares Holding.....shares
Period of Share Holding.....months

Part B Information for consideration

Please specify supporting details and reasons, to propose candidates for directorship

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- (1) I would like to nominate (Mr./Mrs./Miss).....age.....
as a qualified candidate who possesses all qualifications as stated in criteria indicating qualifications of Directors to be appointed as the Company's director. Such people has made his/her consent and certifies that all documents submitted herewith, personal profile, resume and other supporting documents as such, are true and authentic.
- (2) I, (Mr./Mrs./Miss)....., certify that the information provided above is complete and true, and the evidence of shares held and other supporting documents submitted herewith are authentic.

Signed Shareholder
(.....)
Date.....

- (3) I, (Mr./Mrs./Miss)....., who has been nominated as a candidate for director the Company, hereby consent and certify that the information disclosed and documents submitted herewith are true and authentic.

Signed Candidate
(.....)
Date.....

Remark :

1. The shareholder must enclose the evidence of shareholding, i.e. certificate issued by securities company or any other evidences issued by the Stock Exchange of Thailand (SET). For a juristic shareholder, a photocopy of the juristic entity's Affidavit and a certified true and correct photocopy of valid identification card or passport (in case of a foreigner) of authorized person(s) of that juristic entity shall be attached.
2. In case of a group of shareholders proposing meeting agenda or proposing director candidate, every shareholder must fill out "Form A" or "Form B" with signature and submit to the company together.
3. In case the shareholders change their title, name, or surname, a certified true and correct photocopy of evidence of the change shall be enclosed.
4. A shareholder who provides incomplete or incorrect information, or is unable to be contacted or unqualified shall not be entitled to propose the Agenda.
5. The shareholders may informally submit "Form A" or "Form B" to the company secretary email at companysec@itcity.co.th or Company's website at www.itcity.co.th before submitting the original within December 31, 2023 (at the company's address according to criteria)