

Criteria for Minority Shareholders to Proposing AGM Agenda and Nominating Director

CRITERIA FOR PROPOSING AGENDA IN ADVANCE.

(FROM 30 SEPTEMBER 2022 TO 30 DECEMBER 2022)

Criteria for minority shareholders to propose agenda in advance for the Annual General Meeting of Shareholders of GMM Grammy Public Company Limited.

1. OBJECTIVE

GMM Grammy Public Company Limited recognizes the importance of equitable and fair treatment to shareholders which is set forth in the good corporate governance principles. The Company, therefore, set up the criteria to allow shareholders to propose the meeting agenda for the Annual General Meeting of Shareholders (AGM) in advance.

2. QUALIFICATION OF SHAREHOLDERS TO PROPOSE THE AGENDA

The shareholders must be individual shareholder/group of shareholders holding not less than 5% of the Company's issued shares of 819,949,729 shares. (or equal to 40,997,486 shares).

3. PROPOSAL OF THE AGENDA

Generally, the proposals that will not be placed on the agenda are as prescribed below:

1. The matter that violates the law, announcements, rules and regulations of government agencies or other governing agencies or do not comply with the objectives, the articles of association, the shareholders' resolution, the good corporate governance or the business ethics of the Company.
2. The matter that is under the power and authority of the Board of Directors of the Company, unless it has significant impact on the shareholders in general.
3. The matter that is beyond the Company's power to handle the proposed result.
4. The matter that was submitted to the shareholders' meeting for its consideration within the past 2 years and received the supporting votes of less than 10% of the total number of voting rights of the Company, unless the fact pertaining in resubmission has significantly changed from that of the previous shareholders' meeting.
5. The matter that is not beneficial to the Company's business operation.
6. The matter that is beneficial to any particular individual or group.
7. The matter that the Company has already implemented.

8. The matter that is considered by the Board of Directors of the Company that it does not indicate any reasonable ground to be placed on the agenda, and the reason for refusal can be appropriately explained to the shareholders.
9. The matter that is proposed by the shareholder whose qualification is not comply with those specified in section 2.
10. The proposal that information provided is incomplete or incorrect; or proposed by those shareholders who cannot be contacted.
11. The matter that is proposed to the Company after the due date.

4. PROCESS TO CONSIDER THE SHAREHOLDERS' PROPOSAL

1. Shareholders who is qualified can download the Form for Proposing Agenda in Advance via the Company's website at <https://grammy.listedcompany.com/misc/ShareholderMTG/agm2023/20220923-grammy-agm2023-proposingagenda-en.pdf> and submit the complete form and support documents to the following mailing address:
Office of Corporate Secretary
GMM Grammy Public Company Limited
41st Floor, GMM Grammy Place, No.50
Sukhumvit Road 21 (Asoke), Klongtuaynua, Wattana District Bangkok 10110
2. All documents must be delivered to the Company within the specified period. The postage stamp date is considered as the criteria.
3. Support Documents
 1. The evidence of shares held for each case as follows:
In case of a single shareholder proposes the agenda in advance
For a natural person :
Shareholder must enclose the certificate of shares held from securities company or any other certificates from the Stock Exchange of Thailand (SET) and a certified true copy of identification card or passport (in case of foreigner).
For a juristic person :
Shareholder must enclose certified true copies of juristic person certificate and identification cards or passports (in case of being a foreigner) of authorized directors who sign on the Form.

In case of many shareholders unified to propose the agenda

The first shareholder must completely fill in the Form in parts (1) and (2) and affix the name as evidence. The rest shareholders must fill in the Form only part (1) and affix their names as evidence separately, then gather each of the Forms together into one set and deliver to the Company address.

2. Additional information or support documents (if any)

4. In case the information or documents are incorrect or incomplete, the Office of Corporate Secretary will notify the shareholders within 7 working days after the date of delivered. If the shareholders fail to correct and submit the proposal to the Company within the due date noticed to the shareholders, the Office of Corporate Secretary reserves the rights not to submit the shareholders' proposal to the Board of Directors for consideration.
5. The proposal approved by the Board of Directors will be included in the agenda of the notice of the Annual General Meeting of Shareholders, along with the Board's opinion.
6. The proposal declined by the Board of Directors will be notified to the shareholders via the Stock Exchange of Thailand online system and the Company's website : www.gmmgrammy.com, under the title "Investor Relations", and will also be informed at the Annual General Meeting of Shareholders.

CRITERIA FOR PROPOSING QUALIFIED CANDIDATES TO BE THE COMPANY'S DIRECTOR

(FROM 30 SEPTEMBER 2022 TO 30 DECEMBER 2022)

Criteria for minority shareholders to propose director candidate in advance for the Annual General Meeting of Shareholders of GMM Grammy Public Company Limited.

1. OBJECTIVE

GMM Grammy Public Company Limited recognizes the importance of equitable and fair treatment to shareholders which is set forth in the good corporate governance principles. The Company, therefore, set up the criteria to allow shareholders to propose director candidate for the Annual General Meeting of Shareholders (AGM) in advance.

2. QUALIFICATION OF SHAREHOLDERS TO PROPOSE DIRECTOR CANDIDATE

The shareholders must be individual shareholder/group of shareholders holding not less than 5% of the Company's issued shares of 819,949,729 shares. (or equal to 40,997,486 shares).

3. NOMINATION OF DIRECTORS

The candidates for director nominees should possess the following qualifications:

1. Having the qualifications according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company.
2. Being knowledgeable, capable to perform director's duties with acceptable working background.
3. Not being a person who is removed from directorship, manager, employee, or authorized person of the organization.
4. Having strong interest on the Company's business, being able to dedicate oneself to perform the duties and not performing any action in a way that would affect the interest or benefit of the Company or in a way that would be beneficial to particular individual or entity for oneself or other persons' benefits.

4. PROCESS TO CONSIDER SHAREHOLDERS' PROPOSAL

1. Shareholders who is qualified can download the Form for Proposing Director Candidate in Advance via the Company's website at <https://grammy.listedcompany.com/misc/ShareholderMTG/agm2023/20220923-grammy-agm2023-proposingdirector-en.pdf> and submit the complete form and support documents to the

following mailing address:

Office of Corporate Secretary

GMM Grammy Public Company Limited

41st Floor, GMM Grammy Place, No.50

Sukhumvit Road 21 (Asoke), Klongtuaynua, Wattana District Bangkok 10110

2. All documents must be delivered to the Company within the specified period. The postage stamp date is considered as the criteria.

3. Support Documents

1. The evidence of shares held for each case as follows:

In case of a single shareholder proposes qualified candidates to be the Company's Director.

For a natural person : Shareholder must enclose the certificate of shares held from securities company or any other certificates from the Stock Exchange of Thailand (SET) and a certified true copy of identification card or passport (in case of foreigner).

For a juristic person : Shareholder must enclose certified true copies of juristic person certificate and identification cards or passports (in case of foreigner) of authorized directors who sign on the Form.

In case of many shareholders unified to propose qualified candidates to be the Company's Director.

The first shareholder must completely fill in the Form and affix the name as evidence. The rest shareholders must fill in the Form only part (1) and affix their names as evidence separately, then gather each of the Forms together into one set and deliver to the Company address as indicated below.

2. The candidate's consent and additional documents shall be enclosed and certified true copy (if any)

3. Additional support information (if any)

4. Office of Corporate Secretary will submit the qualified candidate proposed by the shareholders to the Nomination and Remuneration Committee before forwarding to the Board of Directors for final consideration. After the Board's approval, the names of candidates will be included in the agenda of the notice of the Annual General Meeting of Shareholders, together with the Board's opinion.

5. The proposal declined by the Board of Directors will be notified to the shareholders via the Stock Exchange of Thailand online system and the Company's website : www.gmmgrammy.com, under the title "Investor Relations", and will also be informed at the Annual General Meeting of Shareholders.

6. In case the information or documents are incorrect or incomplete, the Office of Corporate Secretary will notify the shareholders within 7 working days after the date of delivered. If the shareholders fail to correct and submit the proposal to the Company within the due date noticed to the shareholders, the Office of Corporate Secretary reserves the rights not to submit the shareholders' proposal to the Nomination and Remuneration Committee for consideration.