

Criteria for Shareholders to Propose the Agenda for the 2021 Annual General Meeting of Shareholders in Advance

1. Objective

Osotspa Public Company Limited (the “**Company**”) recognizes the importance of treating all shareholders fair and equitably treatment as a part of the good corporate governance. To ensure a fair and transparent consideration procedure, the Company has established the criteria for shareholders to propose the Agenda prior to the 2021 Annual General Meeting of Shareholders, details are described the following criteria, for consideration and inclusion the agenda for the Annual General Meeting of Shareholders.

2. Definition

“**Company**” refers to Osotspa Public Company Limited.

“**Board of Directors**” refers to the Board of Directors of Osotspa Public Company Limited.

“**Agenda**” refers to the Agenda item(s) for the Annual General Meeting of Shareholders of Osotspa Public Company Limited.

3. Qualifications of shareholders who wish to propose the Agenda

- 3.1 Being an individual shareholder or group of shareholders of the Company.
- 3.2 Holding a minimum of five percent of the total voting rights of the Company.
- 3.3 Must hold those shares as stipulated in 3.2 on the date of proposing the Agenda.
- 3.4 Can present evidence of shares held such as the certificate of shares held from a securities company or any other certificates from the Stock Exchange of Thailand (SET) or the Thailand Securities Depository (Thailand) Company Limited (TSD).

4. Proposal of the Agenda for the Annual General Meeting of Shareholders

- 4.1 Conditions for consideration of the proposal of issues to be placed on the Agenda.

The Board of Director reserves the right to consider only proposals which are beneficial to the Company and overall shareholders and which comply with related rules and regulations for inclusion on the Agenda. The Board of Director shall not consider the following proposals for the Agenda of the Annual General Meeting of Shareholder:

- (1) Issues relating to normal business operations of the Company where there is no reasonable cause to suspect irregularities in the issue proposed.
- (2) Issues beyond the authority of the Company to take action to achieve the desired results.

- (3) Issues already proposed in a General Meeting of Shareholders within the past 12 months, and which received less than 10 percent of total voting rights in support of the issue, where the factual events related to the issue have not changed significantly.
- (4) Issues that do not follow the Company's Objectives, Articles of Association, resolutions of General Meetings of Shareholders and principles of good corporate governance, or which violate applicable laws, rules, regulations of government agencies or relevant regulatory agencies.
- (5) Issues that are beneficial for a specific person or group.
- (6) Issues that the Company has already implemented.
- (7) Issues proposed by a shareholder or group of shareholders whose information is incomplete or does not meet the criteria mentioned above.
- (8) Any other cases as notified by the Securities and Exchange Commission (SEC).

4.2 Procedures for Consideration

- 4.2.1 The shareholders who possesses qualification as set forth in Clause 3 are able to submit the agenda by using "Form to propose Agenda for the 2021 Annual General Meeting of Shareholders" and enclose other complete supplementary documents. Shareholders may submit an unofficial copy of the form together with the supplementary documents to the Company via e-mail CorpSec@Osotspa.com and must submit an official form with the supplementary documents to the Company to the following address **within December 30, 2020.**

<p style="text-align: center;">Company Secretary Osotspa Public Company Limited 10 Floors, P5 Building 348, Ramkhamhaeng Rd., Huamak, Bangkapi, Bangkok 10240 Thailand.</p>
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- 4.2.2 The Company Secretary will initially review the proposal of the Agenda as follows:
 - 4.2.2.1 If the information of shareholder is incomplete or incorrect, the Company Secretary will notify the shareholder within January 8, 2021. If the shareholder fails to correct and submit the original to the Company within January 15, 2021 (In case of holiday, it will be postponed to the business date before the holiday), the Company reserves the right to decline or reject the incomplete or incorrect information.

4.2.2.2 Matter approved by the Board of Directors' Meeting shall be included in the Agenda written in the invitation letter to the Annual General Meeting of Shareholders together with the Board of Directors' opinion.

4.2.3 For the matter disapproved by the Board of Director, the Company will notify the shareholder after the Board of Director Meeting finished or the next business day.
