



**Criteria for Shareholders to Exercise the Right in Proposing an Agenda Item to
the Company’s Annual General Meeting of Shareholders for the year 2024 in Advance**

Sena Development Public Company Limited

1. Intention

Sena Development Public Company Limited realize into importance and rights of shareholders to encourage good corporate governance of the company that it demonstrates the fair and equal treatment of all shareholders. The Company provides opportunities for shareholders to propose agenda items for the Annual General Meeting of Shareholders in advance. In addition, for clear and transparent procedures and methods for consideration, the Company has established criteria for shareholders to propose an agenda item to Annual General Meeting of Shareholders. This will be considered for inclusion in the meeting agenda that is beneficial to the company.

2. Definition

“Company” refers to Sena Development Public Company Limited.
“Board of Directors” refers to the Board of Directors of the Company.
“Agenda item” refers to an agenda item of the Company’s Annual General Meeting of Shareholders.

3. Shareholder’s qualifications

A shareholder proposing an agenda item shall have qualifications being a shareholder of the company which Being a shareholder of the Company, either one shareholder or several shareholders combined or eligible to vote combined with a shareholding proportion of not less than 5 percent of the total number of shares with voting rights. The number of shares state must hold continuously for no less than 6 months and hold the share on the date of proposing an agenda in Annual General Meeting of Shareholders for the year 2024.

4. Proposing an agenda item

4.1 Procedures for Proposing

4.1.1 The shareholder with full qualifications in Clause 3 could prepare a letter proposing an agenda item to the Company’s Annual General Meeting of Shareholders by fill in “Agenda Proposal Form the Annual General Meeting of Shareholders for the year 2024” with attach related evidence and submit the form by December 31, 2023 with the following documents:

Company Secretary
SENA Development Public Company Limited
448 Thanyalakpark Building, Ratchadapisek,
Khwaeng Samsen Nok, Khet Huai Khwang, Bangkok 10310

Remarks 1. In case a group of several shareholders with full qualifications under Clause 3 propose an agenda item to the Board of Directors, all shareholder sign and show evidence of their shareholding. In this case, fill in the names of all joint shareholders. Assign one name to



be the contact recipient and it will be considered that the company Contacting the designated person is contacting every shareholder who has signed.

2. In case one shareholder or several shareholders with full qualifications under Clause 3, propose more than one agenda item, the shareholder shall prepare one “Agenda Proposal Form the Annual General Meeting of Shareholders” for one agenda item, with the signature affixed as evidence in all the documents.

4.1.2 The company will consider matters proposed by shareholders to the Company’s Annual General Meeting of Shareholders with correctly related evidence.

4.2 In order to conduct the meeting efficiently, the company reserves the right not to include the following matters in agenda:

- 4.2.1 Matters related to the normal business operations of the company and the shareholders' claims did not demonstrate reasonable grounds to suspect the irregularity of the said matter.
- 4.2.2 Matters being beyond the Company’s powers to implement
- 4.2.3 Matters in contradiction to laws, notifications, rules and regulations of government agencies or inconsistent with the Company’s objectives, articles of association, shareholders’ resolutions, or good governance policies
- 4.2.4 Matters previously presented to the shareholders' meeting for consideration in the past 12 months and received a supporting resolution with votes less than 10 percent of the total number of shares with voting rights. The facts in that matter have not changed significantly.
- 4.2.5 Matters that are not beneficial to the Company's operations and other matters that the Board of Directors has considered and is of the opinion that There is no need to include it on the agenda. The Board of Directors will have appropriate reasons and be able to explain them to shareholders.
- 4.2.6 Matters proposed by a shareholder who is not fully qualifications
- 4.2.7 Matters of personal interest or a specific group of people
- 4.2.8 Matters that will cause damage to the majority of shareholders
- 4.2.9 Matters that the Company has already implemented
- 4.2.10 Matters proposed by a shareholder has already proposed

4.3 Consideration

- 4.3.1 Company Secretary will be the person who initially considers before presenting to the Board of Directors. If shareholders provide incomplete information or incorrect, The Company Secretary will notify shareholders by **January 12, 2024**. If shareholders do not take corrective action, and return the original to the company by **January 31, 2024** (If it falls on a holiday, it will be postponed to the business day before that holiday) The Company Secretary will send a letter informing shareholders of the closing of the matter by **January 31, 2024**.
- 4.3.2 Matters that the committee considers and deems should be included in the agenda, the company will specify in the meeting invitation letter and specifying that it is a matter proposed by shareholders
- 4.3.3 Matters that not pass the approval of the board of directors will be informed at the general meeting of shareholders along with reasons



5. Reservation

The company reserves the right to consider only requests that are completely filled in. There are sufficient supporting documents for consideration and have been submitted correctly according to these guidelines and it is a matter that the Company considers beneficial to the Company and shareholders and in accordance with various laws and regulations related determine.