



**Criteria for Shareholders to Exercise the Right in Proposing Nominating a Person for Election as  
a Company Director at 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 Nominating a Person for Election as a Company Director 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 for the year 2024. This will help select qualified individuals to serve as company directors and be able to perform their duties efficiently for the highest benefit of the company and all stakeholders.

**2. Definition**

“Company” refers to Sena Development Public Company Limited.  
“Board of Directors” refers to the Board of Directors of the Company.  
“Director” refers to a director of the Company

**3. Shareholder’s qualifications**

A shareholder proposing nominating a person for election as a company director 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 Nominating a person for election as a director**

**4.1 Qualifications and Prohibited Characteristics of a director**

The person nominated for election as a director shall have the following qualifications and non-prohibited Characteristics:

4.1.1 The person nominating shall have the qualifications and do not have prohibited characteristics according to the Public Company Limited Act, Securities and Exchange Act, and good corporate governance of the company



- 4.1.2 The person nominate shall have knowledge, ability, perform your duties as a director with careful and honesty. Able to devote time fully, Have the suitable age, healthy and a perfect mind. Able to attend committee meetings regularly. There is preparation in advance of the meeting, participate in meetings, express opinions, good work history meetings and ethics and has been accepted by society.
- 4.1.3 The person nominate shall have knowledge and abilities that are important to the company's business, including 1 ) Real estate management 2 ) Engineering 3 ) Design and architecture 4) Marketing strategy and competition 5) Accounting, finance and banking 6) Economics 7) Legal matters related to business 8) Risk management 9) Other aspects related to business operations

#### **4.2 Procedures for consideration**

- 4.2.1 The shareholder with full qualifications in Clause 3 could prepare a letter Proposing Nominating a Person for Election as a Company Director by fill in "Director Nomination Form the Annual General Meeting of Shareholders for the year 2024" with attach related evidence and the nominated person to fill in "Consent Form" 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**

The company will consider person nominated proposed by shareholders to the Company's Annual General Meeting of Shareholders with correctly related evidence. The selection is screened by the Nomination and Remuneration Committee comply with the company's director selection process. To proposed to the Board of Directors and the Company will inform you of the results of the consideration after the Board of Directors meeting by February 2024.

- 4.2.2 Company Secretary will be the person who initially considers by
- 4.2.2.1 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
- 4.2.2.2 If the nominated person does not have all the qualifications or has prohibited characteristics according to Section 4.1, or the shareholder who nominated the director does not have all the qualifications according to Section 3, the Company Secretary will send a letter to notify the shareholders to inform them of the closure of the matter internally by **January 31, 2024**.



4.2.2.3 In cases that do not comply with the category of 4.2.2.1 or 4.2.2.2, the Company Secretary will collect and propose to the Nomination and Remuneration Committee.

4.2.3 The Nomination and Remuneration Committee will consider the suitability of the proposed person.

4.2.4 Persons who have been approved by the Board of Directors will be included in the shareholder agenda along with opinions from the Board of Directors, and persons who have not been approved by the Nomination and Remuneration Committee or the Board of Directors. The Company will inform shareholders immediately after the Nomination and Remuneration Committee or the Board of Directors meeting or on the next business day of the meeting.

**Remarks** 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 and can nominate 1 person who is suitable to be elected as a company director.

## 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.