# Criteria for Minority Shareholders to propose AGM Agenda and Director Nominee in advance

**Agenda 1. Objective**

SE-EDUCATION Public Company Limited (SE-ED) has a strong determination to maintain an appropriate annual general shareholders' meeting with a highest effectiveness and efficiency. SE-ED has to be accepted by the shareholders and stakeholders as Company with Good Corporate Governance.

To grant the minority shareholders to propose an agenda of annual general shareholders' meeting and director nominee in advance is considered as a part of SE-ED' s Good Corporate Governance of SE-ED with the purpose of equitable and fairness treatment of all shareholders.

**Agenda 2. Definition**

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| "SE-ED" | means | SE-EDUCATION Public Company Limited |
| "Board" | means | Board of Directors of SE-EDUCATION Public Company Limited |
| "Director" | means | Director of SE-EDUCATION Public Company Limited |
| "Agenda" | means | Agenda of the Annual General Shareholders' Meeting of SE-EDUCATION Public Company Limited |

**Agenda 3. The Qualification of Shareholder**

3.1 The shareholders who wish to propose the agenda or director nominee must possess qualifications according to the criteria as follows:

3.1.1 Being the shareholder of SE-ED which can be either one shareholder or combined shareholders.

3.1.2 Holding minimum shares not less than 5% of paid-up share capital (total number of voting rights)[1].

3.1.3 Holding share by the date the shareholder proposes the agenda or director nominee. The shareholder must show the evidence of shares' held in 3.1.2 namely the certified letter of the securities company or other evidences of the Stock Exchange of Thailand or the other evidence of the securities' held.

3.2 The shareholders who wish to send the question in advance must possess qualifications according to the criteria as follows:

3.2.1 Being the shareholder of SE-ED which can be either one shareholder or combined shareholders.

3.2.2 Holding minimum shares at least 1 share.

3.2.3 Holding share by the date the shareholder sends the question in advance.

**Agenda 4. Proposal of the Agenda**

4.1 Consideration Procedure

4.1.1 The shareholder who possesses qualification according to no. 3.1 of the criteria must submit the "Form to Propose Agenda in Annual General Shareholder Meeting" to the Board or the proposal via facsimile at 0-2826-8699

Email Address Investor Relation : ir@se-ed.com or
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before sending the original to the Board. And the shareholders must submit the original of "Form to Propose Agenda in Annual General Shareholder Meeting" with the shareholder's signature, the evidence of shares' held in 3.1.2 and 3.1.3, namely the certified letter of the securities company, other evidences of the Stock Exchange of Thailand, or the other evidence of the securities' held and together with support document beneficial for board consideration (if any) must be delivered to the Company within 31st December in order to allow the board for adequate consideration.

4.1.2 In case of several shareholders have joined and have complete qualification according to article 3.1 to propose agenda to the board, the first shareholder must fill "Form to Propose Agenda in Annual General Shareholder Meeting" completely and affix their names as evidence. The rest of shareholders must fill in the attached document completely and affix their name as evidence separately then gather each of those form of AGM Agenda Proposal and the evidence of shares' held, and supported documents (if any) together into one set to propose to the Board. The alterative way is to send the unofficial proposal before submitting the original one according to article 4.1.1

4.1.3 The Company Secretary will initially review the proposal for the board as below:

(1) In case the information provided are incomplete or incorrect, the Company Secretary will notify the shareholders within the 8th day of January. If the shareholder fails to correct and submit the original to the Company within the 15th day of January (In case of holiday, it will be postponed to the official date before the holiday), the Company Secretary will notify the shareholders the proposal is excluded.

(2) In case the shareholders are not considered fully qualified according to the criteria no. 3.1, the Company Secretary will notify the shareholders that proposal is excluded within the 18th day of January.

(3) The proposal that is not related to (1) or (2), the Company Secretary will propose to the board meeting in February.

4.1.4 The board will consider the proposal according to proposal that will not be placed on the Agenda unless the board says otherwise.

4.1.5 The proposal approved by the Board will be included in the Agenda of the AGM notice.

4.2 The Proposal that will not be placed on the Agenda

4.2.1 The proposal that is beyond the control of the Company.

4.2.2 The proposal that violates to the law, rules, regulations of government agencies or other governing agencies or are not complied with the objective, the article of association, the shareholders' resolution, and the good corporate governance of the company.

4.2.3 The proposal that is the significant affect on the shareholders in general.

4.2.4 The proposal that the company has already operated.

4.2.5 The proposal that is beneficial for specific person or group.

4.2.6 The proposal that the shareholders already proposed in shareholders' meeting within the past three years and were supported by less than 10% of total voting shares, provided that the facts of said matter have not yet changed significantly.

4.2.7 The proposal about normal operation of the company business which did not appear any doubt about unusual cases in the operation according to the shareholders reference.

4.2.8 The proposal that the board has considered that being not necessary to fill in as agenda while the board has to have appropriate reason to explain to shareholders.

4.2.9 The proposal that the information shareholders provided is incomplete or incorrect, those who are unable to contact.

4.2.10 The proposal that the shareholders are not fully qualified according to the criteria no. 3.1

**Agenda 5. The Nomination of the Director**

5.1 Director Qualification

5.1.1 Having the qualification according to the Public Company Act, Securities and Exchange Act, and the Good Corporate Governance of the Company.

5.1.2 Being knowledgeable, capable, independent, dedicated, and healthy mentally and physically, be of suitable age and be able to perform director's duties with care and loyally. Nominees should attend the Directors' meeting regularly.

5.2 Consideration Procedure

5.2.1 The shareholder who possesses qualification according to no 3.1 of the criteria must submit the "Form to Propose Agenda in Annual General Shareholder Meeting" to the Board or the proposal via facsimile at 0-2826-8699

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before sending the original to the Board. And, the shareholders must submit the original of "Form to Propose Agenda in Annual General Shareholder Meeting" with the shareholder's signature, to the Company within 31st December with the following document.

(1) The evidence of shares' held in 3.1.2 and 3.1.3, namely the certified letter of the securities company, other evidences of the Stock Exchange of Thailand, or the other evidence of the securities' held.

(2) The evidence of nominee's consent.

(3) Support document of candidate's qualification including the education and work experience (Curriculum Vitae).

(4) Other support documents beneficial for board consideration (if any).

5.2.2 In case of several shareholders have joined and have complete qualification according to article 3.1 to nominate director to the board, the first shareholder must fill “Form to Propose Agenda in Annual General Shareholder Meeting” completely and affix their names as evidence. The rest of shareholders must fill in the attached document completely and affix their name as evidence separately then gather each of those form of AGM Agenda Proposal and the evidence of shares’ held, and supported documents (if any) together into one set to propose to the Board. The alterative way is to send the unofficial proposal before submitting the original one according to article 5.2.1.

5.2.3 The Company Secretary will initially review the proposal for the board as below:

(1) If the information shareholders provided is incomplete or incorrect, the Company Secretary will notify the shareholder within the 8th day of January. If the shareholder fails to correct and submit the original to the Company within the 15th day of January (In case of holiday, it will be postponed to the official date before the holiday), the Company Secretary will notify the shareholders the proposal is excluded.

(2) If the nominee to be director or the shareholder are not qualified according to the criteria no. 3.1, the Company Secretary will notify the shareholders that proposal is excluded within the 18th day of January.

(3) The proposal that is not related to (1) or (2), the Company Secretary will propose to the nominating committee meeting in February.

5.2.4 The name of nominee 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 Nominating Committee or the Board, the company will instantly inform the shareholders with the reason of the board’s refusal after the board meeting or the next official date. Such information will be posed in the company’s website at http://corporate.se-ed.com and announced to all shareholders formally in the AGM.

**Agenda 6. Sending the question in advance**

6.1 Procedure of sending the question in advance

6.1.1 The shareholder who possesses qualification according to no. 3.2 of the criteria must submit the question in advance with “Form to Propose Agenda in Annual

General Shareholder Meeting" to the Board or send the question via facsimile at 0-2826-8699

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6.1.2 The Corporate Secretary will initially review the proposal for the board.

6.1.3 The Board would have the answer in meeting day and explain through the company's website at https://corporate.se-ed.com

*Reference*

*1. SECTION 89/28 – Securities and Exchange Act B.E. 2551*

*SECTION 89/28. A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the company may submit a written proposal in order to request the board of directors to include such proposal as an agenda of the shareholders' meeting. The proposal shall indicate whether it is the matter proposed for information, for approval or for consideration, as the case may be, including details of the proposed matter for the annual ordinary general meeting or extraordinary general meeting, provided that it shall comply with rules as specified by the notification of the Capital Market Supervisory Board.*

*The board of directors shall include the matter proposed by the shareholders under the first paragraph as the agenda of the upcoming shareholders' meeting. In the following cases, however, the board of directors may refuse to include such proposal as the agenda of the meeting:*

*(1) the proposal does not comply with rules as specified in the first paragraph;*

*(2) the proposal is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter;*

*(3) the proposal is beyond the company's power to produce the purposed result;*

*(4) the proposal was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;*

*(5) any other cases as specified in the notification of the Capital Market Supervisory Board.*

*In cases where the board of directors refuses to include the matter proposed by the shareholders under the first paragraph as the agenda in any shareholders' meeting, it shall be notified as the matter for information in that shareholders' meeting and specified the reasons of such refusal.*

*In cases where the shareholders in the meeting under the third paragraph pass a resolution, with a majority vote of the total number of shareholders present at the meeting and have the right to vote, to include the matter proposed by the shareholders under the first paragraph as the agenda of the meeting, the board of directors shall include such matter as the agenda of the next shareholders' meeting.*