Policy and Guidelines on Facilitating and Encouraging Shareholders' Attendance at Shareholders' Meetings

Ngernturbo Public Company Limited (the "Company") recognizes the importance of shareholders' rights and the equitable treatment of all shareholders in accordance with the principles of Good Corporate Governance. The Company is committed to conducting shareholders' meetings with transparency, ensuring all groups of shareholders can conveniently access information, attend the meetings, and exercise their rights fully and equally. Therefore, the Company has established the following policy and guidelines:

1. Objective

This policy is established to set a clear framework and guidelines for organizing shareholders' meetings, encompassing both the Annual General Meeting (AGM) and the Extraordinary General Meeting (EGM). The primary objective is to encourage all groups of shareholders—whether retail, institutional, or foreign—to have equal access to information and meeting participation. Concurrently, it aims to maintain the efficiency of the Company's management and meeting proceedings, preventing any unnecessary delays or obstacles.

2. Pre-Meeting Procedures

2.1. Publication and Delivery of the Notice of Meeting

- The Company shall deliver the Notice of Meeting and supporting documents in physical form or via electronic media to shareholders by mail in advance, within the period prescribed by law.
- The Company shall publish the Notice of Meeting, along with supporting documents in both Thai and English, on the Company's website at least 30 days prior to the meeting date to ensure shareholders have sufficient time to review the information.
- The Notice of Meeting shall comprehensively detail each agenda item, including facts, rationale, and the Board of Directors' opinions.

2.2. Opportunity for Shareholders to Propose Agenda Items and Nominate Directors in Advance

- The Company provides an opportunity for a single shareholder or multiple shareholders jointly holding not less than 5% of the Company's total voting rights to propose matters to be included in the meeting agenda and/or nominate qualified candidates for directorship in advance.

- The Company shall announce the submission period in advance via the SETLink system and the Company's website.
- Shareholders must submit their requests along with complete supporting documents to the Company at least 3 months prior to the end of the fiscal year, ensuring the Board of Directors has adequate time to consider their suitability.
- The Board of Directors shall consider the proposed matters based on the Company's established criteria. If any proposal is not included in the agenda, the Company will notify the shareholders of the reasons via the SETLink system and/or the Company's website.

2.3. Advance Submission of Questions

Shareholders may submit questions related to the meeting agenda in advance through the channels designated by the Company (e.g., the Company Secretary's email). This allows the Board of Directors and the Management to prepare comprehensive and pertinent information for clarification.

2.4. Proxy Designation

In the event that shareholders are unable to attend the meeting in person, the Company shall provide proxy forms allowing shareholders to specify their voting directions (Form A, Form B, or Form C). This serves as a guideline and facilitates shareholders in appointing proxies to attend and vote on their behalf, thereby preserving their rights and assisting the Company in constituting a legal quorum. The Company shall nominate at least one independent director as an alternative proxy, with the relevant details clearly provided in the meeting documents.

3. Procedures on the Meeting Day

3.1. Opening of Registration and Document Verification

- The Company shall open the registration system for shareholders and proxies at least 2 hours prior to the commencement of the meeting.
- The Company will clearly specify the required identification documents in the Notice of Meeting and allocate personnel to provide guidance and assistance to shareholders on the meeting day.
- Shareholders or proxies are responsible for preparing complete and correct identification documents as specified in the Notice of Meeting. In the case of incomplete documents or the inability to clearly verify the right to attend, the Company reserves the right to decline registration to prevent legal risks and maintain overall system security.

3.2. Late Arrival of Shareholders

Shareholders who register after the Chairman has declared the meeting officially open are still entitled to attend the meeting. However, they may only cast their votes on pending agenda items currently under consideration for which no resolution has yet been passed. Retroactive voting on concluded agenda items is strictly prohibited.

4. Procedures and Guidelines During the Meeting

4.1. Attendance of Directors

All directors shall attend the shareholders' meeting, particularly the Chairman of the Board, Chairmen of Sub-committees, the Chief Executive Officer / Managing Director, the Chief Financial Officer, and the External Auditor, to provide clarifications and answer inquiries, unless there is an unavoidable necessity. The Company shall record the names of the attending directors in the minutes of the meeting.

4.2. Clarification of Rules and Voting Procedures

- Prior to proceeding with the agenda, the Chairman of the meeting or the meeting conductor shall transparently and clearly explain the meeting rules, voting procedures, vote-counting methods, and channels for submitting inquiries to the shareholders.

4.3. Consideration of the Agenda

The Company shall conduct the meeting strictly in the order of the agenda specified in the Notice of Meeting. The Company shall not add any significant agenda items that have not been notified to the shareholders in advance to seek a resolution from the meeting.

4.4. Time Allocation for Inquiries and Comments

The Company provides shareholders with the opportunity to express their opinions and raise questions during each agenda item. To maintain order and optimize meeting time management for the benefit of the majority of shareholders, the following guideline applies:

- Shareholders are requested to cooperate by limiting their questions or comments strictly to matters relevant and directly related to the specific agenda item under consideration.

4.5. Voting and Vote Counting

- Voting is based on the principle of 1 share equals 1 vote. Voting shall be conducted for all agenda items, utilizing an accurate and precise technology system for vote processing.
- For the election of directors, the Company shall arrange for shareholders to cast their votes for each individual candidate.
- The Company shall appoint an independent party to act as a vote-counting inspector, which shall be recorded in the minutes of the meeting.
- The Company shall announce the voting results for each agenda item to the meeting immediately after the voting is closed.

5. Post-Meeting Procedures

5.1. Disclosure of Voting Results

The Company shall announce the resolutions of the shareholders' meeting along with the voting results for each agenda item (Approved / Disapproved / Abstained / Voided Ballot) through the Stock Exchange of Thailand's system and publish them on the Company's website by the next business day following the conclusion of the meeting.

5.2. Preparation and Publication of the Meeting Minutes

The Company shall prepare meeting minutes that comprehensively and accurately record all essential matters, including the list of attending directors, voting procedures, meeting resolutions, and a summary of key inquiries and clarifications. These minutes shall be submitted to the relevant regulatory authorities and published on the Company's website within 14 days from the meeting date.

6. Policy Review and Update

The Company shall review this policy and its guidelines on an annual basis or upon any changes in the laws and regulations of the relevant regulatory authorities.