

Explanations on the Documents Required for Attending the Meeting, Method of Granting Proxy, Notification of the Intention to Attend the Meeting, Procedures for Attending e-AGM, Voting, Vote Counting, and Regulations Concerning Shareholders' Meeting and Voting

Due to the ongoing situation of the Coronavirus Disease 2019 (COVID-19), the board of directors of Pico (Thailand) Public Company Limited (hereinafter referred as "the Company") is truly concerned for the safety of shareholders, therefore, has resolved to solely hold the 2022 Annual General Meeting of Shareholders via an electronic medium on Friday 18th February 2022 at 2.00 p.m. The company would like to notify the guidelines for attending the 2022 Annual General Meeting of Shareholders via electronic medium, which has some different registration processes than regular meeting as follows.

The Documents Required for Attending the Meeting

1. Shareholder who is an Individual

1.1. Attendance in person through electronic medium:

- (1) The Notification of Meeting, which is sent together with the notice of the summoning of the meeting; and
- (2) The identity card of Shareholder, which has not yet expired; in the event of a change of first name or family name, a supporting document must also be submitted.

** For a non-Thai-National Individual Shareholder, a valid passport can be presented as an identity card; in the event of a change of first name or family name, a supporting document must also be submitted.*

1.2. Attendance by proxy holder through electronic medium:

- (1) The Notification of Meeting, which is sent together with the notice of the summoning of the meeting.
- (2) The proxy form, which has been filled in completely and correctly with a 20-baht duty stamp attached and signed by the proxy grantor and the proxy holder by using the following prescribed proxy form:
 - (2.1) The proxy form for the shareholder meeting (Attachment No. 9); or
 - (2.2) The proxy form of the DAP e-Shareholder Meeting system, which can be downloaded after registering to attend the meeting in the system.
- (3) A copy of the valid identity card of Shareholder or a copy of a valid passport in case of non-Thai-National shareholder, which has been certified as true copy to the original by the shareholder's signature (in case of change of name or surname the evidence must be submitted).
- (4) A copy of the valid identity card of the proxy holder or a copy of a valid passport in case of non-Thai-National proxy holder, which has been certified as true copy to the original by the proxy holder's signature.

Shareholders may appoint a proxy to any person or one of the Independent Directors, Mr. Chaiyod Bunyagidj, or Mr. Manus Manoonchai, or Mrs. Sasitorn Phongsathorn, or Mr. Siow Chee Keong. The appointed independent director will vote for shareholder as specified in the proxy form.

2. Shareholder who is a juristic person

2.1. Attendance in person by an authorized signatory acting on behalf of the juristic person through electronic medium:

- (1) The Notification of Meeting, which is sent together with the notice of the summoning of the meeting.
- (2) A copy of the shareholder's certificate of corporate registration, which is certified as true copy by the juristic person's representative and contains a statement indicating that the representative to be present at the Meeting is authorized to act on behalf of the juristic person who is the shareholder.
- (3) A copy of the valid identity card of the juristic person's representative or a copy of a valid passport in case of non-Thai-National individual, which has been certified as true copy to the original by the juristic person's representative's signature.

* *For a juristic person registered in foreign Country, please present a copy of company certificate, which has been certified true copy by the authorized director(s) as well as endorsed by Notary Public.*

** *In case of the authority to bind the company comprise authorized signatory of 2 or above directors, please grant the proxy to individual to attend the meeting as specified in 2.2 below.*

2.2. Attendance by proxy holder through electronic medium:

- (1) The Notification of Meeting, which is sent together with the notice of the summoning of the meeting.
- (2) The proxy form, which has been filled in completely and correctly with a 20-baht duty stamp attached and signed by the proxy grantor and the proxy holder by using the following prescribed proxy form:
 - (2.1) The proxy form for the shareholder meeting (Attachment No. 9); or
 - (2.2) The proxy form of the DAP e-Shareholder Meeting system, which can be downloaded after registering to attend the meeting in the system.
- (3) A copy of the shareholder's certificate of corporate registration, which is certified as true copy by the juristic person's representative and contains a statement indicating that the representative signing on the proxy form is authorized to act on behalf of the juristic person who is the shareholder.
- (4) A copy of the valid identity card of the juristic person's representative or a copy of a valid passport in case of non-Thai-National individual, which has been certified as true copy to the original by the juristic person's representative's signature.
- (5) A copy of the valid identity card of the proxy holder or a copy of a valid passport in case of non-Thai-National proxy holder, which is certified as true copy to the original by the proxy holder's signature.

* *For a juristic person registered in foreign Country, please present a copy of company certificate, which has been certified true copy by the authorized director(s) as well as endorsed by Notary Public.*

Shareholders may appoint a proxy to any person or one of the Independent Directors, Mr. Chaiyod Bunyagidj, or Mr. Manus Manoonchai, or Mrs. Sasitorn Phongsathorn, or Mr. Siow Chee Keong. The appointed independent director will vote for shareholder as specified in the proxy form.

3. Deceased shareholders

3.1 Attendance in person by the administrator through electronic medium:

- (1) The Notification of Meeting, which is sent together with the notice of the summoning of the meeting.
- (2) The registration form for the administrator of the estate (Attachment No. 8), which has been filled in completely and correctly and signed by the administrator of the estate.
- (3) A copy of the court order appointing the administrator of the estate, which is certified as true copy to the original by the administrator of the estate's signature.
- (4) A copy of the valid identity card of the administrator of the estate or a copy of a valid passport in case of non-Thai-National administrator of the estate, which is certified as true copy to the original by the administrator of the estate's signature.

3.2. Attendance by proxy holder through electronic medium:

- (1) The Notification of Meeting, which is sent together with the notice of the summoning of the meeting.
- (2) The proxy form, which has been filled in completely and correctly with a 20-baht duty stamp attached and signed by the administrator of the estate as the proxy grantor and the proxy holder by using the following prescribed proxy form:
 - (2.1) The proxy form for the shareholder meeting (Attachment No. 9); or
 - (2.2) The proxy form of the DAP e-Shareholder Meeting system, which can be downloaded after registering to attend the meeting in the system.

- (3) A copy of the court order appointing the administrator of the estate, which is certified as true copy to the original by the administrator of the estate's signature.
- (4) A copy of the valid identity card of the administrator of the estate or a copy of a valid passport in case of non-Thai-National administrator of the estate, which is certified as true copy to the original by the administrator of the estate's signature.
- (5) A copy of the valid identity card of the proxy holder or a copy of a valid passport in case of non-Thai-National proxy holder, which is certified as true copy to the original by the proxy holder's signature.

Shareholders may appoint a proxy to any person or one of the Independent Directors, Mr. Chaiyod Bunyagidj, or Mr. Manus Manoonchai, or Mrs. Sasitorn Phongsathorn, or Mr. Siow Chee Keong. The appointed independent director will vote for shareholder as specified in the proxy form.

4. Incompetent person or quasi-incompetent person shareholder

4.1. Attendance in person by the guardian or curator through electronic medium:

- (1) The Notification of Meeting, which is sent together with the notice of the summoning of the meeting.
- (2) The registration form for the guardian / curator (Attachment No. 8), which has been filled in completely and correctly and signed by the guardian / curator.
- (3) A copy of the court order appointing the guardian / curator, which is certified as true copy to the original by the guardian / curator's signature.
- (4) A copy of the valid identity card of the guardian / curator or a copy of a valid passport in case of non-Thai-National guardian / curator, which is certified as true copy to the original by the guardian / curator's signature.

4.2. Attendance by proxy holder through electronic medium:

- (1) The Notification of Meeting, which is sent together with the notice of the summoning of the meeting.
- (2) The proxy form, which has been filled in completely and correctly with a 20-baht duty stamp attached and signed by the guardian / curator as the proxy grantor and the proxy holder by using the following prescribed proxy form:
 - (2.1) The proxy form for the shareholder meeting (Attachment No. 9); or
 - (2.2) The proxy form of the DAP e-Shareholder Meeting system, which can be downloaded after registering to attend the meeting in the system.
- (3) A copy of the court order appointing the guardian / curator, which is certified as true copy to the original by the guardian / curator's signature.
- (4) A copy of the valid identity card of the guardian / curator or a copy of a valid passport in case of non-Thai-National guardian / curator, which is certified as true copy to the original by the guardian / curator's signature.
- (5) A copy of the valid identity card of the proxy holder or a copy of a valid passport in case of non-Thai-National proxy holder, which is certified as true copy to the original by the proxy holder's signature

Shareholders may appoint a proxy to any person or one of the Independent Directors, Mr. Chaiyod Bunyagidj, or Mr. Manus Manoonchai, or Mrs. Sasitorn Phongsathorn, or Mr. Siow Chee Keong. The appointed independent director will vote for shareholder as specified in the proxy form.

Registration to Attend the Meeting

1. Shareholder attends the meeting in person

1.1. Registration to attend the meeting

Shareholder can notify the Company the intention to attend the Annual General Meeting of Shareholders via the DAP e-Shareholder Meeting system from 4th February 2022, by filling in completely and correctly the Notification of Meeting and using the Shareholder's ID card to register at <https://www.set.or.th/eservice-PICO> or scan this QR code.



Please register through the DAP e-Shareholder Meeting system at least 2 days before 18th February 2022 for the convenience in attending the meeting on the e-AGM meeting day.

1.2. Notification of registration approval for attending the e-AGM meeting

After Shareholder have accomplished the registration through the DAP e-Shareholder Meeting system and the Company has verified the validity, Shareholder shall receive the confirmation of registration email. On the e-AGM meeting day, Shareholder can log-in by using the username and password that Shareholder have specified during registration.

2. Representative of juristic person attend the meeting in person

2.1. Registration to attend the meeting

Shareholder can notify the Company the intention to attend the Annual General Meeting of Shareholders via the DAP e-Shareholder Meeting system from 4th February 2022, by filling in completely and correctly the Notification of Meeting to register at <https://www.set.or.th/eservice-PICO> or scan this QR code. The supporting documents as specified in "The Documents Required for Attending the Meeting" section No. 2.1 must be prepared, then proceed as follows:



- (1) Upload the soft copy of all documents to the DAP e-Shareholder Meeting system; and
- (2) Dispatch the **original copy** of all the above-mentioned documents to the Company by post to the following address.

Company Secretary Office
Pico (Thailand) Public Company Limited
10 Soi Lasalle 56, Bangna-Tai Sub-district, Bangna District, Bangkok 10260

The registration through the DAP e-Shareholder Meeting system by Shareholder and the acquisition of all original copy documents by the Company must be accomplished by business hours of 15th February 2022 since the document verification process might take time in order to verify the completeness and correctness in order to organize the e-AGM meeting.

The Company reserves the right to decline the registration to the e-AGM meeting if the Company receives the original copy of all documents after the specified deadline, or if any of the documents is not complete or correct in accordance with the specified rules.

2.2. Notification of registration approval for attending the e-AGM meeting

After Shareholder have accomplished the registration through the DAP e-Shareholder Meeting system and dispatched the original copy of required documents, and the Company has verified the validity, Shareholder shall receive the confirmation of registration email. On the e-AGM meeting day, Shareholder can log-in by using the username and password that Shareholder have specified during registration.

3. Shareholder appoints an Independent Director

Shareholders unable to attend the Annual General Meeting of Shareholders via electronic medium in person may authorize to one of the Independent Directors, Mr. Chaiyod Bunyagidj, or Mr. Manus Manoonchai, or Mrs. Sasitorn Phongsathorn, or Mr. Siow Chee Keong. The appointed independent director will vote for shareholder as specified in the proxy form.

3.1. Registration to appoint an Independent Director

Shareholder can notify the Company the intention to appoint an Independent Director to attend the Annual General Meeting of Shareholders via the DAP e-Shareholder Meeting system from 4th February 2022, by filling in completely and correctly the Notification of Meeting to register at <https://www.set.or.th/eservice-PICO> or scan QR code here. and appoint one of the Independent Directors. The supporting documents as specified in “The Documents Required for Attending the Meeting” section No. 1.2, or 2.2, or 3.2, or 4.2 must be prepared case by case, then proceed as follows:



- (1) Upload the soft copy of all documents to the DAP e-Shareholder Meeting system; and
- (2) Dispatch the original copy of all the above-mentioned documents to the Company by post to the following address.

Company Secretary Office
Pico (Thailand) Public Company Limited
10 Soi Lasalle 56, Bangna-Tai Sub-district, Bangna District, Bangkok 10260

The registration through the DAP e-Shareholder Meeting system by Shareholder and the acquisition of all original copy documents by the Company must be accomplished by business hours of 15th February 2022 since the document verification process might take time in order to verify the completeness and correctness in order to organize the e-AGM meeting.

The Company reserves the right to decline the registration to the e-AGM meeting if the Company receives the original copy of all documents after the specified deadline, or if any of the documents is not complete or correct in accordance with the specified rules.

3.2. Notification of registration approval for appointing an Independent Director

After Shareholder have accomplished the registration through the DAP e-Shareholder Meeting system and dispatched the original copy of required documents, and the Company has verified the validity, Shareholder shall receive the confirmation of registration via the email specified during registration, affirming the result of the appointment to an Independent Director.

4. Shareholder appoints a proxy holder

4.1. Registration to appoint a proxy holder

Shareholder can notify the Company the intention to appoint a proxy holder to attend the Annual General Meeting of Shareholders via the DAP e-Shareholder Meeting system from 4th February 2022, by filling in completely and correctly the Notification of Meeting to register at <https://www.set.or.th/eservice-PICO> or scan QR code here. The supporting documents as specified in “The Documents Required for Attending the Meeting” section No. 1.2, or 2.2, or 3.2, or 4.2 must be prepared case by case, then proceed as follows:



- (1) Upload the soft copy of all documents to the DAP e-Shareholder Meeting system; and
- (2) Dispatch the original copy of all the above-mentioned documents to the Company by post to the following address.

Company Secretary Office
Pico (Thailand) Public Company Limited
10 Soi Lasalle 56, Bangna-Tai Sub-district, Bangna District, Bangkok 10260

The registration through the DAP e-Shareholder Meeting system by Shareholder and the acquisition of all original copy documents by the Company must be accomplished by business hours of 15th February 2022 due to the document verification process might take time in order to verify the completeness and correctness in order to organize the e-AGM meeting.

The Company reserves the right to decline the registration to the e-AGM meeting if the Company receives the original copy of all documents after the specified deadline, or if any of the documents is not complete or correct in accordance with the specified rules.

4.2. Notification of registration approval for appointing a proxy holder

After Shareholder have accomplished the registration through the DAP e-Shareholder Meeting system and dispatched the original copy of required documents, and the Company has verified the validity, The proxy holder shall receive the confirmation of registration, via the email that Shareholder specified during registration, affirming the result of the appointment to a proxy holder and notifying the username and password for logging-in to the DAP e-Shareholder Meeting system on the e-AGM meeting day.

Online registration can be done by using desktop or notebook computers, tablets, or smartphones with camera installed and enter through web browser including Google Chrome, Safari or Internet Explorer. It can be used on both IOS and Android operating systems.

* Shareholders may find more information of the registration process in the e-AGM Meeting Manual at <https://qrcode.shareinvestor.app/u/xYRdG50aDz> or scan this QR code



5. Administrator of the estate, guardian, or curator attend the meeting in person

5.1. Registration to attend the meeting

The administrator of the estate, or guardian, or curator can notify the Company the intention to attend the Annual General Meeting of Shareholders by filling in completely and correctly the Notification of Meeting, The registration form for the administrator of the estate or guardian / curator (Attachment No. 8), the supporting documents as specified in “The Documents Required for Attending the Meeting” section No. 3,1, or 4.1, then proceed as follows:

- (1) submit the soft copy of all documents to companysecretary@picothai.com, or fax number (+662) 745-8521; and
- (2) Dispatch the original copy of all the above-mentioned documents to the Company by post to the following address.
Company Secretary Office
Pico (Thailand) Public Company Limited
10 Soi Lasalle 56, Bangna-Tai Sub-district, Bangna District, Bangkok 10260

The **acquisition of all original copy documents by the Company must be accomplished by business hours of 15th February 2022** due to the document verification process might take time in order to verify the completeness and correctness in order to organize the e-AGM meeting.

The Company reserves the right to decline the registration to the e-AGM meeting if the Company receives the original copy of all documents after the specified deadline, or if any of the documents is not complete or correct in accordance with the specified rules.

5.2. Notification of registration approval for attending the e-AGM meeting

After the Company has verified the validity of the required documents, the administrator of the estate, or guardian, or curator shall receive the confirmation of registration, via the email specified in the registration form (Attachment No. 8), notifying the username and password for logging-in to the DAP e-Shareholder Meeting system on the e-AGM meeting day.

Attendance of the Annual General Meeting of Shareholders via Electronic Medium (e-AGM)

The 2022 Annual General Meeting of Shareholder via Electronic Medium will be held on Friday 18th February 2022 at 2.00 p.m. Attendees may pursue the following steps:

1. Logging into DAP e-Shareholder Meeting system

Attendees are able to login to DAP e-Shareholder Meeting system from 12.00 p.m. by entering the username & password at <https://portal.eservice.set.or.th> or scan this QR code. When logging into the DAP e-Shareholder Meeting system, Attendees must select “Join the Meeting” and enter “OTP” to join the meeting and watch the broadcast of the e-AGM meeting.



Attendees can use a desktop or notebook computer, tablet, or smartphone with a camera installed and enter through a web browser, i.e., Google Chrome, Safari, or Internet Explorer, which supports both IOS and Android operating systems in attending the meeting via electronic medium.

2. Voting on the Meeting Agendas

In the voting session of each agenda, the chairman will propose to the meeting to consider the vote. The DAP e-Shareholder Meeting system will be open for Attendees to vote “Approve” or “Disapprove” or “Abstain” within the specified voting period. Attendees who have not voted during the voting period shall be deemed to “Approve” as proposed. However, if the voting period still exists, Attendees may return to amend the vote within the remaining period.

In the case of granting a proxy to a proxy holder, the proxy holder has the right to consider voting on all agendas on behalf of Shareholder in all respects as deemed appropriate and applied the same process as Shareholder attends the meeting in person.

In the event that Shareholder attends the meeting in person and as a proxy holder, Shareholder shall vote on both Shareholder and the proxy grantor’s part. If there is no vote on any part during the voting period, the no-voted part shall be deemed “Approved” as proposed to the meeting.

A resolution of the meeting requires the majority votes of the shareholders attending the meeting and casting their votes. Except for Agenda 6, a resolution is passed by no less than two-thirds of the total number of votes of the shareholders attending the meeting.

Agenda 2 involves matters for acknowledgement and does not require resolution.

Agenda 8 depends on matters to be proposed by the shareholders pursuing the Public Limited Companies Act B.E. 2535 (including its amendments), shareholders representing not less than one-third of all the company’s total subscribed shares can request the meeting to consider other matters than those specified in the invitation to the meeting.

3. Vote Counting

The score of the vote on all agendas shall be counted on the votes that “Agree” and “Disagree” and “Abstain”. In this regard, the scoring base shall count only the votes of “Agree” and “Disagree”, and the votes of “Abstain” shall not be considered as the scoring base in accordance with the Public Limited Companies Act B.E. 2535 section 107 (1) and the Company’s articles of association Article 41 (1). Except for Agenda 6, the results will be counted against total votes of shareholders attending the meeting in accordance with the Public Limited Companies Act B.E.2535 section 90.

After finishing counting the votes for each agenda, the Company shall announce the voting results, i.e., “Approve” or “Disapprove” or “Abstain” as a percentage of the total votes. For the agenda considering the election of directors, the Company shall announce the result by individual directors.

4. Question Submission

In the event that Attendees desire to ask a question during the meeting, Attendees shall select “Submit Question”, then select the agenda related to the question, type the question, and click “Submit”.

5. Facilitation assisted Shareholders who grant a proxy to an independent director

For facilitating Shareholders who grant a proxy to an independent director, the entire 2022 Annual General Meeting of Shareholders via Electronic medium will be recorded and published after the e-AGM meeting day through the Company’s website, <http://pico-th.listedcompany.com/webcast.html>

Attendees may find the guideline for the process of attending the e-AGM meeting, voting, and submitting a question in the e-AGM Meeting Manual at <https://qrcode.shareinvestor.app/u/xYRdG50aDz> or scan this QR code.



If you have any questions or concerns regarding the Annual General Meeting of Shareholders via electronic medium, please contact:

Company Secretary Office

Pico (Thailand) Public Company Limited

10 Soi Lasalle 56, Bangna-Tai Sub-district, Bangna District, Bangkok 10260

Telephone +662 748 7007 Ext 540

Email companysecretary@picothai.com

The Company's Articles of Association Pertinent to Meetings of Shareholders and Voting

Summoning of Meetings of Shareholders

Article 37 The Board of Directors shall prepare a notice of the summoning of a meeting of shareholders, specifying the place, the day and the hours, the agenda, and the matters to be proposed to the meeting, together with such details as may be reasonable, and indicating clearly whether the matter(s) is/are proposed for information, for approval or for consideration, as the case may be, including the Board of Directors' opinion about it/them, and the notice shall be sent to the shareholders and the Registrar for acknowledgement not less than 7 days before the date fixed for the meeting and published for 3 consecutive days and not less than 3 days before the date fixed for the meeting in a Thai daily newspaper published and distributed in the locality where the principal office of the Company is situated.

The place to be used for the meeting of shareholders must be located in the locality where the principal office or a branch office is situated or in a province near the principal office location.

The Board of Directors may require that a meeting of shareholders be held via an electronic medium. In the case where a meeting of shareholders is held via an electronic medium, such meeting shall be in accordance with any pertinent laws, rules, notifications, requirements, regulations and criteria which are now present and to which any amendments would be made in the future.

Quorum

Article 38 Not less than 25 shareholders and proxies (if any) or not less than one-half of the shareholders representing not less than one-third in aggregate of the outstanding shares shall be present at a meeting of shareholders in order to constitute a quorum.

In the event that, within 1 hour from the time appointed for any meeting of shareholders, the quorum is not present as prescribed, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. However, if such meeting had not been summoned upon the requisition of shareholders, another meeting shall be summoned and a letter of the summoning of the meeting shall be sent to the shareholders not less than 7 days before the date fixed for the meeting. At such meeting, no quorum shall be necessary.

Grant of Proxy

Article 39 A shareholder may grant proxy to another person to be present at a meeting of shareholders and vote on his behalf. The proxy shall be dated and signed by the grantor and shall be in accordance with the form determined by the Registrar.

The proxy shall be deposited with the chairman or a person designated by him before the proxy holder attends the meeting.

Votes

Article 41 One ordinary share shall be for one vote and ten thousand preference shares for one vote. A resolution of a meeting of shareholders shall be passed by the following votes:

- (1) In an ordinary event, a majority of the votes of the shareholders present and entitled to vote shall be required. In case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote;
- (2) In the following events, not less than three-fourths of the votes of the shareholders present and entitled to vote shall be required:
 - (1) A sale or transfer of all or a substantial part of the business of the company to other persons;
 - (2) Acquisition or taking of a transfer of the business of other companies or private companies for the company;
 - (3) Execution, amendment or termination of an agreement concerning lease of all or a substantial part of the business of the company;
 - (4) Assignment of the management of the business of the company to other persons;
 - (5) Amalgamation with other persons for the purpose of sharing profits and losses;
 - (6) Amendment of the memorandum or articles of association;
 - (7) Increase or reduction of the capital of the company or issue of debentures;
 - (8) Merger or dissolution of the company

Article 42 A shareholder who is specially interested in any given matter has no right to vote on such matter, except on the appointment of a director.

The provision of this article shall also apply to the case where a proxy has been appointed to be present at the meeting.