

Explanations on Registration to Attend the Meeting, Documents Required for Attending the Meeting, Method of Granting Proxy, Voting, Vote Counting, And Regulations Concerning Shareholders' Meeting and Voting

Registration to Attend the Meeting

1. Shareholder attending the meeting in person, or granting proxy to proxy holder, or administrator of the estate, or guardian or curator attending the meeting in person

The company will start the registration for attending the Annual General Meeting of Shareholder around 1 hour before the meeting starts from 9.00 a.m. onwards at Phothalai Leisure Park, Bannabhiromya Room, 28 Soi Yothinpattana 3, Praditmanuthum Road, Klongchan, Bangkok, Bangkok 10240 (the details appear in Attachment No. 9).

2. Shareholder appointing an Independent Director

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

Shareholder can notify the Company the intention to appoint an Independent Director to attend the Annual General Meeting of Shareholders by **dispatching the original copy** of all documents specified in "the Documents Required for Attending the Meeting" section No. 1.2, or 2.2, or 3.2, or 4.2 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

In this regard, **the complete and correct set of original documents specified in "the Documents Required for Attending the Meeting" must be received by the Company within business hours of 21st February 2023** since the document verification process might take time in order to verify the completeness and correctness in order to organize the meeting.

The Company reserves the right to decline the document appointing independent director 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.

The Documents Required for Attending the Meeting

1. Shareholder who is an Individual

- 1.1. Attendance in person:

- (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:

- (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 proxy form for the shareholder meeting (Attachment No. 8).
- (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. 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:

- (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:

- (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 proxy form for the shareholder meeting (Attachment No. 8).
- (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. 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:

- (1) The Notification of Meeting, which is sent together with the notice of the summoning of the meeting.
- (2) 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.
- (3) 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:

- (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 proxy form for the shareholder meeting (Attachment No. 8).
- (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. 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:

- (1) The Notification of Meeting, which is sent together with the notice of the summoning of the meeting.
- (2) 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.
- (3) 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:

- (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 proxy form for the shareholder meeting (Attachment No. 8).
- (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. The appointed independent director will vote for shareholder as specified in the proxy form.

Voting on the Meeting Agendas

1. In the event that shareholders who are present in person and/or the proxy holder according to the Proxy Form have to vote only one of which is approve, disapprove or abstain in each agenda.
2. In the voting session of each agenda, the chairman will propose to the meeting to cast the vote and ask if any shareholder disapproves or abstains from voting. Such shareholders, who disapprove or abstain, must sign their name and record their votes of disapproval or abstain on the ballot, then raise their hands so the ballot collecting staff will collect such ballots. The ballots of disapproval and abstain shall be counted to calculate the vote of each agenda. Shareholders, who have not raise their hands up, will be deemed to resolve to approve the matter as proposed to the meeting for consideration.

The ballots are considered invalid when there is no signature on ballot, or more than one box of vote are marked, or the ballot is completely crossed out.

3. In the event a shareholder has granted proxy to the proxy holder to be present at the meeting and can consider matters and pass resolutions on his/her behalf in every respect as he/she thinks fit, the same voting method, as that for shareholders present in person, will be used.
4. In the event of presence by proxy, if the shareholder has specified the vote on each agenda item in the proxy form, the voting in that proxy form will be adhered to.
5. For the purpose of passing a resolution, only disapproval and abstain ballots shall be counted. The remainder will be deemed to constitute votes as approval, except for agenda item 5 regarding the election of directors, all ballots will be collected and the shareholders or proxy holders will be requested to sign their names on the ballots.
6. A meeting resolution 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.
7. Agenda 2 involves matters for acknowledgement and does not require resolution.
8. Agenda 8 depends on matters to be proposed by the shareholders. Pursuant to 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 the matters other than those specified in the meeting invitation.

Vote Counting

In counting votes for each agenda item, the disapproval and abstained votes, casted by the shareholders and proxy holders, will be deducted from the total votes of the shareholders attending the meeting and having the right to cast a vote for each agenda item. The remainder will be deemed to constitute votes as approval. The results will be counted against total votes of the shareholders attending the meeting and cast their votes which include approval votes, disapproval votes, and invalid ballots. The abstained votes will not be counted in accordance with the Public Limited Companies Act B.E.2535 section 107 (1) and the Company's articles of association no.41 (1) except agenda item 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 the vote counting for each agenda item, the Company will announce the voting results as approval, disapproval, abstention, or invalid ballots as a percentage of total votes. For the agenda item concerning the election of directors, the Company will announce the voting results for individual directors.

Facilitation assisted Shareholders who grant a proxy to an independent director

For facilitating Shareholders who grant a proxy to an independent director, the entire 2023 Annual General Meeting of Shareholders via Electronic medium will be recorded and published after the meeting day through the Company's website, <http://pico-th.listedcompany.com/webcast.html>

If you have any questions regarding the Annual General Meeting of Shareholders, 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

[Email companysecretary@picothai.com](mailto:companysecretary@picothai.com)

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

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.