

**Criteria for Minority Shareholders to Propose the Agenda
and to nominate the Candidate for Being a Director
(the “Candidate”) at the AGM in Advance**

1. Objective

Asphere Innovations Public Company Limited (“Company”) has a strong intention to maintain an appropriate management with the highest effectiveness and efficiency acceptable to the shareholders and the other stakeholders as a company with Good Corporate Governance.

To allow the minority shareholders to propose an agenda to the Company’s Annual General Meeting of Shareholders (the “AGM”) and to nominate the Candidate in advance is considered as part of Company’s Good Corporate Governance in order to show the equitable and fairness treatment of all shareholders. In addition, for clarity and transparency of the procedures and methods for consideration, Company has set up the criteria to allow the minority shareholder to propose the agenda and to nominate the Candidate before the AGM. By this mean, it will ensure that the agenda will be delicately selected and able to perform his or her duties effectively to attain the highest benefits of the Company and the stakeholders and also to affirm the conformity to Good Corporate Governance.

2. Definitions

“Board” means the Board of Directors of Asphere Innovations Public Company Limited;

“Director” means the Director of Asphere Innovations Public Company Limited.

“AGM” has the meaning as described above;

3. The Qualifications of Shareholders

The shareholders who wish to propose the agenda or to nominate to Candidate must possess the following qualifications:

3.1 Being the shareholder(s) or the Company which can be either one shareholder one combined shareholders.

3.2 Minimum Number of Shares Being Held:

3.2.1 Holding not less than 5 percent of the total voting rights of the Company or

3.2.2 Holding not less than 100,000 shares of the Company for a continuous period of at least one year.

- 3.3 Must hold those shares as stipulated in 3.2 on the date on which the agenda or the Candidate is proposed.
- 3.4 Must hold those shares as stipulate in 3.2 on the book-closing date in order to determine the right of the shareholders to attend the AGM of that year.

Please note that, if, after Company having checked the name of the shareholder(s) on the book-closing date (as stipulated in 3.4) and it appears that such shareholder(s) in 3.1 does not hold the shares as stipulated in 3.2. Company reserves the right not to propose the agenda or the Candidate to the AGM for consideration ever though the same has been included in the notice of the AGM.

4. Proposal of the Agenda

- 4.1 The Proposal that will not be put as Agenda
 - 4.1.1 The proposal that violates the laws, rules, regulations of any government agencies or other government authorities supervising the Company or is not in compliance with the objectives, the Articles of Association, the shareholders' resolution, the Good Corporate Governance of the Company.
 - 4.1.2 The proposal that is beneficial only to a specific person or group.
 - 4.1.3 The proposal that is within the power and authority of the Board, but it causes the material effect to the shareholders in general.
 - 4.1.4 The proposal that deals with the matter in the ordinary cause of business of the Company and the information referred to by the shareholder(s) does not indicate any irregularity.
 - 4.1.5 The proposal that deals with the matter which the Company has already done.
 - 4.1.6 The proposal that is beyond the control of the Company.
 - 4.1.7 The proposal that the shareholder proposed in the shareholders' meeting during the past 12 months and was voted in favor by less than 10% of total voting rights of the Company and the facts of the said matter have not been changed in a material manner.
 - 4.1.8 The proposal that contains incomplete or incorrect information or the shareholders who has proposed the proposal cannot be contacted.
 - 4.1.9 The proposal proposed by the shareholder who does not have the qualifications as stipulated above in Item No.3.

4.2 Consideration Procedures

- 4.2.1 The shareholder who possesses the qualification as set in Item No.3 must submit the form of AGM Agreement Proposal (Form A) to the Board or send the proposal unofficially through corporate secretary's email address at weena@asphere.co before sending the original to the Board. In this regard, the original signed by the shareholder, the evidence issued by the Stock Exchange of Thailand, together with supporting documents beneficial for the Board's consideration (if any) must be delivered to the Company within January 31st, 2024, in order to allow the Board to have adequate time for consideration.
- 4.2.2 In case that there are a number of shareholders, who have the qualification as stipulated in Item No.3, jointly propose the agenda to the Board, the first shareholders must fill part (1) and (2) of Form A completely and affix their names as evidence separately, then gather each of those Form A, the evidence of shareholding, and other supporting documents (if any) together as one single set of submission to the Board. The alternative is to proposal unofficially before submitting the original in accordance with the details in 4.2.1 above.
- 4.2.3 In case that one or more than one shareholders, who have the qualifications as required in Item No.3, propose more than one Agenda, the shareholders must fill Form A separately (One Form A per One Agenda), or may send the proposal unofficially before submitting the original according to the detail in 4.2.1 above.
- 4.2.4 The Corporate Secretary will initially review the proposal for the Board as follow:
- (1) In case the information provided is incomplete or incorrect, the Corporate Secretary will notify the shareholders of the same within February 14th, 2024. If the shareholder fails to correct and submit the revised original to the Company within February 20th, 2024, the Corporate Secretary will notify the shareholders that the proposal is not accepted.
 - (2) In case the shareholders are not fully qualified as stipulated in Item No.3, the Corporate Secretary will notify the shareholders that their proposal is not accepted within February 20th, 2024.
 - (3) The Corporate Secretary will propose the proposal that does not fall within (1) or (2) above to the Board meeting to be held within February 2024.
- 4.2.5 The Board will consider the proposal that does not fall under any of No. 4.1.1 -4.1.9 unless the Board considers otherwise.
- 4.2.6 The proposal approved by the Board, along with the Board opinion will be included as part of the agenda of the AGM. For the proposal disapproved by the Board, the Company

will promptly inform the shareholders of the same with the reason of the Board's refusal through the SET's channel after the Board meeting or the next working day. Such information will be posted on the Company's website at <https://investor.asphere.co/th/downloads/shareholders-meetings> and announced to all shareholders at the AGM.

5 The Nomination of the Candidate

5.1 Candidate Qualifications

The Candidate must have the following qualification:

5.1.1 Having the qualifications according to the Public Company Act, Securities and Exchange Act and other related laws, rules, regulations, announcements, together with the Good Corporate Governance of the Company;

- (1) 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 loyalty. The candidate must be able to attend the Director's meeting regularly, study meeting agendas in advance, and productively participate in the meeting in a straightforward manner. The Candidate must also be a reputable businessperson with integrity and recognized by the society;
- (2) Having good knowledge required for the business of the Company, i.e., online business, entertainment business, business administration, marketing, international business, accounting, finance, law, Technology, economic and science; and
- (3) Should not serve many board positions at the same time.

5.2 Consideration Procedures

5.2.1 The shareholder who possesses the qualifications as set out in Item No.3 must submit the form of Nominating Candidate (Form B.) to the Board or may submit the proposal unofficially through corporate secretary's email address at weena@asphere.co, before sending the original to the Board. In this regard, the original signed by the shareholder must be delivered to the Company within January 31st, 2024, together within the following documents:

- (1) The evidence of shareholding in 3.2 and 3.3, namely, the certified letter of the securities company or other evidences issued by the Stock Exchange of Thailand;
- (2) The evidence of the Candidate's consent;

(3) Supporting documents of the Candidate's qualifications, including the educational background and work experiences (Curriculum Vitae); and

(4) Other supporting documents beneficial for the Board's consideration (if any).

5.2.2 In case that there are a number of the shareholders, who have the qualifications as required in Item No.3., nominate the Candidate to the Board, the first shareholders must fill form B completely and affix his or her name as evidence. The rest of shareholders must fill in part (1) and (2) of form B completely and affix their names as evidence separately than gather each of those Form B, the evidence of shareholding, and supporting documents (if any) together as one single set for submission to the Board. The alternative is to send the proposal unofficially before submitting the original in accordance with the details in 5.2.1 above.

5.2.3 In case one or more than one shareholders nominate more than one Candidates, the shareholders must fill Form B separately (One Form B per One Candidate), or may send the proposal unofficially before submitting the original accounting to the details in 5.2.1 above.

5.2.4 The Corporate Secretary will initially review the proposal for the Board as follow:

(1) If the information provided is incomplete or incorrect, the Corporate Secretary will notify the shareholders of the same within February 14th, 2024. If the shareholder fails to correct and submit the revised original to the Company within February 20th, 2024, the Corporate Secretary will notify the shareholders that the proposal is not accepted.

(2) If the Candidate does not have the qualification as required in 5.1 or the shareholder does not have qualification as required in 3, the Corporate Secretary will notify the shareholders that the proposal is not accepted within February 20th, 2024.

(3) The Corporate Secretary will propose the proposal that does not fall within (1) or (2), to the Board for their consideration within February 2024.

5.2.5 The Board will consider the qualifications of the Candidate.

5.2.6 The names of the Candidate approved by The Board, along with the Board opinion will be included in the agenda of the AGM. For the disapproved Candidate(s), the Company will promptly inform the shareholders of the same with the reason of the Board's refusal through the SET's channel after the Board meeting or the working day. Such information will be posted on the Company's website at <https://investor.asphere.co/th/downloads/shareholders-meetings> and announced to all shareholders at the AGM.