

# Procedures for Attendance Registration, Proxy Appointment and Voting at the Extraordinary General Meeting of Shareholders No. 1/2023 of Master Ad Public Company Limited

# 1. Procedures for Attendance Registration and Proxy Appointment

The Company will allow the shareholders and/or proxies to register starting at 12.00 p.m. on the day of the meeting. Since the Company utilizes a Barcode system for registration and vote counting during the meeting, shareholders and/or proxies are requested to bring the meeting invitation letter (registration form with QR Code) together with the following documents to present on the day of the meeting:

- (1) Individual Shareholder
- (1.1) Attendance in person:

A valid photographic identification document issued by a governmental agency, e.g., Thai nationality identification card, government identification card, driving license or a passport.

- (1.2) Attendance by proxy:
  - (a) A Proxy Form A, or Form B, that has been correctly and completely filled in, signed by the grantor and the proxy, and affixed with THB 20 duty stamp, which must be crossed out and dated upon appointment of the proxy. In this regard, the Company will assist in providing the necessary stamp duties for proxies.
  - (b) A copy of an identification document of the grantor issued by a governmental agency as referred to in Clause (1.1), which has been certified as true and correct by the grantor.
  - (c) An identification document of the proxy issued by a government agency as referred to in Clause (1.1).
- (2) Juristic Person Shareholder
- (2.1) Attendance in person by authorized representative(s):
  - (a) An identification document of the authorized representative(s) issued by a governmental agency as referred to in Clause (1.1).
  - (b) A copy of the shareholder's affidavit, issued no later than 6 months prior to the meeting date, containing a statement showing that such authorized representative(s) who attends the meeting is empowered to act on behalf of the juristic person, and which has been certified true and correct by the authorized representative(s).
- (2.2) Attendance by proxy:
  - (a) A Proxy Form A or Form B, that has been correctly and completely filled in, shall be signed by the grantor and the proxy, and affixed with THB20 duty stamp, which must be crossed out and dated upon appointment of the proxy. In this regard, the Company will assist in providing the necessary stamp duties for proxies.
  - (b) A copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the proxy form is the authorized representative(s) of the juristic person, and which has been certified as true and correct copy by such authorized representative(s)



- (c) A copy of identification document of the authorized representative(s) of the shareholder, who signs the proxy form, issued by a governmental agency as referred to in Clause (1.1), which has been certified as true and correct by such authorized representative(s).
- (d) An identification document of the proxy issued by a government agency as referred to in Clause (1.1).
- (3) Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository.

## (3.1) Documents from custodian:

- (a) A Proxy Form C that has been correctly and completely filled in, signed by the custodian's authorized representative(s) as the grantor and the proxy(ies), and affixed with THB20 duty stamp, which must be crossed out and dated upon appointment of the proxy. In this regard, the Company will assist in providing the necessary stamp duties for proxies.
- (b) A document confirming the license to engage in the custodian business.
- (c) A copy of the custodian's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the proxy form is empowered to act on behalf of the custodian, and which has been certified as true and correct copy by the custodian's authorized representative(s).
- (d) A copy of an identification document of the custodian's authorized representative(s), who signs the proxy form, issued by a governmental agency as referred to in Clause (1.1), which has been certified as true and correct by such custodian's authorized representative(s).
- (e) An identification document of the proxy issued by a government agency as referred to in Clause (1.1).

#### (3.2) Documents from shareholder:

- (a) A power of attorney from the shareholder authorizing the custodian to sign the proxy form on his/her behalf.
- (b) In the case of an individual shareholder:

A copy of an identification document of the shareholder issued by a governmental agency as referred to in Clause (1.1), which has been certified as true and correct by the custodian's authorized representative(s).

- (c) In the case of a juristic person:
  - A copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the power of attorney in Clause (3.2) (a) is empowered to act on behalf of the juristic person, and certified as true and correct by the custodian's authorized representative(s).
  - A copy of an identification of the authorized representative(s) of the shareholder, who signs the power of attorney, issued by the governmental agency as referred to in Clause (1.1), which has been certified as true and correct by the custodian's authorized representative(s).



For supporting documents for registration and/or proxy appointment and/or any documents that you submitted to the Company which may contain sensitive data, such as race, blood type, and religion, which are not required for the purpose of holding the Shareholders' Meeting, the Company would like to inform that the Company has no intention to collect or use such data. As such, the Company requests that you delete or conceal such data before submitting the documents to the Company. In the event that you have not taken such action, it shall be deemed that you have authorized the Company to delete or conceal such data on their behalf to prevent us from unnecessarily collecting your sensitive data. In this regard, such documents shall be valid and legally binding in all respects.

Should any document presented not be made in Thai or English, a Thai or English translation must be provided together with such document. The translation must be certified correct translation by the shareholder or the authorized representative(s) of the shareholder (as the case may be). The Company reserves the right to make an exception for any of the documents or evidence above as the Company deems appropriate.

## 2. Vote Casting and Counting

- One share shall have one vote.
- A shareholder attending the meeting in person and a proxy holding Proxy Form A or Form B must cast his/her votes in one of the following manners, i.e., approval, disapproval or abstention, and may not split his/her votes in each agenda item.
- A proxy who is appointed by the custodian under Proxy Form C may split his/her votes in each agenda item.
- The Company will provide the voting cards to (a) the shareholders attending the meeting in person, (b) the proxies appointed under Proxy Form A and (c) the proxies appointed under Proxy Form B and Form C in the event that the grantor has specified in the proxy form that the proxy shall have the rights to consider and vote on his/her behalf as the proxy deems appropriate.
- In the event the grantor has specified the voting instruction in the proxy form, the Company will record such votes together with the registration to attend the meeting of the proxy and will not distribute the voting cards to the proxy.
- In casting the votes for each agenda, the Company will collect only the voting cards from the shareholders or the proxies who disapprove or abstain from voting. Such shareholders or proxies must write their votes for disapproval or abstention in the voting card, and hand in such voting cards to the Company's officer at the time of vote casting for each agenda item. In counting the votes, the Company will deduct the votes of the shareholders or proxies who disapprove or abstain from voting, and the invalid voting cards from all of the votes.
- Any shareholders or proxies who do not hand in the voting cards to the Company's officer shall be deemed as having approved such agenda item. In this regard, the shareholders or proxies who vote to approve are requested to write their votes for approval in the voting card and hand in such voting cards to the Company's officer after the meeting is adjourned. In the case where the vote is not clearly written or is amended without a signature on the voting card, such voting card is deemed to be invalid.
- Before casting the votes in each agenda item, the chairman of the meeting or the person designated by the chairman of the meeting will allow the shareholders and the proxies to inquire or comment on the issues related to such agenda item as appropriate. In this regard, the shareholders or the proxies are requested to provide their names and surnames to the meeting before making any inquiry or comment.



- Resolutions of the meeting require the following votes:

<u>In ordinary cases</u>, a resolution of the meeting requires a simple majority vote of the shareholders attending the meeting and casting their votes.

<u>In other cases</u>, as specified otherwise by laws or the Company's Articles of Association, a resolution of the meeting shall be in accordance with the laws or the Company's Articles of Association. The Company has remarked the required resolution for each agenda item in the invitation.

- In the case of a tie, vote the chairman of the meeting shall have a casting vote.
- A shareholder or a proxy who has any special interests in any matter shall not be entitled to vote on such matter.
- The vote counting will be conducted immediately and the chairman of the meeting or the person designated by the chairman of the meeting will announce the voting results to the meeting after the completion of the vote counting in each agenda item.