



Goodyear (Thailand) Public Company Limited  
50/9 Moo 3, Paholyothin Road KM 36,  
Klong Nueng Sub-District, Klong Luang District,  
Pathumthani 12120, Thailand.  
Tax ID No. 0107537001188  
Tel. +66 2909 8080

บริษัท กู๊ดเยียร์ (ประเทศไทย) จำกัด (มหาชน)  
50/9 หมู่ที่ 3 ถนนพหลโยธิน ก.ม. 36  
ตำบลคลองหนึ่ง อำเภอคลองหลวง  
จังหวัดปทุมธานี 12120  
เลขประจำตัวผู้เสียภาษี 0107537001188  
โทรศัพท์ 0 2909 8080

## **Criteria for Minority Shareholders to Propose AGM Agenda and to Nominate Director in Advance of Year 2024**

### **1. Objective**

Goodyear (Thailand) Public Company Limited (Goodyear) has set up the explicit and transparent criteria for shareholders to propose AGM agenda and nominate the director in advance to follow the conformity of the Good Corporate Governance with the purpose of assuring the equitable and fairness treatment of all shareholders and ensuring that the agenda will be carefully selected and truly beneficial to the Company and that the nominated director has suitable qualification.

### **2. Definition**

“Company” means Goodyear (Thailand) Public Company Limited

“Agenda” means Agendas of the 2024 Annual General Meeting of Shareholders of Goodyear

“Board” means Board of Directors of Goodyear (Thailand) Public Company Limited

“Director” means Director of Goodyear (Thailand) Public Company Limited

### **3. The qualification of shareholder**

The shareholders who wish to propose the Agenda or to nominate the director must possess the following qualifications:

- (1) Being the shareholder of the Company either individually or collectively.
- (2) Holding shares and entitled to vote in aggregate not less than 5 percent of the total number of voting rights of the Company which is not less than 370,000 shares on the date of proposing Agenda or nominating the director.

### **4. Proposal of the Agenda**

#### **4.1 Method for proposal**

- (1) The Agenda must be proposed by shareholder who possesses the qualifications set out in Clause 3.
- (2) Shareholder must fill in the “Agenda Proposal Form for the 2024 Annual General Meeting of Shareholders (Form A)” and submit the original Form A together with



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other supporting document as required by Company to the Company's address below from September 1, 2023 until December 31, 2023 in order to allow the Board for adequate consideration. However, the shareholder can submit Form A to the Company unofficially through email at [gyth\\_cosc@goodyear.com](mailto:gyth_cosc@goodyear.com) before submitting the original form.

- (3) In case shareholders have unified to propose the agenda, each shareholder must fill in Form A and sign their name as evidence separately. Then the form should be gathered and submitted into one set.

#### 4.2 Method of consideration

(1) The Board shall consider the appropriateness of the proposed Agenda and reserve the right not to include the following matters as Agenda of the meeting:

- (1.1) Matters proposed by the shareholder who fill in incomplete or none or incorrect information or insufficient of supporting information or is unable to contact or do not follow the Articles of Association of the Company.
- (1.2) Matters that defined in section 89/28 of the Securities and Exchange Act B.E. 2535<sup>1</sup> (as amended), or violate the laws, rules, regulations of government agencies and other governing agencies or that are not compliant with the objectives, the Articles of Association, the Shareholders' resolution and the Good Corporate Governance and Business Conduct Manual of the Company.
- (1.3) Matters that the Company has already implemented.

The Board's decision shall be final.

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<sup>1</sup> (1) the proposal does not comply with the rules as specified in the first paragraph of clause 89/28;  
(2) the proposal is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter;  
(3) the proposal is beyond the company's power to produce the purposed result;  
(4) the proposal was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;  
(5) any other cases as specified in the notification of the Capital Market Supervisory Board.



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(2) The proposals approved by the Board shall be included as Agenda of the AGM.

(3) In cases where the Board refuses to include the matter proposed by the shareholders in the agenda of the meeting, the Company shall notify as the matter for acknowledgement at the meeting and shall specify the following information in the Invitation Letter to the AGM:

1. Reason of the Board's refusal.
2. The contents "In cases where the shareholders pass a resolution, with a majority vote of the total number of the shareholders present at the meeting and having the right to vote, to include the matter proposed by the shareholders in the Agenda of the meeting, the Board shall include such matter in the Agenda of the next shareholders' meeting".

## 5. Proposal of Director Nomination

### 5.1 Method of proposal

- (1) The candidate must be nominated by shareholder who possesses the qualifications set out in Clause 3.
- (2) The shareholder must fill in "Proposal Form for Director Nomination (Form B)" and the resume of director nominee Form (Form C) and submit the original Form B and Form C together with the supporting documents as required by the Company to the Company's address below from September 1, 2023 until December 31, 2023 in order to allow the Board for adequate consideration. However, the shareholder can submit such forms to the Company unofficially through email at [gyth\\_cosc@goodyear.com](mailto:gyth_cosc@goodyear.com) before submitting the original form.
- (3) In case shareholders have unified to nominate director, each shareholder must fill in Form B and sign their name as evidence separately. Then the form should be gathered and submitted into one set.

### 5.2 Method of consideration

- (1) The Board shall consider appropriateness of the nominated candidate who must possess the following qualifications:



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- (1.1) Having the full qualifications according to the Public Company Act, the Securities and Exchange Act, the Good Corporate Governance and the Business Conduct Manual of the Company.
- (1.2) Having knowledge and skill significantly beneficial to the Company's business.
- (1.3) Should not serve more than 5 board positions in listed companies.  
The Board's decision shall be final.
- (2) The name of candidate approved by the Board along with the Board's opinion will be included in the Agenda.
- (3) For the candidate disapproved by the Board, the Company shall inform the shareholders of the same with the reason of the Board's refusal as a matter of acknowledgment at the AGM.