

Criteria for Shareholders to Propose Agenda Items and Nominate Candidates for Directorship for the Annual General Meeting of Shareholders

1. Objective

Humanica Public Company (“the Company”) places great importance on and supports the exercise of shareholders’ rights in accordance with the principles of good corporate governance. Therefore, the Company provides an opportunity for shareholders to participate in proposing agenda items for the Annual General Meeting of Shareholders and nominating qualified candidates for election as directors of the Company.

2. Proposing Agenda Items

2.1. Eligible proponent

A shareholder or group of shareholders holding at least 5 percent of the total voting rights of the Company as of both the proposal submission date and the record date for the meeting shall be eligible to propose an agenda item for consideration.

2.2. Submitting proposals

Shareholders shall complete the Agenda Proposal Form for the Annual General Meeting of Shareholders by clearly indicating the proposed subject and specifying whether it is proposed for acknowledgment or for consideration.

A brief description of the rationale and relevant supporting documents, as specified in Clause 2.1, must be attached.

2.3. Consideration of proposed agenda items

The Board of Directors will consider the appropriateness of each proposed agenda item. The proposal will be excluded if it meets any of the following conditions:

- It is against laws, regulations, or the Company’s objectives, Articles of Association, or resolutions of shareholders’ meetings, or inconsistent with good corporate governance and business ethics principles.
- It is not beneficial to the Company’s operations or intended to benefit a particular person or group.
- The proposed matter has already been fully implemented by the Company.
- It falls outside the authority of the shareholders’ meeting.
- It is a matter that was proposed to the shareholders within the past 12 months and received support vote of less than 10% of total voting rights, without any significant change in the underlying facts.
- The shareholder provides incomplete or incorrect information, cannot be contacted, or fails to comply with the Company’s requirements.

3. Nominating Candidates for Directorship

3.1. Eligible proponent

The proponent must be the Company's shareholder as of both the proposal submission date and the record date for the meeting.

3.2. Nominating candidates

Shareholders shall complete the Director Nomination Form, enclosing the nominee's CV together with written consent and a signed certification confirming the accuracy of the information provided.

Supporting documents as specified in Clause 3.1 must also be attached.

3.3. Consideration of nominated candidates

The Board of Directors will review the following qualifications of the nominated individuals:

- The nominee must possess qualifications and no prohibited characteristics under the Public Limited Companies Act, SEC regulations, and the Company's requirements.
- The nominee should have knowledge and expertise beneficial to the Company's business strategy, such as technology and digital, cybersecurity, investment, finance, risk management, or sustainable business practices.
- The nominee must demonstrate integrity, honesty, and ethical business conduct.
- The nominee must have sufficient time to perform duties, and shall hold directorship in no more than four other listed companies.

4. Submission Channel

Shareholders are requested to submit their proposals together with complete supporting documents to the address below within the period specified by the Company.

Company Secretary Office

Humanica Public Company Limited

No.2, Soi Rongmuang 5, Rongmuang Road, Rongmuang, Pathumwan, Bangkok 10330

Agenda Proposal Form for the Annual General Meeting of Shareholders

I, (Mr. / Miss / Mrs.).....

Address.....

..... Phone number.....

E-mail..... Holding a total of Shares in Humanica Pcl.

Would like to propose the agenda item for the Annual General Meeting of Shareholders

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As an agenda for acknowledgement for consideration. The supporting documents checked below are attached herewith.

- Brief details and supporting documents for the proposed matter and agenda item above.
- Evidence of the Company's shareholding (e.g., a certified true copy of share certificates, a certification issued by a securities company, or other evidence issued by the Stock Exchange of Thailand, or Thailand Securities Depository Co., Ltd.), indicating that the shareholder(s) collectively hold not less than 5% of the total voting rights of the Company.
- In the case of an individual shareholder - A certified true copy of the ID card or passport and evidence of change (if any)
- In the case of a juristic person - A certified true copy of the company's affidavit and a certified true copy of the ID card or passport of the authorized director(s) who sign(s) this Form.

Shareholder's signature _____

(_____)

Date _____

Director Nomination Form

I, (Mr. / Miss / Mrs.).....

Address.....

..... Phone number.....

E-mail..... Holding a total of Shares in Humanica Pcl.

Would like to nominate (Mr. / Miss / Mrs.)

as the candidate for directorship. The supporting documents checked below are attached herewith.

- CV of the nominated candidate
- Proof of consent and signed confirmation of the accuracy of the information by the nominee.
- Evidence of the Company's shareholding (e.g., a certified true copy of share certificates, a certification issued by a securities company, or other evidence issued by the Stock Exchange of Thailand, or Thailand Securities Depository Co., Ltd.), indicating that the shareholder(s) collectively hold not less than 5% of the total voting rights of the Company.
- In the case of an individual shareholder - A certified true copy of the ID card or passport and evidence of change (if any)
- In the case of a juristic person - A certified true copy of the company's affidavit and a certified true copy of the ID card or passport of the authorized director(s) who sign(s) this Form.

Shareholder's signature _____

(_____)

Date _____