

Criteria for Shareholders to Propose Agenda Items for the Annual General Meeting of Shareholders and to Nominate Qualified Candidates for Election as Directors

Objective

In compliance with the principles of good corporate governance, AIRA Factoring Public Company Limited (the “Company”) deems it appropriate to provide an opportunity for its shareholders to propose matters to be included as agenda items for the Annual General Meeting of Shareholders and to nominate qualified candidates for election as directors in advance of the Annual General Meeting of Shareholders, in accordance with the following criteria.

1. Qualifications of Shareholders

Shareholders who wish to propose an agenda item or nominate a candidate for election as a director must possess the following qualifications:

- 1.1 Be a shareholder of the Company, either individually or jointly with other shareholders.
- 1.2 Hold shares in an amount not less than 5 percent of the total issued and paid-up shares of the Company.
- 1.3 Hold shares in the Company continuously for a period of not less than 12 months, counting from the date of shareholding until the date of submission of the proposed agenda item or nomination of director candidate.

2. Proposal Period

In order to allow the Board of Directors sufficient time to consider and screen the information, shareholders are requested to submit their proposals during the period from **September 1, 2025 to December 1, 2025**.

3. Submission Method

Shareholders who meet the qualifications under Item 1 may propose matters to be included in the agenda of the Annual General Meeting of Shareholders or nominate a candidate for election as a director in advance by completing the following forms:

- Form A: Proposal of Agenda Item for the Annual General Meeting of Shareholders
- Form B: Nomination of Candidate for Election as Director at the Annual General Meeting of Shareholders
- Form C: Information of the Nominated Candidate for Election as Director at the Annual General Meeting of Shareholders

All forms must be duly completed, accompanied by relevant and complete supporting documents, and submitted to the Company no later than **December 1, 2025**, at the following address:

The Company Secretary
AIRA Factoring Public Company Limited
188 Spring Tower Building, 12A Floor, Unit 6-10,
Phayathai Road, Thung Phayathai, Ratchathewi,
Bangkok 10400

4. Proposals

4.1 Matters Not Eligible for Inclusion in the Agenda

The following matters will not be included in the meeting agenda:

- (1) Matters that are contrary to the law, notifications, regulations, and rules of government agencies or supervisory authorities, or those that are not in accordance with resolutions of the shareholders' meeting.
- (2) Matters that are proposed for the benefit of a particular person or group of persons.
- (3) Matters that fall within the authority of the Board of Directors' management, except in cases where such matters may cause significant damage to shareholders as a whole.
- (4) Matters that the Company has already undertaken.
- (5) Matters beyond the authority of the Company to undertake.
- (6) Matters in which shareholders provide incomplete or incorrect information or where they cannot be contacted.
- (7) Matters proposed by shareholders who do not meet the qualifications specified in Item 1.

4.2 Qualifications and Prohibited Characteristics of Directors

A person nominated as a director must have the following qualifications and must not possess any of the prohibited characteristics:

- (1) Have a clean personal record without disgraceful history.
- (2) Possess the qualifications and not have any prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, and the Company's Good Corporate Governance practices.
- (3) Have knowledge and expertise essential to the Company's business.
- (4) Maintain independence and perform director duties with due care and integrity.
- (5) Possess vision, the ability to see the overall picture of the business, and make systematic decisions.
- (6) Have good interpersonal skills, integrity, effective communication skills, and appropriate personality.
- (7) Should not serve as a director of too many other companies simultaneously.

5. Consideration Procedures

- (1) In the case where several shareholders combine and collectively meet the qualifications under Item 1 to propose an agenda item, each shareholder must complete Form A in full and sign as evidence. All completed Forms A, together with shareholding evidence and supporting documents (if any), must be compiled into a single set.

(2) In the case where one or more shareholders who meet the qualifications under Item 1 propose more than one agenda item, the shareholders must prepare one Form A per each proposed agenda item, duly signed as evidence.

(3) In the case where several shareholders combine and collectively meet the qualifications under Item 1 to nominate a director candidate, the first shareholder must fully complete Form B and Form C, duly signed as evidence. The second shareholder onward must complete Form B only and sign as evidence. All completed Forms B and C, together with shareholding evidence and supporting documents (if any), must be compiled into a single set.

(4) In the case where one or more shareholders who meet the qualifications under Item 1 nominate more than one person as director candidates, the shareholders must prepare one Form B and one Form C for each nominated candidate, duly signed as evidence, and attach all supporting documents of each nominated person.

The Company Secretary will conduct a preliminary screening before submission to the Board of Directors.

- For agenda items approved by the Board of Directors, such items will be included in the notice of the Annual General Meeting of Shareholders.
- For candidates approved by the Board of Directors, their names will be included in the agenda of the notice of the Annual General Meeting of Shareholders.

In the case where the proposed matters or candidates are not approved by the Board of Directors, the Company will notify the respective shareholders after the Board of Directors' meeting.