

**Guidelines for Appointment of Proxy, Registration,  
Documents for Registration,  
Vote Casting, Vote Counting and Meeting Procedures**

**Appointment of Proxy**

The shareholder can appoint any person or an independent director of the Company as his/her proxy to attend the meeting and cast the votes on his/her behalf. The Company has prepared proxy forms in accordance with the Notification of the Department of Business Development Re: Proxy Forms (No. 5) B.E. 2550 (2007) which prescribes 3 types of proxy form to be used for the meeting of shareholders:

**Form A.** is a general form that is simple and uncomplicated;

**Form B.** is an explicit form that sets out specific details of authorization;

**Form C.** is a form to be used specifically by shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository.

Thus, the Company has sent Proxy Form B. to the shareholders; otherwise, shareholders can download Proxy Form A., Form B. and Form C. from the Company's website at <https://www.ucity.co.th/en/investor-relations/document/shareholder-meetings>

**The appointment of proxy can be done as follows:**

Shareholders (other than shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository) may choose to use either Proxy Form A. or Form B. In any case, only one type of the proxy forms can be chosen. The Company recommends that shareholders use Proxy Form B. and instruct the vote casting for each Agenda Item, and thoroughly study the details of each Agenda Item before appointing a proxy;

The shareholders can further study on the appointment of proxy from the Notification of the Capital Market Supervisory Board Tor Jor. 79/2564 Re: Rules on General Persuasion Shareholders to Appoint the Proxy to Attend the Meeting and Cast the Votes at [www.sec.or.th](http://www.sec.or.th);

Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository may choose either Proxy Form A., Form B. or Form C. In any case, only one type of the proxy forms can be chosen;

A shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting and may not split his/her votes to multiple proxies to vote separately;

A shareholder who appoints a proxy must correctly and completely fill in the proxy form, sign the form by a grantor and a proxy(ies), and affixed with Baht 20 duty stamp, which must be crossed out and dated upon appointment of the proxy. For convenience, the Company will provide duty stamp for those who attend the meeting by proxy; and

A proxy must present Notice of Meeting Form (Registration Form with QR Code), a proxy form and other documents for registration to attend the meeting;

In case that any shareholder wishes to cancel their appointment of the proxy, please express your intention in written and send to the Company Secretary at the Company's address within Tuesday 22 November, 2022.

## Registration

The Company will open for the shareholders and/or proxies to register and verify the documents from 12.00 p.m. on Thursday, 24 November 2022 onwards at World Ballroom, 23<sup>rd</sup> Floor, Centara Grand and Bangkok Convention Centre at CentralWorld, No. 999/99, Rama I Road, Pathumwan Sub-District, Pathumwan District, Bangkok, 10330 as detailed in the Map of the Meeting Venue in Enclosure 12.

The Company reserves the rights to refuse the shareholders' and/or proxies' requests to withdraw the registration after the meeting begins or to register after the meeting is adjourned.

## Documents for Registration

The Company will use the barcode system for the registration and vote counting. Shareholders and/or proxies are requested to present the Notice of Meeting Form (Registration Form with QR Code) as per Enclosure 8 and the following documents at the registration desk:

### 1. Individual

#### 1.1 Attendance in person

A valid photographic identification document issued by a government agency, e.g., Thai nationality identification card, government identification card, driving license, or a passport. In case of name or surname change, documentary evidence to such effect must also be presented.

#### 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(ies), and affixed with Baht 20 duty stamp, which must be crossed out and dated upon appointment of the proxy;

(b) A copy of an identification document of the grantor issued by a government agency as referred 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 in Clause 1.1.

### Juristic Person

#### 2.1 Attendance in person by an authorized representative(s)

(a) An identification document of the authorized representative(s) issued by a government agency as referred in Clause 1.1;

(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 such authorized representative(s) who attends the meeting is empowered to act on behalf of the juristic person, and which has been certified as true and correct copy 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, signed by the grantor and the proxy(ies), and affixed with Baht 20 duty stamp, which must be crossed out and dated upon appointment of the proxy;

(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 an identification document of the authorized representative(s) of the shareholder, who signs the proxy form, issued by a government agency as referred 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 in Clause 1.1.

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 Baht 20 duty stamp, which must be crossed out and dated upon appointment of the proxy;

(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 government agency as referred 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 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 government agency as referred 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 which has been 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 government agency as referred in Clause 1.1, which has been certified as true and correct by the custodian's authorized representative(s).

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 evidences above as the Company deems it appropriate.

### **Vote Casting and Counting**

1. Each one ordinary share and preferred share shall have one vote.
2. 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. approve, disapprove or abstain, and may not split his/her votes in each Agenda Item.
3. A proxy who is appointed by the custodian under Proxy Form C. may split his/her votes in each Agenda Item.
4. The Company will provide the voting cards at the registration desk 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 right to consider and vote on his/her behalf as the proxy deems appropriate.
5. In the event that 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. In this regard, the Company will not distribute the voting cards to the proxy.
6. In casting the votes for each Agenda Item (except for Agenda Item 5: To consider the election of directors to replace those who will retire by rotation), the Company will collect only the voting cards from the shareholders or proxies who disapprove or abstain from voting. Such shareholders or proxies must write their votes for disapproval or abstention in the voting cards, and hand in such voting cards to the Company's officer at the time of casting the vote 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 officers 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 officers 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.
7. Before casting the votes in each Agenda Item, the chairman of the meeting or the person designated by the chairman of the meeting will give the shareholders and the proxies an opportunity 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.
8. Resolutions of the meeting require the following votes:
  - 8.1 In ordinary cases, a resolution of the meeting requires a simple majority vote of the shareholders attending the meeting and casting their votes;

8.2 In other cases 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;

8.3 In the case of a tied, the chairman of the meeting shall have an additional vote as the deciding vote;

8.4 A shareholder or a proxy who has any special interests in any matter shall not be entitled to vote on such matter.

9. 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 for each Agenda Item.

The Company will use the barcode system for registration and vote counting, and the Company will engage a legal advisor and/or a representative(s) from the minority shareholders to witness the vote counting to promote the principles of good corporate governance of the Company.

## Meeting Procedures

