

## Criteria for Trust Unitholder to propose the AGM agenda

### 1. Objective

IMPACT Growth Real Estate Investment Trust aims to comply with Good Corporate Governance, to treat all trust unitholders equitably.

To ensure the transparency of procedures, RMI Company Limited as REIT manager has set up the criteria with respect to the proposal of Annual General Meeting's (AGM) agenda as detailed below:

### 2. The qualifications of trust unitholders who are entitled to propose the AGM agenda

2.1 Being unitholders of the Trust

2.2 Holding or holding in aggregation, as the case may be, not less than 2% of the total issued and paid up unit of the Trust

2.3 Having held those units in 2.2 for at least 6 months in consecutive prior to the date of submission of the proposal

### 3. Proposal of the agenda

3.1 Criteria for the agenda proposal that will not be accepted as below:

- 1) Agenda proposal that violates the laws, notifications, rules, and regulations of the government agencies or the Trust's regulators and the Trust Deed.
- 2) Agenda proposal that shall be only beneficial to a specific person or group excluding the Trust obviously.
- 3) Agenda proposal touching the matters which are within the authority of the Board of Directors, but this is not to discourage trust unitholders from offering constructive suggestions.
- 4) Agenda proposal with matters which have been completed.
- 5) Agenda proposal for REIT manager to take action which beyond the power of control.
- 6) Agenda proposals from trust unitholders not fully qualified according to criteria No.2 or not submitted in a specific time period.
- 7) Agenda proposal that contains incorrect or incomplete information.
- 8) Agenda proposals that the Board of Directors deems irresponsible or unconstructive.

3.2 Conditions and Consideration Procedures

1) Qualified trust unitholders as defined in No. 2 may submit an advance copied form of the AGM Agenda proposal to the Board of Directors via facsimile at No. +662-833-5588 or email to REIT manager at [enquiry@rmicompany.co.th](mailto:enquiry@rmicompany.co.th) or the Trust's website

<http://investor.impactgrowthreit.com/agenda.html>

The original proposal form bearing the trust unitholder's signature, accompanied by evidence of the unit trust held, namely, a certified letter of the securities company or other evidences from the Thailand Securities Depository Co., Ltd. (TSD) must be delivered to REIT manager by April 28<sup>th</sup>, 2023. The original official proposal form and original other documents shall be sent to:

**Investor Relations Department**

RMI Company Limited

47/569-576 10<sup>th</sup> Floor, New Geneva office Building, Moo 3,

Popular 3 Road, Banmai Sub District, Pakkred District,

Nonthaburi 11120

(Proposal for AGM Agenda)

2) In the case that a group of qualified trust unitholders as No. 2 have joined together to propose AGM agenda to the Board of Directors, each trust unitholder must individually fill in and sign the form. The trust unitholders must provide the required documents. All original forms and certified copied of documents to be gathered into one set and send to REIT manager by April 28<sup>th</sup>, 2023.

3) Investor Relations department will gather all documents proposing to the Board of Directors to consider according to the following criteria:

- I. In case the information provided is incomplete or incorrect, the Investor Relations department will notify the trust unitholder by official letter within May 5<sup>th</sup>, 2023.
- II. In case the trust unitholder is not considered fully qualified according to criteria No. 2, the Investor Relations department shall notify the trust unitholder by official letter within May 5<sup>th</sup>, 2023.

4) The Board of Directors will consider the agenda proposal as per criteria defined in 3.1.

5) The agenda proposals approved by the Board of Directors will be included in the Agenda of the AGM invitation. For the agenda proposal disapproved by the Board of the Directors, REIT manager will notify the trust unitholder after the next weekday of the meeting date with the reason via the Trust's website and also notify it once again on the AGM's date.