

**Guidelines for Appointment of Proxy and Documents Required for Attending
the Trust Unitholders' Meeting by Electronic Means (e-Meeting)**

1. Proxy Form

S Prime Growth Leasehold Real Estate Investment Trust (“**SPRIME**”) 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 applied 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; and
- Form C is a form to be used specifically by trust unitholders who are foreign investors and have appointed a custodian in Thailand to be their trust units depository.

In this regard, SPRIME has enclosed Proxy Form A, Form B, and Form C for the trust unitholders. In addition, the trust unitholders can download Proxy Form A, Form B and Form C from SPRIME's website at www.sprimegrowth.com.

2. Proxy

Trust unitholders can appoint any person or an independent director of S REIT Management Company Limited (the “**Company**”) as their proxy to attend the meeting and cast the votes on their behalf according to the following procedures:

- (1) Trust unitholders may choose to use either Proxy Form A or Proxy Form B only, except for the unitholders who are foreign investors and appoint a custodian in Thailand to be their trust unit depository. In such case, Proxy Form C shall be chosen.
- (2) Trust unitholders may appoint any person or an independent director of the Company (as detailed in Enclosure 8) as their proxy by specifying his/her name and details of the proxy.
- (3) A trust unitholder 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, except for trust unitholders who are foreign investors and appoint a custodian in Thailand to be their trust unit depository and use Proxy Form C.
- (4) Trust unitholders are requested to affix THB 20 duty stamp on the Proxy Forms, cross out and date in order for the form to be valid and legally binding according to the laws.
- (5) Appointment of proxy
- (5.1) In case of appointing any person as the proxy to attend the e-Meeting

Trust unitholders or proxies shall follow Items 1. – 2. and submit the e-Request in advance (e-Request system is available 3 business days prior to the meeting date toward the adjournment of the meeting) for obtaining a Username and Password for further registration. For more details, please see Enclosure 6 regarding the guidelines, method and procedure for attending the trust unitholders' meeting via electronic Means (e-Meeting).

- (5.2) In case of appointing an independent director of the Company as the proxy to attend the e-Meeting

Trust unitholders shall follow the Items 1. – 2. and submit the original Proxy Form with those required documents to the Company. **No e-Request is required for this case.**

- (6) For the appointment of proxy, either per Item (5.1) or (5.2), it is required to submit the original copy of Proxy Form and specified documents to SPRIME, by 20 April 2023, at 5.00 p.m., at the following address:

Investor Relations Department
 S REIT MANAGEMENT COMPANY LIMITED
 No. 123 Suntower A, 31st Floor, Vibhavadi-Rangsit Rd.,
 Chom Phon, Chautuchak, Bangkok 10900
 (Annual General Meeting of Trust Unitholders)

3. Documents Required for Attending Trust Unitholders' Meeting via Electronic Means (e-Meeting)

(1) Individual

- (1.1) In the event that trust unitholders attend the e-Meeting on their behalf, trust unitholders shall submit a copy of valid photographic identification document issued by the governmental authorities, e.g. identification card, driver license, or passport, that has been signed to certify true copy. In case of name or surname change, documentary evidence to such effect must also be presented.
- (1.2) In the event that trust unitholders appoint a proxy to attend e-Meeting, the following documents are required.
- (a) A Proxy Form A or Proxy Form B that has been accurately and completely filled in, signed by the grantor and the proxy
 - (b) A copy of an identification document of the grantor issued by the government authorities as described in Item (1.1) above, which has been certified true and correct by the grantor
 - (c) A copy of the an identification document of the proxy issued by the governmental authorities, as described in Item (1.1) above, which has been certified true and correct by the proxy

(2) Juristic person

- (2.1) In the event that trust unitholders who are juristic persons attend the e-Meeting by their authorized representative, the following documents are required.
- (a) A copy of valid photographic identification document of the authorized representative issued by the governmental authorities, e.g., identification card, driver license, or passport, that has been signed to certify true copy. In case of name or surname change, documentary evidence to such effect must also be presented.
 - (b) A copy of the affidavit of the trust unitholder, which must be issued no later than 6 months prior to the meeting date, showing the name of such authorized representative(s) as person(s) having authority to act on the trust unitholder's behalf. Such copy must be certified

true and correct by the authorized representative(s), together with affixing the company's seal (if any).

- (2.2) In the event that trust unitholders who are juristic person appoint a proxy to attend e-Meeting, the following documents are required.
- (a) A Proxy Form A or Proxy Form B that has been accurately and completely filled in, signed by the authorized representative(s) (director(s)) and the proxy.
 - (b) A copy of the affidavit of the trust unitholder, which must be issued no later than 6 months prior to the meeting date, showing the name of such authorized representative(s) as person(s) having authority to act on the trust unitholder's behalf. Such copy must be certified true and correct by the authorized representative(s), together with affixing the company's seal (if any).
 - (c) A copy of an identification document of the authorized representative(s) issued by the government authorities as described in Item (1.1) above, which has been certified true and correct by the authorized representative(s).
 - (d) A copy of an identification document of the proxy issued by the governmental authorities, as described in Item (1.1) above, which has been certified true and correct by the proxy.
- (3) **Trust unitholders who are foreign investors and have appointed a custodian in Thailand to be their trust unit depository**
- (3.1) Documents from custodian
- (a) A Proxy Form C that has been accurately and completely filled in, signed by the custodian's authorized representative(s) as the grantor and the proxy(ies), and affixed with THB 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 the government authorities as referred in Item (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 the government authorities as specified in Item (1.1).
- (3.2) Documents from trust unitholder
- (a) A power of attorney from the trust unitholder authorizing the custodian to sign the Proxy Form on his/her behalf.

- (b) In the case of an individual trust unitholder
 - A copy of an identification document of the trust unitholder issued by the government authorities as specified in Item (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 trust unitholder'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 Item (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 trust unitholder, who signs the power of attorney, issued by the government authorities as specified in Item (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 trust unitholder or the authorized representative(s) of the trust unitholder (as the case may be).

(4) E-Request

Trust unitholders or the proxies who wish to attend the e-Meeting must submit an application through e-Request system in advance in order to obtain username and password before e-registering to attend the meeting. E-Request system shall be available for submission of application and required documents on 19 April 2023, 3 business days prior to the meeting date, toward the adjournment of the meeting. After verification of the application and required documents, the approval will be considered, and trust unitholders will then receive an e-mail confirmation to inform the username and password for e-registration as well as the link to attend the e-Meeting. The e-registration system will be available for trust unitholders to register their attendance to the meeting on 24 April 2023, at 12.00 p.m., or early 2 hours prior to the meeting.

For more details, please see [Enclosure 6](#) regarding the guidelines, method and procedure for attending the trust unitholders' meeting via electronic means (e-Meeting).

(5) E-Vote Casting

- (5.1) One trust unit shall have one vote. Trust unitholders or proxies attending the meeting can cast their votes in one of the following manners, i.e., approve, disapprove, or abstain. No trust unitholder can split their votes (except for the vote casting from the custodian).
- (5.2) Vote casting by the proxy
 - (a) In the event that the grantor has specified the voting instruction in the Proxy Form, SPRIME will record such votes, together with the registration to attend the meeting of the proxy.
 - (b) In the event that the grantor has not specified the voting instruction for any agenda in the Proxy Form, or the voting instruction is unclear, or the meeting considers additional agenda aside from the agenda stipulated in the Proxy Form as well as any changing and adding of the fact thereon, the proxy is able to consider and cast his/her vote as deemed appropriate.

(6) Vote counting and announcement

- (6.1) Chairperson of the meeting or any person designated by the Chairperson will inform vote casting procedure before commencement of the meeting.
- (6.2) Chairperson will announce the vote casting period for each agenda and allow trust unitholders or proxies to cast their vote via the e-Voting system. Any change to the vote can be exercised until the vote casting period ends.
- (6.3) Upon the end of defined vote casting period, all votes will be counted immediately according to the counting criteria of each agenda. The announcement of voting result will be done at the end of such agenda.
- (6.4) By means of the e-Voting system, there shall be no voting card. Therefore, the voided ballot is not applicable.

Number of trust unitholders attending the meeting is subject to change at different point of time due to additional attendees register or exit during the e-Meeting. In addition, SPRIME will engage a legal advisor and/or a representative(s) to witness and verify the vote counting.

Resolutions of the trust unitholders' meeting requires the following votes:

- 1. In ordinary cases, a resolution of the meeting requires a simple majority vote of the trust unitholders attending the meeting and casting their votes.
- 2. In other cases, as specified otherwise by laws, a resolution of the meeting shall be in accordance with the laws. SPRIME has remarked the required resolution for each agenda item in the Invitation.
- 3. In the case of a tied, the Chairperson of the meeting shall have an additional vote as the deciding vote.
- 4. A trust unitholder or a proxy who has any special interests in any matter shall not be entitled to vote on such matter.