

Criteria to propose agenda in advance for the 2023 Annual General Meeting (AGM) of Unitholders

Objective

Prospect REIT Management Co., Ltd. (“company” or “REIT Manager”) as the REIT Manager of Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust (“PROSPECT REIT”), recognizes the principles of good corporate governance relating to protection of unitholder’s right and to foster equitable treatment to all unitholders, and believes that operating with good governance principles will help support the operation of PROSPECT REIT to be efficient, professional, and sustainable growth. That will lead to the greatest benefit of all stakeholders.

Criteria

1. Qualifications of unitholders who are entitled to propose agenda in annual general meetings.

- Must have held the trust unit no less than 2% of the total issued, and have held the trust unit for at least 3 months prior to the date of submission of the proposal.
- Which can be one unitholder or combined unitholders.


2. Procedures for proposing agenda in the annual general meetings.

The unitholders who are qualified according to the conditions as stipulated in criteria no. 1 are entitled to propose their suggested agenda by completing the “Agenda Proposal Form for Annual General Meeting of Unitholders for Year 2023” as attached or may informally inform the company e-mail address: info@prospectrm.com, prior to submitting the original copy of the “Agenda Proposal Form for Annual General Meeting of Unitholders for Year 2023” to the company thereafter.

The unitholders must submit the duly signed original of such form together with all the relevant documents and evidence to the company by December 23, 2022 at the following address:

*Prospect REIT Management Co., Ltd.
No. 345, 345 Surawong Building, 5th Floor
Surawong Road, Suriyawong,
Bangrak, Bangkok 10500
(Propose AGM agenda in advance for year 2023)*

In case of several unitholders combined propose an agenda, each of them must fill out the “Agenda Proposal Form for Annual General Meeting of Unitholders for Year 2023” and sign their name as evidence separately and gather to submit into one set. The unitholders have to fill out a name of

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contact person in form. When the company contacts the appointed contact person, it shall be deemed that the company contacts all unitholders.


Business Development and Investor Relations Department will gather all documents proposing to the Board of Directors of the company to consider according to the following criteria:

- 1) In case the information provided is incomplete or incorrect, Business Development and Investor Relations Department will notify the unitholder via official letter by January 16, 2023.
- 2) In case the unitholders are not considered fully qualified according to criteria No.1) Business Development and Investor Relations Department shall notify the unitholder by official letter by January 16, 2023.

The Board of Directors of the company will consider and approve the agenda as per all criteria. The agenda approved by the Board of Directors will be included in the Agenda of the AGM invitation. For the agenda not approved by the Board of the Directors, the company will notify the unitholder after the next day of the Board of Directors meeting date with the reason via the PROSPECT REIT 's website and notify will report on the AGM's date.

3. In order to effectively conduct the meeting, the company shall reserve the right to refuse to incorporate the agenda into the AGM agenda in any of the following circumstances.

- 1) Matters that violate to the laws, rules, regulations of government agencies or other governing agencies of the company and the PROSPECT REIT, or that are not complied with the Trust Deed.
- 2) Matters that are beneficial for specific person or group.
- 3) Matters that are under the company's management authority, except those leading to potentially significant damage to unitholders as a whole.
- 4) The proposal already undertaken by the REIT Manager.
- 5) Matters that are beyond the control of the REIT Manager.
- 6) Matters that are proposed by unitholders with insufficient information, and/or incomplete documents consideration, and/or submitted outside the specified period, and/or the company is unable to contact the unitholders who proposed meeting agenda for further information.
- 7) Matters that are proposed by unitholders who do not meet the qualifications as in the criteria No.1.
- 8) Other matters that the Board of Directors deems there are reasonable grounds to refuse to incorporate the unitholders' proposed agenda.



Part 3 Required documents/evidence to be attached to this proposal form.

- Unitholding evidence such as
 - [] Certified letter from securities companies, or other evidence from Thailand Securities Depository Company Limited or the Securities Exchange of Thailand or relevant custodians, or certified copies of the original share certificates.
- Personal identification
 - [] An individual unitholder is required to attach a certified true copy of his/her identification card or passport not expired (if such individual unitholder is a foreigner).
 - [] A corporate or juristic unitholder is required to attach a certified true copy of its Affidavit or Certificate of Incorporation together with a certified true copy of the identification card or passport not expired (if such individual unitholder is a foreigner) of its authorized director who is the undersigned of this proposal form.
 - [] In case unitholder change their title, name, or surname, the copy of evidence of those changes shall be enclosed and certified true copy.

Part 4 Confirmation and Consent

I hereby appoint Mr./Mrs./Miss _____ to be the contact person with the company under part 2.

I hereby certify that all information and evidence attached are accurate and complete and that the company has my permission to collect control processing the data and to disclose such information, and/or such documents and evidence (excludes the personal data) in whole and/or in part to the public

Signature _____ Unitholder
(_____)
Date _____

Remarks:

1. The unitholders are able to send proposal unofficial in advance to e-mail address: info@prospectrm.com before sending the original to PROSPECT REIT by December 23, 2022.
2. In the case of group of unitholders propose agenda. Each unitholder must individually fill in and sign the form as evidence and gather supporting documents in to one set.
3. REIT manager will revoke the rights of unitholders to propose agenda if it is found that the information provided is incomplete, incorrect, unitholder cannot be contacted or do not meet criteria.