



## MUANGTHAI CAPITAL PUBLIC COMPANY LIMITED

332/1 Jaransanitwong Road, Bangplad, Bangkok Thailand 10700 Tel. +662 483 8888

### **Criteria for Proposing Agendas for the Annual General Meeting of Shareholders for the year 2026**

Muangthai Capital Public Company Limited (“the Company”) recognizes shareholders’ rights and the principle of equitable treatment under good corporate governance, as well as the importance of shareholder participation. Accordingly, prior to the Annual General Meeting of Shareholders for the year 2026, the Company provides an opportunity for shareholders to propose matters they consider beneficial to the Company for inclusion as agenda items. Such proposal shall be subject to the following criteria:

#### **1. Qualifications of shareholders eligible to propose matters for inclusion in the meeting agenda items**

- 1.1 Be a shareholder of the Company, which may be either a single shareholder or a group of several shareholders whose shares are counted together.
- 1.2 Must hold, either individually or jointly, of not less than five (5) percent of the total voting shares of the Company.
- 1.3 Have a name listed in the shareholder register book as of the book closing date or the record date (RD) for the right to attend the AGM of that year.

#### **2. The Proposal of an agenda item to be placed on the AGM**

- 2.1 The qualified shareholder(s) according to criteria no.1 can propose a candidate who is suitably qualified to be considered as director of the Company by filling in the **“Form for Proposing Agendas for the Annual General Meeting of Shareholders for the year 2026”** with enclosing all and complete related supporting documents and submitting them to the Company within the deadline and through the channels specified in criteria no.5.
- 2.2 In case combined shareholders propose the agenda, all of them must fill in the **“Form for Proposing Agendas for the Annual General Meeting of Shareholders for the year 2026”** and sign their name as evidence before gathering those forms into one set for submission.
- 2.3 The following matters will do not be placed on the AGM agendas.

For effective organization of the AGM, the Company reserves the right to be excused from placing the following proposal on the agendas:

- 2.3.1 Matters that are contrary to laws, public order, or good morals, or that violate the regulations of regulatory authorities, or that are inconsistent with the objectives or the Articles of Association of the Company.
- 2.3.2 Matters that do not comply with the criteria established by the Company’s Board of Directors, or that do not comply with the criteria prescribed by the Securities and Exchange Commission.

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- 2.3.3 Matters that are beneficial to specific person or group and non-beneficial to the Company.
- 2.3.4 Matters that are on the authority's management by the Board of Directors unless in case of causing significant damage to shareholders as a whole.
- 2.3.5 Matters which have been completed.
- 2.3.6 Matters that are beyond the Company's authority to implement or bring into effect as intended.
- 2.3.7 Matters proposed by shareholders who do not fully meet the eligibility requirements, or whose information or supporting documents are incorrect, incomplete, or insufficient, or which are submitted after the submission deadline.

**Remark:** Form for Proposing Agendas in Advance for the Annual General Meeting of Shareholders for the year 2026 can be downloaded at the Company's website, [www.muangthaicap.com](http://www.muangthaicap.com)  
> Investor Relations > Shareholder Info > Shareholder Meetings.

### 3. Processes and Criteria for Consideration

- 3.1 The Company reviews and screens the agenda proposed by the shareholders before proposing to the Company's Board of Directors for consideration in accordance with the specified criteria.
- 3.2 Matters approved by the Company's Board of Directors will be included as agenda items for the AGM with the Board's opinion within the AGM notice. Nonetheless, the Company will inform the shareholders with reasons for the proposed matters that do not pass the approval of the Board of Directors after its meeting or the next business day via website of the Stock Exchange of Thailand and the Company's website. The Company will report the Board's resolution for acknowledgement at the shareholders' meeting respectively.
- 3.3 Opinions or resolutions of the Board are considered as a final decision.
- 3.4 In case that at the shareholders' meeting by a majority vote of the total votes of the shareholders attending the meeting and having the right to vote, the shareholders resolve to approve the inclusion of any matter proposed by the shareholders as an agenda item of the shareholders' meeting, the Board of Directors shall include such matter as an agenda item in the subsequent shareholders' meeting to be convened by the Company, provided that it complies with the criteria prescribed by law.
- 3.5 In case any shareholder provides incomplete or inaccurate information, the Company will promptly notify the shareholder to make the necessary corrections. If the shareholder fails to do so within the specified period, it will send a written notification to the shareholder notifying that the process has been concluded.
- 3.6 In case any shareholder does not possess the qualifications required under the prescribed qualification criteria for shareholders by the Company, the matter proposed by such shareholder will not be considered.

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### 4. Supporting Documents

- 4.1 The evidence of shareholding, i.e., certificates of shares held issued by securities companies or any other certified documents from The Stock Exchange of Thailand or Thailand Securities Depository Company Limited.
- 4.2 The evidence of combined shareholders:
  - 4.2.1 For natural person: a certified true copy of valid identification card or passport (for non-residents).
  - 4.2.2 For juristic person: a certified true copy of the company registration documents, valid identification card or passport (for non-residents) of the authorized signatories.
- 4.3 The “Form for Proposing Agendas for the Annual General Meeting of Shareholders for the year 2026”, please separate one form for one agenda item. In case a group of shareholders combining their shares jointly propose agenda(s), information of all shareholders in the group, along with their signatures, must be provided for consideration.
- 4.4 Certify true copies of other supporting documents beneficial for the consideration of the Board (if any).

### 5. Period and Channels for Nominating Candidate for Election as a Director of the Company

Shareholders can submit original documents and supporting evidence that has already been signed to the Company from October 1<sup>st</sup>, 2025 until December 31<sup>st</sup>, 2025 via the following channels:

- 5.1 Deliver the original documents via post  
ATTN: The Company Secretary and address the envelope: “AGM Agenda Proposal”  
Muangthai Capital Public Company Limited  
332/1 Jaransanitwong Road, Bangplad, Bangkok 10700
- 5.2 Deliver copies of the documents via e-mail: [cs@muangthaicap.com](mailto:cs@muangthaicap.com)

For further information, please contact the Company Secretary Department at Tel. +66 2483 8888 ext. 12999, 12001, 12002 or E-mail: [cs@muangthaicap.com](mailto:cs@muangthaicap.com)