



## MUANGTHAI CAPITAL PUBLIC COMPANY LIMITED

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

### **Criteria for Shareholders' Right to Nominate Candidates as the Company's Director for the Annual General Meeting of Shareholders for the year 2026**

Muangthai Capital Public Company Limited ("the Company") recognizes the importance of shareholders' rights and is committed to promoting good Corporate Governance. Therefore, prior to the Annual General Meeting of Shareholders (AGM) for the year 2026, the Company has provided shareholders with an opportunity to nominate a qualified candidate for director election at the AGM. Such proposal shall be subject to the following criteria:

#### **1. Qualifications of shareholders entitled to nominate a candidate as a director of the Company**

- 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. Criteria for nominating a candidate as a director of the Company**

- 2.1 The qualified shareholders according to criteria No.1 can propose a candidate who is suitably qualified to be elected as a director of the Company by filling in the **"Form for Nominating Director a Candidate 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 submission deadline and through the channels specified in criteria No.5.
- 2.2 In case a group of shareholders combining their shares proposes a candidate, all of them must fill in the **"Form for Nominating Director a Candidate for the Annual General Meeting of Shareholders for the year 2026"** and sign their name as evidence. One form per one candidate must be completed before gathering those forms into one set for submission.
- 2.3 Director candidate must possess the following qualifications:
  - 2.3.1 Be fully qualified and have no legal prohibited characteristics according to the Public Limited Companies Act, the Securities and Exchange Act, notifications of the Capital Market Supervisory Board, regulations of the Securities and Exchange Commission, regulations of the Stock Exchange of Thailand, the Company's Articles of Association and the good corporate governance practices, and other related regulations, as well as having no disqualifications affecting credibility in managing the Company.



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- 2.3.2 Have the knowledge, capability, expertise, and diverse experience in the areas that most beneficial to the Company's business enhancing value to both the Company and its shareholders.
- 2.3.3 Possess the character and image supporting the good corporate governance operation to enhance value to the Company, including virtue, morality, autonomy, assertiveness, creativity, a strong sense of duty with care and loyalty, devotion, dedication, and acceptability.
- 2.3.4 Must not operate or participate in the same businesses as the Company's, or compete against its businesses.

**Remark:** Form for Nominating Director a Candidate 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 qualifications of the candidate in accordance with the specified criteria before proposing to the Nomination and Remuneration Committee and Board of Directors for consideration.
- 3.2 The Nomination and Remuneration Committee considers the suitability of candidates who have been nominated and proposes them the Board of Directors, except if there are other considerations otherwise.
- 3.3 The name of the candidate(s) approved by the Board of Directors will be listed in agendas of the AGM with the Board's opinion within the AGM notice. Nonetheless, the Company will inform the shareholders with reasons for the proposed candidate(s) who does not pass the approval of the Nomination and Remuneration Committee and the Board of Directors after the Board's 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.
- 3.4 Opinions or resolutions of the Board are considered as a final decision.
- 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 to notify that the nomination process has been concluded.
- 3.6 In case any shareholder does not possess the qualifications required under the prescribed qualification criteria for shareholder or qualifications of director candidate by the Company, the nominated candidate by the shareholder will be not considered and removed from the director candidate list.



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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 a group of shareholders combining their shares:
  - 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 Nominating Director a Candidate for the Annual General Meeting of Shareholders for the year 2026”, shareholders are required to complete the nomination form in full and sign it as evidence. In the case a group of shareholders combining their shares jointly nominate a director candidate, each shareholder must complete the details and sign the form, which shall then be combined into a single set. A separate form must be prepared for each nominated candidate. A shareholder in the group shall be designated as the contact person on behalf of the group. Any communication between the Company and the designated contact person shall be deemed as communication with the group who have signed the form.
- 4.4 The “Curriculum Vitae and Consent as a Director Candidate for the Annual General Meeting of Shareholders for the year 2026”, signed by the nominated candidate.
- 4.5 Certify true copies of supporting documents such as evidence of education, working and training experiences, and shareholding document in the Company’s shares (if any).
- 4.6 Certify true copies of other supporting documents beneficial for the consideration of the Board (if any).

### 5. Period and Channels for Nominating candidates 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: “Nomination for Director Election”  
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. +662 483 8888 ext. 12999, 12001, 12002 or E-mail: [cs@muangthaicap.com](mailto:cs@muangthaicap.com)

**INTIMATE SERVICES LIKE CLOSED FAMILY MEMBERS**