Criteria for Shareholders to Propose Agenda Items for the Annual General Meeting of Shareholders, Nominate Persons for Election as Directors of the Company, and Submit Questions in Advance regarding the Shareholders' Meeting Agenda for the 2025 Annual General Meeting of Shareholders MMM Capital Public Company Limited

objective :

MMM Capital Public Company Limited (the Company) places great importance on the rights of its shareholders. Therefore, the Company provides shareholders with the opportunity to propose agenda items for the Annual General Meeting, nominate qualified individuals for consideration and election as directors of the Company, and submit questions regarding the agenda items in advance of the 2025 Annual General Meeting. This is in accordance with the principles of good corporate governance for listed companies and ensures equal treatment of all shareholders. The Company has established the following guidelines and procedures for consideration:

1. Guidelines for shareholders to propose agenda items for the Annual General Meeting of Shareholders:

1.1 A shareholder of the company, who may be a single shareholder or a group of shareholders, may propose agenda items for the meeting.

1.2 Shareholders proposing agenda items must hold a combined total of at least 5% of the Company's voting rights.

1.3 Shareholders proposing agenda items must hold shares of the Company in the amount specified in Clause 1.2 on the date the agenda item is proposed and on the Record Date for determining the shareholders' eligibility to attend the meeting.

1.4 Shareholders who meet the above-mentioned qualifications must complete the "Agenda Proposal Form for the 2025 Annual General Meeting of Shareholders" and attach all relevant documents/evidence, such as a certificate of shareholding from a securities company or other evidence from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

2. Guidelines for nominating individuals for consideration for election as company directors.

1.1 A shareholder of the company, who may be a single shareholder or a group of shareholders, may propose agenda items for the meeting.

1.2 Shareholders who wish to nominate individuals for consideration for election as directors of the Company must hold a combined total of at least 5% of the Company's total voting rights.

1.3 Shareholders who wish to nominate individuals for consideration for election as directors of the Company must hold shares of the Company in the amount specified in Clause 1.2 on the date the agenda is proposed and on the Record Date for determining the shareholders' eligibility to attend the meeting.

1.4 Shareholders who meet the above-mentioned qualifications must complete the "Nomination Form for Individuals to be Considered for Election as Directors" and attach all relevant documents/evidence, such as proof of shareholding, including a certificate from a securities company or the Thailand Securities Depository Co., Ltd., or other evidence from the Stock Exchange of Thailand.

- Proof of identity

<u>Individuals:</u> Copy of national identity card or copy of passport (for foreigners), with certified copy stamp. If there have been changes to name, surname, or title, a copy of the change document must also be attached, with a certified copy stamp.

<u>For Juristic Persons:</u> A copy of the certificate of incorporation signed and certified by the authorized signatory and bearing the company seal, and a copy of the national identity card/passport (for foreign nationals) of the authorized signatory, with a certified true copy stamp.

1.5 Nominees for election as directors must sign the consent and certification section of the "Nomination Form for Individuals to be Elected as Company Directors" and attach supporting documents, including educational background, work experience, a copy of their household registration or a copy of their valid passport, and sign to certify the accuracy of each copy on every page.

The board of directors or the company secretary reserves the right to contact shareholders or individuals nominated for consideration for election to the company's directors to request further information.

3. Submitting questions in advance regarding the shareholder meeting agenda.

Shareholders wishing to submit questions in advance regarding the agenda of the shareholders' meeting may do so by providing the following information:

(1) Name, address of the shareholder, telephone number and email address that can be contacted.

(2) Number of shares held

(3) Other relevant information or details for consideration.The company reserves the right to consider questions or information submitted by shareholders as it deems appropriate.

4. Channels for submitting documents/questions.

Shareholders can submit agenda items for the annual general meeting or nominate individuals for consideration for election as directors of the company.

And you can submit questions in advance regarding the shareholders' meeting agenda at:

Company Secretary Office

MMM Capital Public Company Limited

89/2 Amornphan 205 Tower 1, 6th Floor, Soi Nathong, Ratchadaphisek Road, Din Daeng Subdistrict

Din Daeng District, Bangkok 10400 or email: secretary@mmm.capital

5. Timeframe for receiving shareholder proposals.

5.1 Proposal of agenda items for the Annual General Meeting of Shareholders and nomination of individuals for consideration for election as directors of the Company: From October 1, 2024 to December 31, 2024.

6. Consideration process

6.1 Proposal of agenda items for the Annual General Meeting of Shareholders.

Upon receiving documents/information proposing agenda items for the Annual General Meeting of Shareholders, the Company Secretary will initially review and screen the proposals before presenting them to the Board of Directors for approval. The Board of Directors will consider the necessity and appropriateness of the proposals submitted by shareholders to determine whether they should be included as agenda items. The company will inform shareholders at the meeting of the reasons for rejecting the inclusion of such items. The resolution of the Board of Directors will be final.

6.2 Nomination of individuals for consideration for election as directors of the company.

Upon receiving nomination documents/information for individuals to be considered for election as company directors, the company secretary will initially screen the qualifications of the nominees. This will then be presented to the Nomination and Remuneration Committee for consideration of the nominees' suitability before being submitted to the Board of Directors for final consideration. If the Nomination and Remuneration Committee, after reviewing the nominees' names and qualifications, finds them unsuitable or does not meet the requirements, the company will inform shareholders at the shareholders' meeting, along with the reasons for rejecting the nomination.

7. Qualifications of individuals to be nominated for election as directors of the company.

(1) Must be a person with the correct qualifications and not have any prohibited characteristics according to the Public Company Limited Act, the Securities and Exchange Act, the Securities and Exchange Commission announcements, the Capital Market Supervisory Board announcements, as well as other relevant announcements and laws, including the Company's requirements.

(2) Willing and ready to perform assigned duties to the best of one's ability, able to dedicate time fully, have a good work history and good ethics, and be accepted by society.

(3) Possesses knowledge, abilities, skills and specialized expertise that will be beneficial to the company's business operations; has a vision and a positive attitude towards the organization.

(4) Does not hold a director position in more than 5 listed companies, which includes being a director of a company that will be nominated for consideration as a director of the Company, and does not hold any position in a business competitor of the Company.

8. Matters that will not be considered.

The company's board of directors reserves the right to decline to consider or include the following matters as agenda items at the shareholders' meeting, or to nominate individuals nominated by shareholders for election as directors of the company, if any of the following facts are found:

- Matters stipulated in Section 89/28 of the Securities and Exchange Act B.E. 2551 (and amendments).
- The board of directors has considered and deemed there are reasonable grounds to reject the agenda item for the annual general meeting of shareholders or the nomination of individuals by shareholders for election as directors of the company.
- Matters that are beyond the authority of the company or the board of directors to handle.
- Something that is beneficial to a specific individual or group of individuals.
- Matters proposed by shareholders that lack sufficient information or do not comply with the company's criteria.
- Anything that violates the law, regulatory bodies, or related agencies, or that is contrary to ethical business practices.

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refer :

Section 89/28 of the Securities and Exchange Act B.E. 2551 (No. 4) B.E. 2551

One or more shareholders holding shares and voting rights totaling not less than 5% of the total voting rights of the company may submit a written proposal for inclusion on the agenda of the shareholders' meeting. This proposal must specify whether the matter is for information, approval, or consideration, as applicable, and include details for either the annual general meeting or an extraordinary general meeting. The proposal must comply with the regulations prescribed by the Securities and Exchange Commission.

The Board of Directors shall include matters proposed by shareholders under paragraph one as an agenda item at the shareholders' meeting to be held, except in the following cases, where the Board may refuse to include such matters as an agenda item at the shareholders' meeting.

(1) It is not in accordance with the criteria specified in paragraph one.

(2) It is a matter relating to the Company's normal business operations, and the facts alleged by the shareholders do not indicate any reasonable suspicion of any irregularity in the matter.

(3)It is a matter that is beyond the power of the company to act to achieve the desired result.

(4) It is a matter that shareholders have previously presented to the shareholders' meeting for consideration in the past 12 months, and the matter was supported by a vote of less than 10 percent of the total voting rights of the Company when it was presented to the shareholders' meeting previously, unless the facts in the new presentation have changed significantly from the facts.

(5) Any other case as announced by the Capital Market Supervisory Board.

Announcement of the Capital Market Supervisory Board No. Tor.Jor. 78/2564

Regarding the guidelines for shareholders to propose agenda items for shareholder meetings. Pursuant to the powers under Section 16/6, paragraph two (1), Section 89/27 and Section 89/28, paragraph one of the Securities and Exchange Act B.E. 2535 as amended by the Securities and Exchange Act (No. 4) B.E. 2551, the Capital Market Supervisory Board hereby issues the following announcement:

Clause 1. To exercise the shareholder's right to propose a matter for inclusion on the shareholder meeting agenda under Section 89/28, the shareholder must prepare and submit the information as per Clause 2 to the Company according to the following guidelines:

(1) The proposal of an agenda for the Annual General Meeting of Shareholders shall be submitted in advance of the Annual General Meeting of Shareholders for one of the following periods, whichever period is shorter.

(a) Not less than 1 month prior to the end of the company's latest accounting period.

(b) The period specified by the company.

(2) For other agenda items, advance information shall be sent to the company for the benefit of the board's consideration before approval to call.shareholder meeting

Clause 2. A proposal for inclusion on the agenda of the shareholders' meeting must include at least the following information:

(1) The matter to be presented, along with a summary of its essential contents, supporting documents and brief details, clearly stating that it is a matter to be presented for information, approval or consideration, as the case may be.

In the case of nominations for election as company directors, a profile of the nominated individual must be provided, along with evidence that the individual has given their consent and certified the accuracy of the information by signing it.

(2) Information of shareholders who propose matters to be included as agenda items, which must include their name, address, contact information, number of shares held, and a certification that such shareholders hold shares and have voting rights totaling not less than 5 percent of the total voting rights of the Company as of the date the agenda item is proposed.