Criteria for Shareholders to Propose Agenda Items, Nominate Candidates for Directorship, and Submit Questions in Advance for the 2026 Annual General Meeting of Shareholders
MMM Capital Public Company Limited

Objective :

MMM Capital Public Company Limited (the "Company") places great importance on shareholders' rights. To ensure equitable treatment of all shareholders and adherence to good corporate governance practices applicable to listed companies, the Company provides shareholders with the opportunity to propose agenda items for the Annual General Meeting of Shareholders ("AGM"), nominate qualified candidates for election as directors, and submit questions relating to the AGM agenda in advance of the 2026 AGM. The Company has therefore established the following criteria and procedures :

1. Criteria for Shareholders to Propose AGM Agenda Items :

1.1The proposer must be a shareholder of the Company, whether individually or jointly with other shareholders.

1.2 Shareholders proposing agenda items must collectively hold not less than 5 percent of the total voting rights of the Company.

1.3 Shareholders must hold the required number of shares as specified in Clause 1.2 both on the date of proposal submission and on the Record Date for determining the right to attend the AGM.

1.4 Eligible shareholders must complete the "Agenda Proposal Form for the 2026 AGM" and attach all required supporting documents—for example, a shareholding certification issued by a securities company, the Stock Exchange of Thailand, or Thailand Securities Depository Co., Ltd.

2. Criteria for Shareholders to Nominate Candidates for Directorship

2.1 The proposer must be a shareholder of the Company, whether individually or jointly with other shareholders.

2.2 Shareholders nominating candidates must collectively hold not less than 5 percent of the total voting rights of the Company.

2.3 Shareholders must hold the required number of shares as specified in Clause 2.2 both on the date of nomination submission and on the Record Date for determining the right to attend the AGM.

2.4 Eligible shareholders must complete the "Director Nomination Form" and attach all required supporting documents, such as:

- **Evidence of shareholding:** certification from a securities company, Thailand Securities Depository Co., Ltd., or evidence from the Stock Exchange of Thailand.
- **Proof of identity:**
  - Individuals: certified true copies of a valid national ID card or passport (for foreigners), including name-change documents if applicable.

- Juristic persons: a certified true copy of the company's certificate of registration signed by the authorized director, together with certified true copies of the authorized director's national ID card or passport.

2.5 The nominated person must sign the consent section and certify the accuracy of information provided in the "Director Nomination Form," and attach supporting documents such as educational background, employment history, and a certified true copy of a valid house registration or passport.

The Board of Directors or the Company Secretary reserves the right to contact shareholders or nominated persons for additional information as deemed necessary.

3. Submission of Questions in Advance

Shareholders wishing to submit questions in advance regarding AGM agenda items must provide the following information:

(1) Full name, address, telephone number, and a reachable email address.

(2) Number of shares held.

(3) Relevant information or supporting details for consideration.

The Company reserves the right to consider submitted questions as appropriate.

4. Channels for Submission

Shareholders may submit agenda proposals, director nominations, and advance questions to:

Office of the Company Secretary

MMM Capital Public Company Limited

89/2 Amornpan 205 Tower 1, 6th Floor, Soi Nathong, Ratchadaphisek Road,

Dindaeng Sub-district, Dindaeng District, Bangkok 10400

Email: secretary@mmm.capital

5. Submission Period

5.1 Submission of AGM agenda proposals and director nominations:

From 5 - 31 January 2026

6. Consideration Process

6.1 Consideration of Proposed Agenda Items

Upon receipt of documents, the Company Secretary will initially review the proposed agenda items before submitting them to the Board of Directors for consideration. The Board will evaluate the necessity and appropriateness of the proposal to determine whether it should be included in the AGM agenda. The Company will notify shareholders of the Board's decision at the AGM, including reasons for rejection, if any. The Board's decision is final.

6.2 Consideration of Director Nominations

Upon receipt of nomination documents, the Company Secretary will review the initial qualifications of the nominee and subsequently submit the nomination to the Nomination and Remuneration Committee for further consideration.

If the committee finds that the nominee does not meet the required qualifications or is unsuitable, the Company will inform shareholders at the AGM with the reasons for rejection.

7. Qualifications of Director Nominees

Nominees for directorship must:

(1) Possess the qualifications and not exhibit any prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, relevant notifications of the SEC and Capital Market Supervisory Board, and applicable laws and Company regulations.

(2) Be willing and able to perform their duties with diligence and integrity, possess a good employment record and ethical conduct, and be recognized by society.

(3) Possess knowledge, abilities, skills, and expertise that benefit the Company's business, along with vision and a positive attitude toward the organization.

(4) Not serve as a director of more than five listed companies in total, including the Company if elected, and must not hold any position in a business competing with the Company.

8. Proposals Not Eligible for Consideration

The Board reserves the right to reject proposals or director nominations under the following circumstances:

- Matters specified under Section 89/28 of the Securities and Exchange Act B.E. 2551 (as amended)
- Matters deemed reasonable for rejection by the Board
- Matters beyond the authority of the Company or the Board
- Matters benefiting specific individuals or groups
- Matters lacking sufficient information or failing to meet the Company's criteria
- Matters contrary to laws, regulatory requirements, or business ethics

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References :

Section 89/28 of the Securities and Exchange Act B.E. 2551 (2008) (No. 4) B.E. 2551

One or more shareholders holding an aggregate number of shares with voting rights of not less than five percent of the total voting rights of the company may submit a written request proposing any matter to be included as an agenda item of the shareholders' meeting. Such proposal must clearly indicate whether the matter is proposed for acknowledgment, approval, or consideration, as the case may be, together with relevant details. The proposal may be submitted for inclusion in the agenda of either the annual general meeting or an extraordinary general meeting, and must comply with the criteria prescribed by the Capital Market Supervisory Board.

The Board of Directors shall include the matters proposed by shareholders under paragraph one as agenda items of the upcoming shareholders' meeting, except in the following circumstances where the Board may decline to include the proposed matter:

(1) The proposal does not comply with the criteria specified in paragraph one.

(2) The proposal relates to the company's ordinary business operations, and the facts provided by the shareholder do not indicate any irregularity requiring further inquiry.

(3) The proposal falls outside the authority of the company to take action in accordance with the request.

(4) The proposal is a matter previously submitted to a shareholders' meeting within the past 12 months and received support of less than ten percent of the total voting rights of the company, unless there has been a significant change in the underlying facts.

(5) Any other cases as prescribed by the Capital Market Supervisory Board.

Capital Market Supervisory Board Notification No. TorJor. 78/2564

Re: Criteria for Shareholders' Proposals to Include Agenda Items in Shareholders' Meetings

By virtue of Section 16/6 paragraph two (1), Section 89/27, and Section 89/28 paragraph one of the Securities and Exchange Act B.E. 2535 (1992), as amended by the Securities and Exchange Act (No. 4) B.E. 2551 (2008), the Capital Market Supervisory Board hereby issues the following notification:

Clause 1

To exercise the right under Section 89/28 to propose matters for inclusion as agenda items of a shareholders' meeting, shareholders shall prepare and submit the information prescribed in Clause 2 to the company in accordance with the following requirements:

(1) For proposals to be included in the agenda of the Annual General Meeting of Shareholders: the information must be submitted in advance before the annual meeting within either of the following periods, whichever is shorter:

(a) Not less than one month prior to the end of the company's latest fiscal year; or

(b) Within the period specified by the company.

(2) For proposals to be included in other shareholders' meetings:

The information must be submitted in advance to the company to facilitate the Board's consideration prior to approving the convening of such shareholders' meeting.

Clause 2

A matter proposed for inclusion in the shareholders' meeting agenda must contain at least the following information:

(1) The proposed matter, together with a concise summary, supporting documents, and relevant details. The proposal must clearly indicate whether it is for acknowledgment, approval, or consideration.

In the case of the nomination of a person for election as a director, the proposal must include the nominee's profile and evidence that the nominee has consented to the nomination and certified the accuracy of the information by signing the relevant documents.

(2) Information of the shareholder submitting the proposal, including name, address, contact details, number of shares held, and certification that the shareholder(s) hold shares representing not less than five percent of the total voting rights of the company as of the date of submission.