The Criteria for shareholders right for agenda proposal
For the Annual General Meeting of Shareholders for the year 2026
of Nation Group (Thailand) Public Company Limited

1. Objectives

The Board of Directors has policy to comply with the principles of Good Corporate Governance focused on practice of equitable treatment of shareholders. Shareholders are eligible to conducting our business and provide an opinion in our business conducts. The Company would like to invite our shareholders to propose agenda in the Annual General Meeting of Shareholders.

2. Qualifications of Shareholders

2.1. Shareholders to nominate persons. He is a director shall not exceed the number of directors who retired by rotation each year.

2.2. Characteristics /Qualifications of the persons nominated for election as Directors

2.2.1 <u>For the position of director:</u>

(1) The person must be qualified and possess no prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto), the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto), and the corporate governance policy;

(2) The person must be knowledgeable, competent, no conflict of interest, able to perform the duties as a director with prudence, in good faith, and at his or her full capacities; and

The Company would like to inform you that, the Company, as a listed company on the Stock Exchange of Thailand, is required to ensure that it has a corporate governance policy in order for its operation to be conducted in accordance with the standards and the appropriate guidelines. Consequently, the Board of Directors must consist of independent directors and members of the audit committee who possess the characteristics and qualifications as prescribed in the notification of the Capital Market Supervisory Board, i.e. at least one third of the board shall be independent directors, and in any case, the number shall not be fewer than three, having at least three members of the Audit Committee. In this regard, the Company hereby informs you of these criteria. The shareholders are invited to nominate the person who is qualified to hold office as an independent director and a member of the Audit Committee. The qualifications required for being an independent director and a member of the Audit Committee are as follows:

2.2.2 <u>For the independent director position</u>:

The independent directors shall possess the complete qualifications as specified by the Capital Market Supervisory Board as follows:

(1) The person shall hold the shares in a proportion not exceeding 1 percent of the total number of shares with voting rights of the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, including shares held by related persons of such independent director;

(2) The person is not or has never been an executive director, employee, staff-member, advisor who receives a salary, or a controlling person of the Company, its parent company, subsidiary companies, associate companies, same-level subsidiary companies, major shareholders or controlling persons, unless the foregoing status ended not less than two years ago;

(3) The person is not related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of a child of any other director, executive, major shareholder, controlling person, or person to be nominated as a director, executive, or controlling person of the Company or its subsidiary companies;

(4) The person has no or has never been in a business relationship with the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, in the manner which may interfere with his or her independent judgment, and neither is nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, unless the foregoing relationship ended not less than two years ago.

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, a transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the Company or his or her counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the Company or 20 million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method of calculation of the value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurring during the period of one year prior to the date on which the business relationship with the person commences;

(5) The person is not or has never been an auditor of the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, and is not a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, unless the foregoing relationship ended not less than two years ago;

(6) The person is not or has never been a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding 2 million Baht per year from the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, and is not a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship ended not less than two years ago;

(7) The person is not a director appointed as a representative of directors of the Company, major shareholder or shareholder who is related to a major shareholder;

(8) The person shall not undertake any business of the same nature and in competition with the business of the Company or its subsidiary companies or not be a significant partner in a partnership or an executive director, employee, staff member, or advisor who receives a salary or holds shares exceeding 1 percent of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary companies; and

(9) The person shall not possess any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

2.2.3. For a member of the Audit Committee:

(1) A member of the Audit Committee must be an independent director of the Company; and

(2) The Audit Committee must be comprised of at least three independent directors, and at least one of its members must possess knowledge or working experience in accounting or auditing that is sufficient for the performance of the duties to audit the reliability of the financial statements.

2.3. Requirements for nomination are:

(1) Proof of share ownership such as certified letter from the securities company other evidence from the Stock Exchange of Thailand (SET)

(2) Proof of Identity
   a. Individual shareholder must submit a certified copy of the identification card
   b. Juristic shareholder must submit certified copies of the corporate affidavit and identification card or passport (for foreigner) of the director who signed the form on behalf of the company

(3) Education and Curriculum Vitae of Director Nominee

(4) Letter of consent of Director Nominee

2.4. Consideration Procedure

(1) Qualified shareholder shall sign up in Nomination form and submit the form with a written profile and qualifications of a director nominee including a letter of consent of each proposed nominee. All the forms could be downloaded from the Company's website at http://www.nbc.co.th and mail to Chairman of Board of Directors **within December 30, 2025** as address below:

Chairman of Board of Directors
1854 9th, 10th, 11th Floor, Debaratna Road, Bangna-Tai Sub-District,
Bangna District, Bangkok 10260

(2) The Company Secretary will gather and review the proposals for the Board of Directors as follows:

a) If the nominees to be director or the shareholder are not qualified according to the criteria as stipulated above, the Company Secretary will notify the shareholders the proposal is excluded **within February 2026.**

b) If all required supporting documents are received, the Company Secretary will set them forth to the Company's Board of Directors for further consideration in the Annual Meeting of Shareholders to **be held in February 2026.**

(3) The name of nominee approved by the Board along with the Board opinion will be included in the agenda of the AGM notice. For the proposal disapproved by the Board, the Company will instantly inform the shareholders after the board meeting with the reason of the board's refusal through the Company's website at http://www.nationgroup.com