



METCO

MURAMOTO ELECTRON (THAILAND) PUBLIC COMPANY LIMITED

Registration No. Bor. Mor. Jor. 326

**Criteria for shareholder(s) to propose Agenda and Director Nominee
for 2025 Annual General Meeting of Shareholders (AGM) in advance
MURAMOTO ELECTRON (THAILAND) PUBLIC COMPANY LIMITED**

To ensure the equitable and fair treatment of all shareholders.

MURAMOTO ELECTRON (THAILAND) PUBLIC COMPANY LIMITED ("Company") provides shareholders with an opportunity to propose in advance agenda items for the AGM and qualified candidates to be nominated for directorship. The Company has the criteria, method of consideration and procedure for this that is clear and transparent, as follows:

* Should you have any questions relating to the AGM, please send them through the Company's website.

(TH) <https://www.metco.co.th/contact/>

(EN) <https://www.metco.co.th/en/contact/>

1. Shareholder Qualification

Shareholder who wishes to propose the matter must possess the following qualification:

- 1.1 Being the shareholder of the Company at the date of proposing.
- 1.2 Being a shareholder or shareholders who hold minimum shares in combine of at least five percent of the Company's total shares eligible to vote.

2. Proposal of the agenda for AGM

2.1 Proposals that will not be placed on the Agenda are as prescribed below:

- (1) Matters prescribed in the second paragraph of Section 89/28 of the Securities and Exchange Act (No.4) B.E.2551, as follows:
 - i. The proposal is relevant to the ordinary business operation and the fact given by the shareholders do not indicate any reasonable ground to suspect the irregularity of such matter;
 - ii. The proposal is beyond the company's power to produce the purposed result;
 - iii. The proposal was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;
 - iv. Any other cases as specified in the notification of the Capital Market Supervisory Board.
- (2) A proposal that violates the law, rules and regulations of government agencies or other governing agencies or do not comply with the objectives, articles of association, shareholder resolutions or good corporate governance of the Company.
- (3) A proposal that is within the power and authority of the Board of Directors, unless it has a significant impact on shareholders in general.
- (4) A proposal that the Company has already implemented.
- (5) A proposal that is beneficial for a specific person or group and is unlikely to benefit the Company.
- (6) A proposal or evidence from shareholders that is untrue or ambiguous.
- (7) A proposal that is stipulated by law for consideration at the AGM and that has been pursued regularly by the Company.

2.2 Procedure to propose an item for the AGM Agenda

A shareholder who possesses the qualifications must submit a signed AGM Agenda Proposal Form to the Board of Directors from 1 July 2024 until 30 September 2024 together with the following supporting documents:

- (1) Evidence of shares held, namely a certified letter from the securities company or other evidence of the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- (2) Other supporting documents (if any) beneficial for the consideration of the Board of Directors
- (3) Submission of Proposal: Shareholders are required to submit the original proposal (Form to Propose AGM Agenda) with the shareholders' signature and relating documents to the Company Secretary via registered mail to:

Name : Ms. Vipavee Lertchaiprasert
(Company Secretary)

Address : Muramoto Electron (Thailand) Public Company Limited / Head Office
886 Ramindhra Rd., Khwaeng Kannayao, Khet Kannayao, Bangkok 10230. Thailand

Tel : (02) 518-1280

- (4) Process to Consider Shareholders' Proposal: The Company Secretary will initially review the completeness of the proposal before submission to the Board of Directors for their consideration.

The review procedure is as follows:

1. The Company Secretary will present proposals that are not classified under item No. 2.1 to the Board of Directors meeting.
2. The Board of Directors will consider the necessity and suitability of the proposed Agenda items. The Board of Directors' judgment is considered final.

Proposals approved by the Board of Directors along with the Board of Directors opinion will be included in the Agenda of the AGM Notice.

Proposals declined by the Board of Directors and proposals that will not be placed on the Agenda will be notified as a matter for information at the AGM together with the reasons for such refusal.

3. The Nomination of the Director

3.1 The candidate for Director Nominee should possess the following qualifications:

- (1) Not being prohibited under the Public Limited Companies Act, the Securities and Exchange Act, the relevant notification of the SET and the SEC or any other relevant laws regarding characteristics and scope of operations of the Company's director.
- (2) Being knowledgeable, capable, independent and dedicated with the ability to perform the duties of a director with care, professional ethics, loyalty and good health.
- (3) Being able to attend all Board of Directors meetings, study meeting agendas in advance and productively participate in the meeting in a straightforward manner.
- (4) Having skills and knowledge crucial to the business, e.g. accounting and finance, business management, business strategy, technologies, relations and presentation in specific industries, laws and corporate governance, as well as excellent career profile, e.g. production management.
- (5) Fulfilling other qualifications that the Board may later consider appropriate or are required by law.

3.2 Procedure to Propose a Director Candidate

A shareholder who possesses qualifications must submit a signed Proposing Director Candidate form to the Board of Directors from 1 July 2024 until 30 September 2024 together with the following supporting documents:

- (1) Evidence of shares held, namely a certified letter from the securities company or other evidence of the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- (2) Supporting document relates to the Director candidate's qualification such as a CV that describes the education and work experience.
- (3) Other supporting documents (if any) beneficial for the consideration of the Board of Directors.
- (4) Submission of Proposal: Shareholders are required to submit the original proposal (Form to Propose Candidates for Director) with the shareholders' signature and relating documents to the Company Secretary via registered mail to:
Name : Ms. Vipavee Lertchaiprasert
(Company Secretary)
Address : Muramoto Electron (Thailand) Public Company Limited / Head Office
886 Ramindhra Rd., Khwaeng Kannayao, Khet Kannayao, Bangkok 10230, Thailand
Tel : (02) 518-1280
- (5) Process to consider a shareholder proposal: The Company Secretary will initially review the completeness of the proposal before submission to the Nomination Committee and the Board of Directors for its consideration.

The review procedures as follows:

1. The Company Secretary will present proposals that are considered fully qualified according to criteria No. 3.1, to the Nomination Committees meeting.
2. The Nomination Committee will consider the suitability of the proposed candidates for director.
3. The Nomination Committee will report the result of consideration to the Board of Directors.
4. The Board of Directors will consider the suitability of the proposed candidates for director. The Board of Directors' judgment is final.

The names of the Director Candidates approved by the Board of Directors along with the Board of Directors opinion will be included in the Agenda item for the election of the Board of Directors in the AGM Notice.

The names of the Director Candidates declined by the Board of Directors will be notified as a matter for information at the AGM together with the reasons for such refusal.



Mr. Ichiro Nishimura
Director

MURAMOTO ELECTRON (THAILAND) PUBLIC COMPANY LIMITED

28 June 2024