



Criteria and Procedures for Shareholders' Rights

Proposal of AGM Agenda Items and Nomination of Candidates for Election as Directors

1. Objectives

MAGURO Group Public Company Limited provides an opportunity for minority shareholders to propose agenda items and nominate qualified candidates for election as directors at the Annual General Meeting of Shareholders (AGM). This practice reflects the Company's commitment to Good Corporate Governance (GCG) and ensures that all shareholders are treated fairly and equitably. To ensure clarity, transparency, and proper governance, the Company has established the following criteria and procedures for shareholders to propose AGM agenda items and director nominations in advance.

2. Qualifications of Shareholders Eligible to Propose Agenda Items and Nominate Director Candidates

2.1 The proposer must be a shareholder of the Company.

2.2 Shareholders must collectively hold no less than 5% of the Company's total voting shares, either as a single shareholder or as a group of shareholders combined

3. Proposal of AGM Agenda Items

3.1 Matters That Will Not Be Included in the AGM Agenda

- 1) Matters that are contrary to laws, regulations, regulatory requirements, or notifications of government authorities or supervisory agencies, or are inconsistent with the Company's objectives, Articles of Association, shareholders' resolutions, or good corporate governance practices.
- 2) Matters that do not benefit the Company's operations or are intended to benefit specific individuals or groups
- 3) Matters that fall under the authority of the Board of Directors' management responsibilities. However, this does not preclude shareholders from providing constructive recommendations.
- 4) Matters related to the Company's ordinary business operations, unless there is clear evidence of irregularity
- 5) Matters that are beyond the Company's authority to act on.



- 6) Matters previously proposed for consideration within the past two years that received support of less than 10% of total voting shares, unless there has been a material change in the underlying facts.
- 7) Matters for which shareholders provide incomplete or incorrect information.
- 8) Other matters that the Board of Directors deems unnecessary to include as an agenda item.

3.2 Procedures for Consideration

- 1) Shareholders must submit the "AGM Agenda Proposal Form" together with evidence of shareholding, such as a certification letter from a securities company or documentation issued by Thailand Securities Depository Co., Ltd. (TSD), as well as identification documents of the shareholder, as follows:

For individuals– A copy of a valid government-issued identification document, such as an ID card, government officer card, driver's license, or passport, duly certified as a true copy by the shareholder.

For juristic persons–A certified true copy of the company's Certificate of Incorporation issued by the Ministry of Commerce, signed by the authorized director(s) of the juristic person, together with a certified true copy of a valid government-issued identification document of the authorized director(s).

- 2) In the case where multiple shareholders jointly propose an agenda item, the first shareholder must complete all required information in the AGM Agenda Proposal Form. For the second shareholder onward, each shareholder shall complete only Section 1 of the form and sign as evidence. All forms, together with the relevant shareholding evidence and supporting documents (if any) of all shareholders, must be compiled into one complete set for submission.
- 3) In cases where a shareholder or a group of shareholders proposes more than one agenda item, the shareholder(s) must complete one separate AGM Agenda Proposal Form per each proposed agenda item, with duly certified signatures. The Company reserves the right not to consider any proposal if the information provided is incorrect, incomplete, missing required documentation, or if the shareholder cannot be contacted.



4. Nomination of Director Candidates

4.1 Qualifications of Persons Eligible for Nomination as Directors

- 1) Must possess qualifications and must not have prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992), the Securities and Exchange Act B.E. 2535 (1992), including all relevant laws, notifications, regulations, and rules of government authorities or supervisory agencies, and must not violate the Company's objectives, Articles of Association, shareholders' resolutions, or good corporate governance principles
- 2) Must possess knowledge, competence, and relevant experience that contribute to the Company's business operations
- 3) Must have accountability and sufficient time to perform duties as a director of the Company, including the ability to attend Board meetings on a regular basis.

4.2 Procedures for Consideration

- 1) Shareholders shall prepare and submit (1) the Director Nomination Form, and (2) a Consent Letter duly signed by the nominated person, confirming acceptance of the nomination and certifying his/her qualifications. All required supporting documents specified in the form must also be enclosed.
- 2) In the case where multiple shareholders jointly nominate a candidate, the first shareholder must complete all required information in the Director Nomination Form. For the second shareholder onward, each shareholder shall complete only Section 1 of the form and sign as evidence. All Director Nomination Forms, shareholding evidence, and any additional supporting documents (if any) of all shareholders must be compiled into one complete set.
- 3) In cases where a shareholder or group of shareholders nominates more than one candidate, the shareholder(s) must submit one complete set of the Director Nomination Form and Consent Letter per each nominated person, with all pages duly signed and certified as true copies. The Company reserves the right not to consider any nomination if the information provided is incorrect, incomplete, missing required documentation, or if the shareholder cannot be contacted.



5. Submission Channel

Shareholders shall submit the completed forms together with all required supporting documents to:

Company Secretary

MAGURO Group Public Company Limited

No 1706/26, 1706/34 Safe Box Office Bangkok Building, Room No. 9, 10, 11, Warehouse

Rama VI Road, Rong Muang Subdistrict, Pathumwan, District Bangkok 10330, Thailand

Submission Deadline: December 31, 2026



Agenda Proposal Form for the 2027 Annual General Meeting of Shareholders

MAGURO Group Public Company Limited

Section 1

I, Mr./Mrs./Ms..... Surname.....

am a shareholder of MAGURO Group Public Company Limited as of (date)

Holding ordinary shares totaling..... shares, representing.....% of the Company's total voting rights.

Residential Address: No. Road.....Subdistrict/District.....

District/Area..... Province.....Mobile Phone number.....

Home/Office Phone Number..... E-mail (if any)

Section 2

I wish to propose the following agenda item(s) for consideration at the Annual General Meeting of Shareholders:

.....

.....

.....

.....

.....

Objective ☐ For acknowledgment ☐ For consideration ☐ For approval

Reason(s) for the Proposal / Expected Benefits to the Company (Please attach supporting documents, if any.)

.....

.....

.....

.....

.....



I hereby certify that all statements provided above, including evidence of shareholding and all supporting documents, are true, accurate, and complete in all respects. I further certify that I/we collectively hold more than 5% of the Company's total voting rights, in accordance with Section 80/28 of the Securities and Exchange Act B.E. 2535 (1992) (including amendments). Signed as evidence below:

Signature: Shareholder

(.....)

Date:

Remarks: Supporting Documents Required for Submission with the AGM Agenda Proposal Form

1. Evidence of Shareholding such as a certification letter issued by a securities company, or documentation issued by Thailand Securities Depository Co., Ltd. (TSD), or the Stock Exchange of Thailand (SET).
2. Proof of identity: In the case where the shareholder is an individual, a copy of the identification card or passport (in the case of a foreigner) certified as a true copy must be attached; and in the case where the shareholder is a juristic person, a copy of the Certificate of Incorporation and a copy of the identification card or passport (in the case of a foreigner) of the authorized director who has signed this proposal form, certified as true copies, must be attached.
3. In the case where multiple shareholders jointly propose an agenda item to the Board of Directors, the first shareholder must complete all information in the Annual General Meeting of Shareholders Agenda Proposal Form, and for the second shareholder onward, each shall complete only Section 1 of the Annual General Meeting of Shareholders Agenda Proposal Form and sign as evidence. All forms and evidence of shareholding, together with additional supporting documents (if any) of all shareholders, and the supporting documents required in the form must be compiled together as one set.
4. In case where a single shareholder or multiple shareholders propose more than 1 agenda item, the shareholder must complete 1 form per 1 agenda item.
5. In the case where the shareholder has changed his/her title or surname, the shareholder must attach evidence of such change and certify the copy as true.
6. Attach any other documents (if any) and certify all pages as true copies.



MAGURO

GROUP

7. Shareholders may submit the Annual General Meeting of Shareholders Agenda Proposal Form via the Company Secretary's e-mail address at comsec@magurogroup.com before sending the original "Annual General Meeting of Shareholders Agenda Proposal Form."
8. The original documents must be delivered to the Company no later than **December 31, 2026** for the Board of Directors to consider in accordance with the Company's criteria.
9. The Company will disqualify shareholders who provide incomplete or incorrect information, cannot be contacted, or do not meet the required qualifications, and the decision of the Board of Directors shall be final.



MAGURO

GROUP

Please send to:

Company Secretary Department

MAGURO Group Public Company Limited

No 1706/26, 1706/34 Safe Box Office Bangkok Building,

Room No. 9, 10, 11, Warehouse Rama VI Road,

Rong Muang Subdistrict, Pathumwan District,

Bangkok 10330

(Annual General Meeting of Shareholders Agenda Proposal Form)



Agenda Proposal Form for the 2027 Annual General Meeting of Shareholders

MAGURO Group Public Company Limited

Section 1

I, Mr./Mrs./Ms..... Surname.....

am a shareholder of MAGURO Group Public Company Limited as of (date).....

Holding ordinary shares totaling..... shares, representing.....% of the Company's total voting rights.

Residential Address: No. Road.....Subdistrict/District.....

District/Area..... Province.....Mobile Phone number.....

Home/Office Phone Number..... E-mail (if any)

Section 2

I wish to propose the following agenda item(s) for consideration at the Annual General Meeting of Shareholders:

.....

.....

.....

.....

.....

Objective ☐ For acknowledgment ☐ For consideration ☐ For approval

Reason(s) for the Proposal / Expected Benefits to the Company (Please attach supporting documents, if any.)

.....

.....

.....

.....

.....



I hereby certify that all statements provided above, including evidence of shareholding and all supporting documents, are true, accurate, and complete in all respects. I further certify that I/we collectively hold more than 5% of the Company's total voting rights, in accordance with Section 80/28 of the Securities and Exchange Act B.E. 2535 (1992) (including amendments). Signed as evidence below:

Signature: Shareholder

(.....)

Date:

Remarks: Supporting Documents Required for Submission with the AGM Agenda Proposal Form

1. Evidence of Shareholding such as a certification letter issued by a securities company, or documentation issued by Thailand Securities Depository Co., Ltd. (TSD), or the Stock Exchange of Thailand (SET).
2. Proof of identity: In the case where the shareholder is an individual, a copy of the identification card or passport (in the case of a foreigner) certified as a true copy must be attached; and in the case where the shareholder is a juristic person, a copy of the Certificate of Incorporation and a copy of the identification card or passport (in the case of a foreigner) of the authorized director who has signed this proposal form, certified as true copies, must be attached.
3. In the case where multiple shareholders jointly propose an agenda item to the Board of Directors, the first shareholder must complete all information in the Annual General Meeting of Shareholders Agenda Proposal Form, and for the second shareholder onward, each shall complete only Section 1 of the Annual General Meeting of Shareholders Agenda Proposal Form and sign as evidence. All forms and evidence of shareholding, together with additional supporting documents (if any) of all shareholders, and the supporting documents required in the form must be compiled together as one set.
4. In case where a single shareholder or multiple shareholders propose more than 1 agenda item, the shareholder must complete 1 form per 1 agenda item.
5. In the case where the shareholder has changed his/her title or surname, the shareholder must attach evidence of such change and certify the copy as true.
6. Attach any other documents (if any) and certify all pages as true copies.



MAGURO

GROUP

7. Shareholders may submit the Annual General Meeting of Shareholders Agenda Proposal Form via the Company Secretary's e-mail address at comsec@magurogroup.com before sending the original "Annual General Meeting of Shareholders Agenda Proposal Form."
8. The original documents must be delivered to the Company no later than **December 31, 2026** for the Board of Directors to consider in accordance with the Company's criteria.
9. The Company will disqualify shareholders who provide incomplete or incorrect information, cannot be contacted, or do not meet the required qualifications, and the decision of the Board of Directors shall be final.



Please send to:

Company Secretary Department
MAGURO Group Public Company Limited
No 1706/26, 1706/34 Safe Box Office Bangkok Building,
Room No. 9, 10, 11, Warehouse, Rama VI Road,
Rong Muang Subdistrict, Pathumwan District,
Bangkok 10330

(Annual General Meeting of Shareholders Agenda Proposal Form)