



Criteria for shareholders to propose agenda items and nominate candidates for the Board of Directors in advance for the Annual General Meeting of Shareholders

PanelésMatic Solutions Public Company Limited (the “**Company**”) recognizes the importance of treating all shareholders equitably. To enhance Good Corporate Governance, prior to the Annual General Meeting of Shareholders, the Company provides opportunities for shareholders to propose issues that they feel are beneficial to the Company for consideration for inclusion in the agenda of the Annual General Meeting of Shareholders, and to nominate qualified candidates for consideration to be elected as the Company Directors, per the following criteria:

1. Proposal of the Agenda.

1.1. Qualifications of shareholders who wish to propose agenda items

- 1.1.1 Must be an individual shareholder or group of shareholders of the Company holding a minimum of five (5.00) percent of the Company’s total voting rights on the date of proposing the agenda item
- 1.1.2 Can present evidence of shares held such as the certificate of shares held from a securities company or any other certificates from the Stock Exchange of Thailand (SET) or the Thailand Securities Depository (Thailand) Company Limited (TSD)

1.2 Proposal of the Annual General Shareholder Meeting agenda item

1.2.1 Conditions for consideration of the proposal of issues to be placed on the Agenda.

The Board of Director reserves the right to consider only proposals which are seen as beneficial to the Company and overall shareholders and which comply with related rules and regulations for inclusion on the Agenda. The Board of Director shall not consider the following proposals for the agenda of the General Meeting:

- (1) Issues relating to normal business operations of the Company where there is no reasonable cause to suspect irregularities in the issue proposed
- (2) Issues beyond the authority of the Company to take action to achieve the desired results
- (3) Issues already proposed in a General Meeting of Shareholders within the past 12 months, and which received less than 10% of total voting shares in support of the issue, where the factual events related to the issue have not changed significantly
- (4) Issues that do not follow the Company’s Objectives, Articles of Association, resolutions of General Meetings of Shareholders and principles of Good Corporate Governance, or which violate applicable laws, rules, regulations of government agencies or relevant regulatory agencies
- (5) Issues that are beneficial for a specific person or group
- (6) Issues that the Company has already implemented
- (7) Issues proposed by a shareholder or group of shareholders whose information is incomplete or does not meet the criteria mentioned above
- (8) Any other cases as notified by the Securities and Exchange Commission (SEC)

1.2.2 Procedures for Consideration

- (1) The shareholder who possesses the qualifications set forth in Section 1.1 must fill in the “Form to Propose Issues for the Annual General Shareholder Meeting Agenda” (Form A) and sign his/her name.

In cases where many shareholders have unified to propose an item for the Annual General Shareholder Meeting agenda, each shareholder must fill in Form A and sign their names as evidence, and consolidate all the forms into one set.

- (2) Shareholders must enclose the following documents with Form A:
- (a) The evidence of shares held such as the certificate of shares held from a securities company or any other certificates from the Stock Exchange of Thailand (SET) or the Thailand Securities Depository (Thailand) Company Limited (TSD)
 - (b) Personal identification documents
 - If the shareholder is an individual
 - Certified and signed copy of Thai national identification card or passport (for foreign nationals)
 - If the shareholder is a juristic person
 - Copy of company's affidavit and copy of Thai national identification card or passport (for foreign nationals) of the authorized directors, certified and signed by said directors
- (3) Shareholders may submit an unofficial copy of Form A together with the evidence to the Company via e-mail at jutamas.m@panelesmatic.com and must submit an official proposal to the Company via registered mail at:

Company Secretary

PanelesMatic Solutions Public Company Limited, 36 Moo.7 Subdistrict Bang Talat, District Pak Kret, Nonthaburi 11120.

- (4) The Board of Directors will consider the suitability of proposals which do not violate the criteria set forth in Section 1.2.1 (1) – (8).
- (5) Proposed issues approved by the Board of Directors will be included in the agenda of the Invitation Letter to Annual General Meeting of Shareholders along with the Board of Directors' opinions. Justification for rejection of any proposals will be declared in the Annual General Meeting of Shareholders.

2. Nomination of Candidates for the Board of Directors

2.1 Qualifications of shareholders who are eligible to nominate candidates for the Board of Directors

- 2.1.1 Must be a shareholder of the Company on the date of proposing the candidate
- 2.1.2 Can present evidence of shares held such as the certificate of shares held from a securities company or any other certificates from the Stock Exchange of Thailand (SET) or the Thailand Securities Depository (Thailand) Company Limited (TSD)

2.2 Criteria for Proposing a Candidate for Election to the Company Board of Directors

- 2.2.1 The candidates nominated for the Board of Directors should process the following qualifications:
 - (1) Must possess the required qualifications and not possess the prohibited characteristics set by the Public Limited Companies Act, the Securities and Exchange Act, the principles of Good Corporate Governance and the Articles of Association of the Company
 - (2) Be knowledgeable, proficient and experienced in a manner beneficial to the Company's operation

2.3 Procedures for Consideration

- (1) The shareholder who possesses the qualifications set forth in Section 2.1 must fill in "Form for Nomination of a Candidate for the Board of Directors of the Company" (Form B) and sign his/her name.

In cases where many shareholders have unified to propose a candidate for the Board

of Directors, each shareholder must fill in Form B and sign their names as evidence, and consolidate all the forms into one set.

- (2) The nominated candidate must fill in the "Form of Personal Information of a Candidate Nominated for the Board of Directors" (Form C) and sign his/her name.
- (3) The nominated candidate must prepare the evidence for submission to the Company as mentioned in Section 2.3 (1) and (2) along with documentation showing educational background, personal background, and work experience.
- (4) The nominated candidate may submit an unofficial copy of Form B and Form C together with the evidence to the Company via e-mail at jutamas.m@panelesmatic.com and must submit an official proposal to the Company via registered mail at:

Corporate Secretary

PanelesMatic Solutions Public Company Limited, 36 Moo.7 Subdistrict Bang Talat, District Pak Kret, Nonthaburi 11120.

- (5) The Board of Directors will consider the suitability of nominees.
- (6) Nominees approved by the Board of Directors shall be included in the agenda of the Annual General Meeting of Shareholders notice along with the Board of Directors' opinions. Justification for rejection of any nominations will be declared in the Annual General Meeting of Shareholders.

Period for Submitting Proposals

Shareholders wishing to submit proposals for consideration by the Board of Directors for issues to be included in the agenda of the Annual General Meeting of Shareholders or for nominations of candidates for the Board of Directors may submit an official proposal to the Company from October 1 to December 31, 2025.