บริษัท เมโทรซิสเต็มส์คอร์ปอเรชั่น จำกัด (มหาชน)
Metro Systems Corporation Public Company Limited
400 ถนนเฉลิมพระเกียรติ ร. 9 หนองบอน ประเวศ กรุงเทพฯ 10250 โทร +662 089 – 4000
400 Chalermprakiat Rama IX Road, Nong Bon, Prawet, Bangkok 10250 Tel: +662 089 – 4000

Criteria for Shareholders to propose Agenda for the Annual General Shareholders Meeting

1. Objective

Metro Systems Corporation Public Company Limited places importance on the principles of good corporate governance and the equitable and fair treatment of all shareholders. The Company therefore provides shareholders with an opportunity to propose agenda items in advance of the Annual General Shareholders Meeting by establishing criteria governing shareholders' rights to propose agenda items in advance, with clearly defined procedures and guidelines that are beneficial to the Company and its shareholders as a whole.

2. Qualifications of Shareholders

2.1 The shareholder(s) of the Company must collectively hold not less than 5% of the total number of voting shares of the Company, whether held by a single shareholder or jointly by several shareholders.

2.2 The shareholder(s) must have continuously held the required shareholding proportion for not less than one year and must continue to hold such shares on the date on which the agenda item is proposed.

2.3 The shareholder(s) must hold shares in the proportion specified in Clause 2.1 on the date of the closing of the share register for determining the rights to attend the Annual General Shareholders Meeting.

3. Matters that will not be Considered for Inclusion in the Meeting Agenda

3.1 Matters prescribed under Section 89/28 of the Securities and Exchange Act B.E. 2535 (1992), as amended by the Securities and Exchange Act (No. 5) B.E. 2559 (2016).

3.2 Matters that are contrary to laws, notifications, regulations, rules, or requirements of government authorities or regulatory bodies overseeing the Company, or that are inconsistent with the Company's objectives, Articles of Association, resolutions of shareholders' meetings, or principles of good corporate governance.

3.3 Matters that are beyond the Company's authority to undertake.

3.4 Matters that have already been undertaken by the Company.

3.5 Matters that are not beneficial to the Company’s operations.

3.6 Matters intended for the benefit of any particular individual or group of individuals.

3.7 Matters which, under applicable laws, are normally required to be considered by the Annual General Shareholders Meeting and which the Company has already included as an agenda item at every Annual General Shareholders Meeting.

3.8 Matters falling within the management authority of the Board of Directors, except in cases where such matters may cause material damage to the shareholders as a whole (and therefore require consideration by the shareholders).

3.9 Matters proposed by shareholder(s) who do not meet the prescribed qualifications, or where the information or supporting documents submitted are incomplete or insufficient, or where the proposal is submitted after the prescribed period.

4. Procedures for the Nomination of Candidates for Election as Directors

4.1 Shareholder(s) who meet the qualifications prescribed under the above criteria shall submit the nomination form by downloading the “Form for the Nomination of Candidates for Election as Directors at the Annual General Meeting of Shareholders” for the purpose of proposing the nomination for inclusion in the agenda of the Annual General Meeting of Shareholders.The completed form must be accompanied by the relevant supporting documents and may be submitted in advance by email to E-mail: ir@metrosystems.co.th The original documents shall also be submitted by post to: Corporate Secretary Department

Metro Systems Corporation Public Company Limited 400 Chalermprakiat Rama IX Road , Nong Bon, Prawet, Bangkok 10250, Thailand The documents must arrive at the Company between 1 September and 30 November of each year in order for the Nomination and Remuneration Subcommittee to review and consider the nomination before submitting its recommendation to the Board of Directors.

4.2 Supporting Documents

4.2.1 In the case of a single shareholder nominating a candidate for election as a Director Individual shareholder

- The shareholder must submit A copy of the identification card or passport (in the case of a foreign national), duly certified as a true and correct copy; a shareholding certificate issued by a securities company or evidence issued by the Stock Exchange of Thailand; and any additional supporting documents that may be useful for consideration by the Board of Directors (if any).

- Juristic Person Shareholder The shareholder must submit a copy of the juristic person's certificate of registration; a copy of the identification card or passport (in the case of a foreign national) of the authorized director who has signed the "Form for the Nomination of Candidates for Election as Directors at the Annual General Meeting of Shareholders"; and all such copies must be duly certified as true and correct copies.

4.2.2 In the case of several shareholders jointly proposing a Director Nominee All shareholders must complete the "Form for Proposing Director Nominees for Election as Directors at the Annual General Shareholders Meeting" and jointly sign the form as evidence thereof. The completed forms and supporting documents shall then be compiled and submitted as one set to the Board of Directors.If the shareholders propose more than one agenda item, they must complete one form for each agenda item.

4.2.3 Consent and Supporting Documents of the Nominated CandidateThe written consent of the nominated candidate must be submitted together with supporting documents for consideration of the candidate's qualifications, including educational background, work experience, and any other documents that may be useful for consideration by the Board of Directors.

4.3 In the event that the Corporate Secretary Department finds that the information or supporting documents submitted are incorrect or incomplete, the Corporate Secretary Department will notify the shareholder(s) by 7 December. If the shareholder(s) fail to rectify such information or documents and ensure that the revised information or documents are received by the Company by 14 December, the Corporate Secretary Department reserves the right to determine whether the shareholder's proposal of a candidate for election as a Director will be submitted to the Board of Directors for consideration.

4.4 After the Nominating and Remuneration Subcommittee has completed its consideration, the nomination will be submitted to the Board of Directors for approval. Candidates approved by the Board of Directors will have their names included in the agenda of the Annual General Shareholders Meeting. In the case of a candidate who is not approved by the Board of Directors, the Corporate Secretary Department will notify the shareholder(s) of the Board of Directors' resolution, together with the reasons for such resolution, via the Company's website at https://www.metrosystems.co.th/en/home