บริษัท เมโทรซิสเต็มส์คอร์ปอเรชั่น จำกัด (มหาชน)
Metro Systems Corporation Public Company Limited
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# Criteria for Shareholders to Propose Director Nominees 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 qualified candidates for election as Directors of the Company in advance of the Annual General Shareholders Meeting, in accordance with clearly defined and transparent procedures.

## 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 proportion of shares for not less than one year and must continue to hold such shares on the date on which the Director Nominee is proposed for election as a Director.

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. Qualifications of Candidates Nominated for Election as Directors

3.1 The nominated candidate must possess all qualifications and must not have any disqualifications or prohibited characteristics prescribed under the Public Limited Companies Act, securities laws, other applicable laws, notifications of the Securities and Exchange Commission, and the Company’s principles of good corporate governance.

3.2 The nominated candidate must possess knowledge and competencies that are important and relevant to the Company’s business, demonstrate integrity, morality, and ethical conduct in the management and operation of the Company’s business, and have a good professional record.

**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