

**Criteria for Shareholders to propose Agenda
And Nomination of Director for 2026 Annual General Meeting
of Itthirit Nice Corporation Public Company Limited**

1.Objective

Itthirit Nice Corporation Public Company Limited (the "Company") acknowledges the significance of shareholders and aims to promote good governance in accordance with the company's policies. Before each annual general meeting of shareholders, the Company provides an opportunity for shareholders to propose agenda items they consider beneficial to the Company, as well as to nominate qualified individuals who are suitable for board membership. This allows the board of directors to consider the proposal and determine if it would benefit the Company and the shareholders in an equitable manner. Additionally, the Company strives to conduct its business ethically by ensuring that qualified directors, including those serving on sub-committees, can perform their duties transparently and fairly for the benefit of shareholders and stakeholders. This also helps the Company uphold corporate governance standards.

2. Qualification of the Shareholder

The shareholders who wish to propose the agenda or to nominate the person to be the Company's director must possess qualifications according to the criteria as follows:

2.1 Being the shareholder of the Company, either one shareholder or combined shareholders, and holding shares not less than 5 percent of the total paid-up shares.

2.2 Must have continuously held those shares in 2.1 for at least 1 year by the date the shareholder proposes the agenda or the nomination of the director.

3. Proposal for Meeting Agenda

3.1 Shareholders who meet the qualifications specified in Clause 2 can propose agenda items for the shareholders' annual general meeting of 2026 (Form 1 attached with this letter). The agenda should be submitted in the format provided, with the name clearly stated and supporting documents demonstrating compliance with relevant principles and the requirements of the Securities Act in Clauses 2.1 and 2.2. All supporting documents must be submitted by [December 31, 2025](#) to benefit the evaluation process by the committee, as outlined below.

In the case where several shareholders jointly meet the qualifications according to Clause 2 and propose an agenda for the meeting to the committee, each shareholder must sign their name, along with providing supporting evidence that indicates their identity and basis of shareholder representation. All shareholders must also appoint one representative with a letter of attorney to act on behalf of the group. This appointed representative will be the main contact with the company, responsible for receiving communications and further interactions on behalf of all shareholders who have signed the document.

3.2. To compose an efficient AGM, the Company reserves its right not to include following matters as the

- (1) A proposal that violates applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the Company's Articles of Association, the resolution of the Company's shareholders' meeting and the good corporate governance of the Company, except an amendment of the Articles of Association, or a review of the resolution of the shareholder's meeting
- (2) A proposal, as stipulated by laws, for consideration at the AGM, which has already been placed on the agenda by the Company
- (3) A proposal that is, by laws, beyond the authority of the AGM
- (4) A proposal that is beyond the Company's business objectives or control of the Company
- (5) A proposal that shareholders already proposed in AGM within the past 1 year, which was supported by less than 10% of total voting shares, given that the factual event is not material change
- (6) The proposal that the information provided by shareholder is incomplete, incorrect or having untrue statement, ambiguous proposal and unable to contact the shareholder or unable to propose within the time
- (7) A proposal that is routine or is within the management authority of the Company, except those matters which will significantly affect the shareholders in general
- (8) A proposal that is unlikely to be beneficial to the Company's business operations.

4. The Nomination of the Director

4.1 The eligible shareholder, according to Clause 2, may nominate a person to be the Company's director by submit the Form to Nominate Director (Annex 2), which certified by the nominated person. The evidence of identification, the evidence of shareholding as specified in 2.1 and 2.2, the evidence of the nominated person's consent, and supporting documents of the candidates such as educational background and work experience, together with a beneficial supporting document for the Board's consideration (if any) must be delivered to the Company within [31 December 2025](#), to the following address.

In case of the combined shareholders, according to Clause 2, have unified to nominate a person to be the Company's director, all those shareholders must affix their names as evidence, and provide the evidences of their identifications and the evidences of shareholdings of every shareholder. The shareholders shall jointly appoint one person as a contact person. When the Company contacts the appointed contact person, it shall be deemed that the Company contacts all of the combined shareholders.

4.2 Individuals nominated to be directors must possess qualifications and must not have any prohibited characteristics as follows:

They must be qualified and not possess any prohibited characteristics in accordance with the royal decree on public limited companies, the royal decree on securities and stock exchanges, the declaration of the Securities and Exchange Commission of Thailand, or other related declarations from other agencies. These qualities include honesty, ethics, and a history of having conducted significant business that benefits and is relevant to the company's interests. They must not have a conflict of interest with the company's financial transactions, accounting, legal matters, or business transactions that could impact the company's performance and the benefit to the company.

4.3 The Company will consider the list of candidates along with the complete and correct support evidences whereby the Nomination and Remuneration Committee will review and select as per the nomination procedure before further submission to the Board of Directors for consideration.

4.4 After the candidate's qualifications are approved by the Board's resolution, the Board will propose that nominee at the shareholders' meeting for approval according to the Company's articles and association. For the nominee disapproved by the Board, the Company shall inform the shareholders through the Company's website.

4.5 The Board may refuse to consider appointing the nominee if

- (1) the nomination is not in compliance with specified rules.
- (2) the nominee is unqualified according to the basic criteria set above.
- (3) the supporting documents are not completed and/or submitted with delay.
- (4) the nominee does not give consent.
- (5) the nominee holds directorship in more than 5 listed companies which may not be able to act as the Company's director efficiently.
- (6) any other event as the Board may deem fit.