CRITERIA AND PROCEDURES FOR SHAREHOLDERS TO PROPOSE AGM AGENDA AND TO NOMINATE DIRECTOR

1. Objective

MK Restaurant Group Public Company Limited grants the minority shareholders the right to propose agenda for the shareholders' meeting and nominate candidates for directorship, which is a part of the Company's corporate governance with the purpose to treat all shareholders fairly and equitably. Therefore, in order to ensure the clarity and transparency of the procedures, the Company has set up the criteria and procedures regarding to the agenda proposal for the shareholders' meeting and the nomination of director in advance.

2. The Qualifications of Shareholders who can propose AGM Agenda and nominate a candidate for directorship

2.1 Being shareholders of the Company

2.2 Holding or holding in aggregate, as the case may be, not less than 5% of the total issued and paid up capital shares of the Company

3. Agenda Proposal

3.1 Criteria for the agenda proposals that will not be accepted

1) Any matter that violates the law, rules, regulations of government agencies or other governing agencies, the objectives, the Articles of Association, the shareholders' resolution, Company's corporate governance practices.
2) Any matter that is not beneficial to the Company or is beneficial to a specific person or group.
3) Any matter that is within the authority of the Board. However, this by no way discourages shareholders from offering constructive suggestions.
4) Any matter that concerns normal business practices of the Company, unless there is a strong indication of irregularity.
5) Any matter that is beyond the power or control of the Company
6) Any matter that shareholders had proposed at a shareholders' meeting within the past 2 years, that were supported by less than 10% of the total voting shares, unless the circumstances surrounding the said matter have significantly changed.
7) Any matter that contains incorrect or incomplete information.
8) Any matter that the Board deems irresponsible or unconstructive.

3.2 Procedures for Consideration

1) Shareholders may submit “AGM Agenda Proposal Form” together with the evidence of shares’ held, namely, a certified letter of the securities company or other evidences from the Thailand Securities Depository Co., Ltd. (TSD) as well as the evidence of shareholder’s identity as follows:
   - For individual shareholder - A copy of document issued by a government agency, which has not yet expired such as identification card, driver’s license or passport and certified true copy
   - For juristic shareholder - A copy of the Affidavit or Certificate of Incorporation of the juristic shareholder certified correct by such authorized director and a certified true copy of document issued by a government agency of the authorized director.
2) In the case that a group of shareholders have joined together to propose AGM agenda items to the Board, one shareholder must complete the AGM Agenda Proposal Form. The other shareholders will complete only Part A of the AGM Agenda Proposal Form, and all shareholders will sign the forms for evidence. All forms, evidence of shares held, and all additional documents (if any) of all shareholders and documents required for consideration, will be consolidated into one information package
3) In the case that one or more shareholders propose more than one agenda item, the shareholders must fill separate AGM Agenda Proposal Forms, and ensure that the supporting documents are certified as true copies.

   The Company reserves the right to decline the proposed agenda if it is founded that information provided or documents attached are incomplete or incorrect; or those shareholders cannot be contacted.

4. Proposal for a nomination of person to be director of the Company

4.1 The Qualifications of Director

1) Not having qualifications against the requirements of the Standard Qualifications for the Directors, of the Public Limited Company Act, the Securities and Exchange Act B.E. 2535 (1992), or other related legislation, together with regulations of the Stock Exchange of Thailand, and the Company’s Articles of Association including laws, notifications, regulations, rules of government agencies or other governing agencies or are not complied with the objective, the article of association, the shareholders’ resolution, the Company’s corporate governance practices.
2) Have capability, knowledge, and experience to run the Company’s business
3) Willing to devote sufficient time to effectively carrying out their duties and responsibilities, including attending the Board Meeting.

4.2 Procedures for Consideration

1) Shareholder may submit 1) Director Nomination Form and 2) Consent Letter for Nominating and Certifying the Qualifications of a Director Nominee with signature and supporting documents which are identified in those forms.

2) In the case that a group of shareholders have joined together to propose the candidate for directorship, one shareholder must complete the Director Nomination Form. The other shareholders will complete only Part A of the Director Nomination Form, and all shareholders will sign the forms for evidence. All forms, evidence of shares held, and all additional documents (if any) of all shareholders and documents required for consideration, will be consolidated into one information package.

3) In the case that one or more shareholders propose more than one candidate for directorship, the shareholders must complete the Director Nomination Form and the Consent Letter for Nominating and Certifying the Qualifications of a Director Nominee, as one set for one candidate and ensure that the supporting documents are certified as true copies.

The Company reserves the right to decline the proposed nominating director if it is founded that information provided or documents attached are incomplete or incorrect; or those shareholders cannot be contacted.

5. Chanel for submitting the proposals

Shareholder shall submit the proposal form together with the supporting documents to:

MK Restaurant Group Public Company Limited
Corporate Secretary Department
1200 Debaratna Road, Bangnatai, Bangna, Bangkok 10260

No later than 5.00 pm. on December 30, 2026