Criteria for Proposal of Agenda and Nomination of Director for Annual General Meeting of Shareholders

NTF Intergroup (Thailand) Public Company Limited

Objective

In order to enhance the good corporate governance regarding the rights and equitable treatment of shareholders, NTF Intergroup (Thailand) Public Company Limited (the "Company") has given the opportunity to its shareholders to propose matters for inclusion in the AGM agenda and to nominate candidates for election as directors at every Annual General Meeting of Shareholders ("AGM") in advance, with reference to the criteria as described below.

1. **Qualifications of Shareholders**

Shareholders eligible to propose agenda items or nominate candidates for election as directors at the AGM must meet the following qualifications:

1.1. Be one or more shareholders who, individually or jointly, hold shares carrying not less than 1 percent of the total voting rights of the Company; and

1.2. Shareholder(s) must have held those shares continuously for at least 12 months as of the date of submission of the proposal.

These criteria provide an additional channel offered by the Company and do not restrict shareholders' rights under Section 89/28 of the Securities and Exchange Act B.E. 2535 (1992) and the relevant notifications of the Capital Market Supervisory Board. Shareholders exercising such statutory rights shall comply with the applicable legal requirements and submission periods.

2. **Proposal of Agenda**

2.1. To facilitate an efficient AGM, the Company reserves the right not to include the following matters in the AGM agenda:

(1) A proposal that violates applicable laws, rules, regulations of the government agencies, 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 matter required by law to be considered at the AGM that the Company has already included in the agenda

(3) A proposal that is outside the objectives or powers of the Company

(4) A proposal previously submitted to a shareholders' meeting within the past 12 months that received support from less than 10% of the total shares entitled to vote, provided that the relevant facts have not materially changed

(5) A proposal supported by incomplete or insufficient information or evidence, containing an untrue statement, or lacking clarity where the shareholder cannot be contacted to remedy the deficiency, or submitted after the specified deadline

(6) A proposal that is unlikely to be beneficial to the Company's business operations

(7) A proposal lying under management authority of the Company, except the ones causing material impacts on shareholders in general

2.2. Procedures for Consideration

(1) Shareholders may submit "Form to Propose Agenda for the Annual General Meeting of Shareholders" together with evidence of shareholding, namely, a certificate issued by a securities company or other evidence issued by Thailand Securities Depository Company Limited (TSD) as well as the evidence of shareholder's identity as follows:

- For individual shareholders – A certified true copy of a valid government-issued identification document, such as an identification card, driver's license or passport
- For juristic shareholders – A certified true copy of the juristic shareholder's affidavit or certificate of incorporation issued by the competent registration authority in its jurisdiction of incorporation, certified by its authorized signatory, together with a certified true copy of the signatory's valid identification document

(2) Where several shareholders jointly propose an agenda item, each of them must fill out the "Form to Propose Agenda for the Annual General Meeting of Shareholders" and sign their names as evidence separately. Then the forms should be gathered into one set

(3) The agenda proposed by the shareholders shall be considered by the Board of Directors. Any proposal approved by the Board of Directors will be included in the AGM agenda, specifying that such agenda is proposed by the shareholder

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

If the Board rejects a proposal submitted under Section 89/28, the Company will state the reasons for rejection and the shareholders' right to resolve that the matter be included at the next shareholders' meeting in the meeting notice, in accordance with applicable law.

3. **Nomination of Candidates for Election as Directors**

3.1. Qualifications of Director Candidates

(1) Possess the required qualifications and have no prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992), the Securities and Exchange Act B.E. 2535 (1992), other applicable laws and regulations, the rules of the Stock Exchange of Thailand, and the Company's objectives, Articles of Association, shareholders' resolutions and corporate governance practices

(2) Have the capabilities, knowledge and experience relevant to the Company's business

(3) Be willing and able to devote sufficient time to performing their duties and responsibilities, including regularly attending Board of Directors' meetings

3.2. Procedures for Consideration

(1) Shareholders may submit "Form to Nominate Candidate to be Elected as Director for Annual General Meeting of Shareholders" and the supporting documents specified in the form

(2) The Company will consider the list of candidates along with the complete and accurate supporting documents whereby the Audit Committee will screen and select candidates in accordance with the Company's nomination procedure before further submission to the Board of Directors for consideration

(3) If the Board resolves to endorse a candidate, the Board will propose the candidate to the AGM for election in accordance with the Company's Articles of Association

(4) The Company reserves the right to decline a proposed director nomination if it is found that information provided or documents attached are incomplete or incorrect; or those shareholders cannot be contacted

4. **Submission Period and Channels**

Shareholders may submit proposals from 26 October to 31 December 2026 by e-mail to comsec@ntfintergroup.com or via registered mail to the following address:

Company Secretary Department
NTF Intergroup (Thailand) Public Company Limited
No. 195, One Bangkok Tower 4, 12th Floor, Unit No. 1211-1213, Wireless Road,
Lumpini, Pathumwan, Bangkok 10330