

CRITERIA FOR AGENDA PROPOSITION AND NOMINATION OF DIRECTOR

1. OBJECTIVE

Stecon Group Public Company Limited has realized the significance of good corporate governance and has been confident that the existence of the Company's good corporate governance policy will enhance its excellence in terms of work and management processes, which will improve the Company's operating result and its reliability among investors; moreover, it will help increase the maximum value to shareholders.

In order to comply with the good governance principle and to indicate fair and equitable treatment to all shareholders, the Company has prescribed the criteria, as follows:

- 1.1 Criteria for agenda proposal;
- 1.2 Criteria for director nomination;

The Company has prescribed the criteria and guidelines for consideration, thus, to the highest benefits of the Company truly.

2. DEFINITION

"The Company"	means	"Stecon Group Public Company Limited".
"Board of Directors"	means	"Board of Directors of Stecon Group Public Company Limited".
"Directors of the Company"	means	"Directors of Stecon Group Public Company Limited".
"Agenda"	means	"Agenda of the Annual General Meeting of Shareholders of Stecon Group Public Company Limited".
"Corporate Secretary"	means	"Secretary of Stecon Group Public Company Limited".

3. QUALIFICATIONS OF SHAREHOLDERS TO PROPOSE THE AGENDA IN ADVANCE OR TO NOMINATE THE DIRECTOR

The shareholder (s) who wish to propose the agenda in advance or to nominate the director must be the Company's shareholder, which can be one shareholder or combined shareholders, holding minimum shares of not less than 5 percent of the total voting shares of the Company and must have continuously held those shares for at least 1 year prior to the date on which the shareholder proposes the agenda.

4. AGENDA PROPOSAL

4.1 CONSIDERATION PROCEDURES

Shareholders must prepare and submit the agenda proposal to the Board of Directors by using **Agenda Proposal Form**; whereas, shareholders may give an informal notification thereof via facsimile at Fax No. +662-259-4427 or via e-mail address of the Corporate Secretary at: corporatesecretary@stecongroup.co.th before sending the original form, evidences of shareholding, and the supporting documents (if any), to the Board of Directors, of which details of each case are as follows:

4.1.1 In case of one shareholder, who is fully qualified as per Clause 3:

The shareholder must prepare and submit the original agenda proposal, evidence of shareholding, and the supporting documents (if any), with the following details:

- Agenda Proposal Form, affixed with signature as evidence.
- Evidences of shareholding under Clause 3, including a certificate issued by a securities company or other evidence issued by the Stock Exchange of Thailand (SET) or by Thailand Securities Depository Co., Ltd.
- (In case, the shareholder is a natural person) a certified copy of ID card or passport (in case of a foreigner);
- (In case, the shareholder is a juristic person) a separate copy of a Certificate of Incorporation; and copy of ID card or passport (in case of a foreigner) of the authorized director, who has affixed his/her signature therein and has certified the accuracy of all copies thereof.
- Supporting documents, which shall be beneficial to the consideration of the Board of Directors (if any)

Shareholders are required to submit all original documents to the Company no later than January 5, 2026 (if such date falls on a public holiday, the deadline shall be moved forward to the preceding business day) in order to allow the Board of Directors sufficient time to consider the proposed agenda items.

4.1.2 In case of combined shareholders, who are fully qualified as per Clause 3:

All shareholders must prepare and submit the original agenda proposal, evidence of shareholding, and the supporting documents (if any), with the following details:

- The first shareholder must complete the Agenda Proposal Form and must affix his/her signature as evidence.
- Others shareholders must provide the proxy statement authorizing the first shareholder to be a proxy to propose the agenda in advance and must affix their signatures as evidence.
- Evidence of shareholding of all shareholders under Clause 3, including a certificate issued by a securities company or other evidence issued by the Stock Exchange of Thailand (SET) or by Thailand Securities Depository Co., Ltd.
- (In case, shareholders are natural persons) certified copies of ID cards or passports of all shareholders (in case of foreigners).
- (In case, shareholders are juristic persons) copies of a Certificate of Incorporation; and copies of ID cards or passports (in case of foreigners) of the authorized directors, who have affixed their signatures therein; and all shareholders must certify the accuracy of all copies thereof.
- Supporting documents, which shall be beneficial to the consideration of the Board of Directors (if any).

Shareholders are required to compile the completed proposal form for the agenda of the Annual General Meeting of Shareholders together with evidence of shareholding and any additional supporting documents (if any) into one set, and submit all original documents to the Company no later than January 5, 2026 (if such date falls on a public holiday, the deadline shall be moved forward to the preceding business day), in order to allow the Board of Directors sufficient time to consider the proposed agenda items.

4.1.3 In case, one shareholder or combined shareholders, who are fully qualified as per Clause 3, intend to propose more than one agenda of the Annual General Meeting of Shareholders, the shareholders must prepare documents under Clause 4.1.1 or Clause 4.1.2, as the case may be (whereas, one set of documents shall be prepared for each agenda proposal), and must affix their signatures as evidence.

4.1.4 The Corporate Secretary shall preliminarily scrutinize all matters for the Board of Directors, as follows:

- (1) In case, shareholders have given any incorrect or incomplete information, the Corporate Secretary shall inform the shareholders within January 12, 2026. (if such date falls on a public holiday), the Corporate Secretary shall inform the shareholders within the last working day before such holiday. In case, the shareholders make the correction and return the corrected original documents to the Company no later than January 19, 2026 (if such date falls on a public holiday), the shareholders shall return the original documents to the Company within the last working day before such holiday), the Corporate Secretary shall notify the shareholders in writing to acknowledge the closure of the matter.
- (2) For matter proposed by a shareholder, who is not fully qualified as per Clause 3, the Corporate Secretary shall notify the shareholder in writing to acknowledge the closure of the matter within January 12, 2026. (if such date falls on a public holiday), the Corporate Secretary shall notify the same to the shareholder within the last working day before such holiday).
- (3) In case, the matter is not within the scope as prescribed in Sub-Clause 4.1.4(1) or Sub-Clause 4.1.4(2), the Corporate Secretary

4.1.5 The Board of Directors shall consider the appropriateness of the agenda proposed by shareholders, which shall not be categorized as matters not to be included in the agenda as prescribed by the Company, unless otherwise considered by the Board of Directors, provided that the decision of the Board of Directors shall be final.

4.1.6 The matter that has been approved by the Board of Directors shall be included as an agenda in the Notice of the Annual General Meeting of

Shareholders, together with opinions of the Board of Directors. The matters that have been disapproved by the Board of Directors, the Company shall notify the same to the shareholders after the Board of Directors' Meeting and shall give the reasons of disapproval through the Company's website at www.stecongroup.co.th and declare at the Annual General Meeting of Shareholders.

4.2 THE MATTERS NOT TO BE INCLUDED AS AN AGENDA

- 4.2.1 Matters are proposed by shareholders, who are not fully qualified as per Clause 3.
- 4.2.2 Matters, which are contrary to the law, Limited Public Company Act, announcements, rules and regulations of the related government agencies such as the Stock Exchange of Thailand (SET) and Office of the Securities and Exchange Commission, etc.
- 4.2.3 Matters, which are not in accordance with good corporate governance guidelines.
- 4.2.4 Matters, which are not in accordance with:
 - Objectives of business operation of the Company.
 - Rules and regulations of the Company.
 - Resolutions of the Shareholders' Meeting of the Company.
- 4.2.5 Matters which are for the benefits of any group of people.
- 4.2.6 Matters which may cause significant overall damage to the shareholders.
- 4.2.7 Matters that have been already handled by the Company.
- 4.2.8 Matters which are out of the Company's authority to handle.
- 4.2.9 Matters which the shareholders used to propose to the Shareholders' Meeting for consideration within the past one-year period and were supported by less than one-tenth of the total shares, which have the voting rights of shareholders attending the meeting, whereas, the fact of that matter has not been changed significantly.
- 4.2.10 Matters which the Board of Directors has carefully considered and agreed that there was no need to include the matters into the agenda; and the Board of Directors can give proper reasons to the shareholders.
- 4.2.11 Matters which the shareholders had given is the incorrect or incomplete or out of information.

4.2.12 Matters which are proposed after the date line of the agenda proposition period.

5. DIRECTOR NOMINATION

5.1 CONSIDERATION PROCEDURES

Shareholders must prepare and submit a letter of director nomination to the Board of Directors by using Director Nomination Form; whereas, shareholders may give an informal notification thereof via facsimile at Fax No. +662-259-4427 or via e-mail address of the Corporate Secretary at: corporatesecretary@stecongroup.co.th before sending the original Director Nomination Form, evidences of shareholding, evidence of consent giving of the nominee, the supporting documents for consideration of qualifications of the nominee, and addenda (if any), to the Board of Directors, of which details of each case are as follows:

5.1.1 In case of one shareholder, who is fully qualified as per Clause 3:

The shareholder must prepare and submit the original of the Director Nomination Form, evidence of shareholding, evidence of consent giving of the nominee, the supporting documents for consideration of qualifications of the nominee, and addenda (if any), with the following details:

- Director Nomination Form, affixed with signature as evidence.
- Evidence of shareholding under Clause 3, including a certificate issued by a securities company or other evidences issued by the Stock Exchange of Thailand (SET) or by Thailand Securities Depository Co., Ltd.
- (In case, the shareholder is a natural person) a certified copy of ID card or passport (in case of a foreigner).
- (In case, the shareholder is a juristic person) a separate copy of a Certificate of Incorporation; and copy of ID card or passport (in case of a foreigner) of the authorized director, who has affixed his/her signature therein and has certified the correctness of all copies thereof.
- Evidence of consent giving of the nominee, affixed with signature as evidence.
- Supporting documents for consideration of qualifications, including academic and career records of the nominee.
- Supporting documents, which shall be beneficial to the consideration of the Board of Directors (if any)

Shareholders must submit all of the original documents to the Company no later than January 5, 2026 (if such date falls on a public holiday), all of the original documents must be sent within the last working day before such holiday so that the Board of Directors shall have enough time for consideration.

5.1.2 In case of combined shareholders, who are fully qualified as per Clause 3:

Shareholders must prepare and submit the original Director Nomination Form, evidences of shareholding, evidence of consent giving of the nominee, and the supporting documents (if any), with the following details:

- The first shareholder must complete the Director Nomination Form and must affix his/her signature as evidence.
- Others shareholders must provide the proxy statement authorizing the first shareholder to be a proxy to nominate the director and must affix their signatures as evidence.
- Evidences of shareholding of all shareholders under Clause 3, including certificate issued by a securities company or other evidences issued by the Stock Exchange of Thailand (SET) or by Thailand Securities Depository Co., Ltd.
- (In case, shareholders are natural persons) certified copies of ID cards or passports of all shareholders (in case of foreigners).
- (In case, shareholders are juristic persons) copies of a Certificate of Incorporation; and copies of ID cards or passports (in case of foreigners) of the authorized directors, who have affixed their signatures therein; and all shareholders must certify the accuracy of all copies thereof.
- Evidence of consent giving of the nominee, affixed with signature as evidence.
- Supporting documents for consideration of qualifications, including academic and career records of the nominee.
- Supporting documents, which shall be beneficial to the consideration of the Board of Directors (if any).

Shareholders must collect the Director Nomination Form, evidences of shareholding, evidence of consent giving of the nominee, the supporting documents for consideration of qualifications, and the addendum (if any) of all shareholders as one set and submit all of the original documents to the Company no later than January 5 2026 (if

such date falls on a public holiday), all of the original documents must be sent within the last working day before such holiday so that the Board of Directors shall have enough time for consideration.

5.1.3 In case, one shareholder or combined shareholders, who are fully qualified as per Clause 3, wish to propose more than one nominee, the shareholders must prepare documents under Clause 5.1.1 or Clause 5.1.2, as the case may be (whereas, one set of documents shall be prepared for nomination of each director), and must affix their signatures as evidence.

5.1.4 The Corporate Secretary shall preliminarily scrutinize all matters for the Board of Directors, as follows:

- (1) In case, shareholders have given any incorrect or incomplete information under Clause 5.1.1, Clause 5.1.2, or Clause 5.1.3, the Corporate Secretary shall inform the shareholders within January 12, 2026 (if such date falls on a public holiday), the Corporate Secretary shall inform the shareholders within the last working day before such holiday. In case, the shareholders make the correction and return the corrected original documents to the Company no later than January 19, 2026 (if such date falls on a public holiday), the shareholders shall return the original documents to the Company within the last working day before such holiday), the Corporate Secretary shall notify the shareholders in writing to acknowledge the closure of the matter.
- (2) In case, the nominee is not fully qualified or having any forbidden characteristics as prescribed by the Company regarding the qualifications and forbidden characteristics of the Company's director, the Corporate Secretary shall notify the shareholders in writing to acknowledge the closure of the matter by January 12, 2026 (if such date falls on a public holiday), the shareholders shall return the original documents to the Company within the last working day before such holiday).
- (3) In case, the shareholder who has nominated a director is not fully qualified as per Clause 3, the Corporate Secretary shall notify the shareholder in writing to acknowledge the closure of the matter within January 12, 2026 (if such date falls on a public holiday), the Corporate Secretary shall notify the same to the shareholder within the last working day before such holiday).

(4) In case, the matter is not within the scope as prescribed in Sub-Clause 5.1.4(1), Sub-Clause 5.1.4(2), and Sub-Clause 5.1.4(3), the Corporate Secretary shall gather and propose the matter to the Board of Directors' Meeting.

5.1.5 The Board of Directors shall consider the appropriateness of the nominees, provided that the decisions of the Board of Directors shall be final.

5.1.6 Nominees who have been approved by the Board of Directors shall be enlisted in the agenda of the Annual General Meeting of Shareholders. For nominees who have been disapproved by the Board of Directors, the Company shall notify the same to the shareholders after the Board of Directors' Meeting and shall give the reasons of disapproval through the Company's website at www.stecongroup.co.th and in the Annual General Meeting of Shareholders.

5.2 QUALIFICATIONS OF THE COMPANY'S DIRECTOR

5.2.1 Possess the proper qualifications and have no prohibited characteristics under the law, including the Public Limited Company Act, the Securities and Exchange Act, and the Company's Principles of Good Corporate Governance.

5.2.2 Possess essential knowledge and expertise relevant to the Company's businesses, particularly in construction contracting, energy, and utilities, with professional background and experience in fields such as engineering, architecture, finance, accounting, economics, and law.

5.2.3 Have no conflict of interest with the Company in accordance with the Public Limited Company Act and/or other applicable legal provisions.

5.2.4 Demonstrate independence in judgment; perform duties with due care, honesty, and sufficient dedication of time to the Company, both within and outside Board meetings; and carry out responsibilities as assigned by the Board of Directors.