Criteria for Minority Shareholders to Propose AGM Agenda Items and to Nominate a Director

1. Objective

TCM Corporation Public Company Limited. ("TCMC", "the Company") firmly intends to comply with Good Corporate Governance. To treat all shareholders fairly and equitably is one of the Company's essential commitments.

To grant the minority shareholders the right to propose agenda items and to nominate candidates for directorship is considered part of the Company's corporate governance to treat all shareholders fairly and equitably. Therefore, to ensure the clarity and transparency of the procedures, the Company has set up the criteria concerning the proposal by minority shareholders of agenda items and the qualified candidates for directorship in advance of the Annual General Meeting (AGM).

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

2.1 Being shareholders of the Company

2.2 Having a minimum shareholding of not less than 2.5% of the issued and paid-up shares. This can be a single shareholder or a combination of shareholders.

2.3 Having held the shares as specified in 2.2 at least six months prior to the date of AGM.

3. Proposal of the Agenda

3.1. Criteria for the Agenda Proposals that will not be accepted

3.1.1 Agenda proposals that violate the law, rules, regulations of government agencies or other governing agencies, the objectives, the Articles of Association, the shareholders' resolution, and the Company's corporate governance practices.

3.1.2 Agenda proposals that are beneficial only to a specific person or group.

3.1.3 Agenda proposals touching on matters that are within the authority of the Board. But this by no way discourages shareholders from offering constructive suggestions

3.1.4 Agenda proposals that concern regular business practices of the Company, unless there is a strong indication of irregularity

3.1.5 Agenda proposals for the Company to take action which is beyond the power or control of the Company

3.1.6 Agenda proposals that shareholders had proposed at a shareholders' meeting that took place within the past 12 months were supported by less than 10% of the total voting shares unless the circumstances surrounding the matter have significantly changed.

3.1.7 Agenda proposals that the Company has already taken.

3.1.8 Agenda proposals that contain incorrect or incomplete information.

3.1.9 Agenda proposals from shareholders not fully qualified according to criteria No. 2

3.1.10 Agenda proposals that the Board deems irresponsible or unconstructive.

3.2 Documentary Evidence

3.2.1 The evidence of shares held, such as the certificate of shares held from the Securities Company or any other certifications from the Stock Exchange of Thailand (SET) or the Thailand Securities Depository Co., Ltd. (TSD)

3.2.2 Documents supporting the identity of the shareholders (each shareholder, in case of a joint proposal) are as follows:

(1) If shareholders are individuals, a copy of the identification card or passport (in case of non-Thai nationality) must be enclosed, certified true copies by the shareholder.

(2) If shareholders are juristic persons, the latest updated no later than three months of a copy of the company's affidavit and a copy of the identification card or passport (in case of non-Thai nationality) of the authorized director must be enclosed and certified true copies by such director.

3.2.3 Documents supporting the proposal of the meeting agenda

(1) The completed and signed AGM agenda proposal form

(2) Additional supporting documents that will be useful for the Board's consideration (If any), which are certified true copies.

3.2.4 If shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified as a true copy.

3.2.5 If a group of shareholders has joined together to propose AGM agenda items to the Board, one shareholder must complete the AGM Agenda Proposal Form and sign the 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 documents, according to 3.2.1 - 3.2.4 of all shareholders, which are identified in the forms, shall be consolidated into one package for submission to the Board.

3.2.6 If one or more shareholders propose more than one agenda, the shareholders must fill out separate AGM Agenda Proposal Forms, each form for each agenda, and ensure that the supporting documents are certified as true copies.

3.3 Consideration Procedures

3.3.1 Qualified shareholders, as defined in No.2, may submit the documents according to 3.2 to the Company by 5:00 pm, 5th February 2027, at the following address:

Office of Corporate Secretary
TCM Corporation Public Company Limited
2054 New Petchburi Road, Bangkapi, Huaykwang, Bangkok 10310
(Proposal for AGM Agenda)

The shareholders may send the proposal unofficially via facsimile to 02-318-3963 or the Corporate Secretary's e-mail address at comsec@tcm-corporation.com before sending the original proposal to the Company.

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

3.3.2 The Corporate Secretary will screen the agenda proposals for the Board according to the following criteria:

3.3.2.1 If the information provided is incomplete or incorrect, the Corporate Secretary will notify the shareholders via official letter by 5:00 p.m. on 12th February 2027 that the proposal will be excluded from the agenda of the AGM.

3.3.2.2 If the shareholders are not considered fully qualified according to criteria No. 2, the Corporate Secretary shall notify the shareholders via official letter by 5:00 p.m. on 12th February 2027 that the proposal will be excluded from the agenda of the AGM.

3.3.2.3 The Corporate Secretary will forward to the Board agenda proposals that do not fall into sections 3.3.2.1 or 3.3.2.2.

3.3.3 The Board will consider the agenda proposals per the criteria defined in 3.1.

3.3.4 The Board may assign specific Committees to review respective agenda proposals in accordance with established committee charters before final decision by the Board.

3.3.5 The agenda proposals approved by the Board and the Board's opinions will be included in the Agenda of the AGM Notice. For the agenda proposals not approved by the Board, the Company will communicate to the shareholders after the Board's meeting the reasons for the Board's refusal via the Company's website, www.tcm-corporation.com, and notify the shareholders at the AGM again.

4. Nomination of the Directors

4.1 The Qualifications of the Directors

4.1.1 Not being a bankrupt person, incompetent person, or quasi-incompetent person.

4.1.2 Not having been imprisoned by the judgment of a court, which is final for an offense related to property committed with dishonest intent.

4.1.3 Not having been expelled or removed from a position as an officer of the government agency for an offence with dishonest duty.

4.1.4 Possessing personal and professional ethics, integrity, and values.

4.1.5 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, including laws, notifications, regulations, rules of government agencies or other governing agencies, or the Company's objectives, the article of association, the shareholders' resolution, the Company's corporate governance practices.

4.1.6 Having knowledge, ability, expertise, and experience that can be beneficial and suitable for the Company's business.

4.1.7 Willing to devote sufficient time to effectively carrying out their duties and responsibilities, including attending Board and Committee meetings.

4.2 Documentary Evidence

4.2.1 The evidence of shares held, such as the certificate of shares held from the Securities Company or any other certifications from the Stock Exchange of Thailand (SET) or the Thailand Securities Depository Co., Ltd. (TSD)

4.2.2 Documents supporting the identity of the shareholders (each shareholder, in case of a joint proposal) are as follows:

(1) If shareholders are individuals, a copy of the identification card or passport (in case of non-Thai nationality) must be enclosed, certified true copies by the shareholder.

(2) If shareholders are juristic persons, the latest updated no later than three months of a copy of the company's affidavit and a copy of the identification card or passport (in case of non-Thai nationality) of the authorized director must be enclosed and certified true copies by such director.

4.2.3 Documents supporting the proposal of the candidate for directorship

(1) The completed and signed Director Nomination Form

(2) The Information Form of Candidate Proposed for Directorship, which is completed and signed by the candidate.

(3) Certified true copies of the candidate's related documents, which are a copy of an identification card or passport (in case of non-Thai nationality), copies of academic/training certificates, and the company's shares certificate(s).

(4) Additional supporting documents that will be useful for the Board's consideration (If any), which are certified true copies.

4.2.4 If shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified as a true copy.

4.2.5 If many shareholders have unified to propose the candidate for directorship, the first shareholder must complete the Director Nomination Form and sign the form for evidence. The second shareholders and onwards complete only Part A of the Form to Propose the Candidate for Directorship, and all shareholders sign the forms for proof. All documents, according to 4.2.1-4.2.4 of all shareholders, which are identified in the forms, shall be consolidated into one package and sent to the Company.

4.2.6 If one or more shareholders propose more than one candidate for directorship, shareholders must complete the Director Nomination Form and the Information Form of Candidate Proposed for Directorship as one set for each candidate.

4.3 Process of Director's Nomination Consideration

4.3.1 Qualified shareholders, as defined in No.2, may submit the documents according to 4.2 to the Company by 5:00 p.m. on 5th February 2027 at the following address:

Office of Corporate Secretary
TCM Corporation Public Company Limited
2054 New Petchburi Road, Bangkapi, Huaykwang, Bangkok 10310
(Nomination of the Company's directors)

The shareholders may send the proposal unofficially via facsimile at 02-318-3963 or the Corporate Secretary's email address at comsec@tcm-corporation.com before sending the original and supported documents to the Company.

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

4.3.2 The Corporate Secretary will screen the proposal for the Board as the following criteria;

4.3.2.1 If shareholders provide incomplete or incorrect information, the Corporate Secretary will notify the shareholders via official letter by 12th February 2027 that the proposal will be excluded from Board consideration.

4.3.2.2 If shareholders do not possess the full qualification according to Criteria No. 2, the Corporate Secretary will notify them via official letter that the proposal will be excluded from Board consideration by 12th February 2027.

4.3.2.3 The proposals that do not fall under 4.3.2.1 or 4.3.2.2, the Corporate Secretary will propose to the Executive Committee to screen the candidates proposed for directorship.

4.3.2.4 The shortlisted candidates approved by the Executive Committee will be passed to the Board's meeting for approval.

4.3.2.5 The Board will consider the appropriateness of the candidates proposed for directorship.

4.3.2.6 The candidates whom the Board approves will be included in the Agenda for AGM Notice with the Board's opinions. For the candidates whom the Board does not endorse, the Company will communicate to the shareholders after the Board's meeting the reasons for the Board's refusal via the Company's website, www.tcm-corporation.com, and notify the shareholders at the AGM again.

5. Contact information

Should the shareholders have any queries, the shareholders may contact

Office of Corporate Secretary
Telephone No. 02-318-3960 ext. 560
e-mail address: comsec@tcm-corporation.com