# Christiani & Nielsen (Thai) Public Company Limited (the "Company")
## Criteria for Granting the Rights to Shareholders to Propose Agenda of the Annual General Meeting of Shareholders

**Objective**

In line with good corporate governance practices, the Company provides minority shareholders with an opportunity to propose agenda items for the Annual General Meeting in advance, ensuring equitable treatment of all shareholders. Only proposals deemed beneficial to the Company will be considered. The Board of Directors has therefore established the following criteria and procedures for such proposals.

**Criteria for Shareholders to Propose Agenda Items for the Annual General Meeting of Shareholders**

**1. Qualifications of Shareholders**

1.1 Be a shareholder of the Company holding at least 2,000,000 shares (whether held by an individual shareholder or jointly by several shareholders).

1.2 Hold the aforementioned number of shares in the Company as of the date of proposing agenda items

1.3 Provide evidence of shareholding, including a certified true copy of the share certificate, a certification letter issued by a securities company, or other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

**2. Conditions for Proposing Matters for Consideration and Inclusion in the Meeting Agenda**

Shareholders may propose agenda items for inclusion in the agenda of the Annual General Meeting of Shareholders **from 1 October 2026 to 31 December 2026.** The Company reserves the right to consider and screen proposals received within one year from the date of receipt of the shareholder's written submission.

**3. Matters Excluded from Consideration for inclusion in the Meeting Agenda**

To ensure the efficient conduct of the meeting, the Company reserves the right not to include the following matters in the meeting agenda:

3.1 Matters that violate applicable laws, regulations, governmental or regulatory requirements, or are inconsistent with the Company's objectives, Articles of Association, shareholders' resolutions, or the corporate governance principles.

3.2 Matters relating to the ordinary course of the Company's business where no reasonable grounds indicate any irregularity.

3.3 Matters beyond the Company's authority or ability to implement.

3.4 Matters proposed within the preceding 12 months that received support from less than 10% of the Company's total voting rights and where no material change in circumstances has occurred.

3.5 Matters outside the authority of the shareholders' meeting under applicable law.

3.6 Matters supported by incomplete, unclear, inaccurate, or inconsistent information or documentation, or that are not beneficial to the Company's operations.

3.7 Matters intended to serve the interests of any specific individual or group

3.8 Matters proposed in violation of the prescribed criteria, or where deficiencies in information or supporting documents cannot be remedied due to the Company's inability to contact the proposer.

3.9 Matters proposed by shareholders who do not satisfy the qualifications specified in Clause 1 above or otherwise fail to comply with the Company's criteria.

3.10 Any other matters that the Board of Directors determines are unnecessary for inclusion in the meeting agenda.

**4. Procedures for Proposing Agenda Items**

Shareholders who meet the qualifications specified in Clause 1 and wish to propose an agenda item for consideration by the Board of Directors shall complete and sign the **"Agenda Proposal Form for the 2027 Annual General Meeting of Shareholders" (Form A.).** In the case of a juristic person, the form must be signed and affixed with the corporate seal, (if any).

If an agenda item is proposed by more than one shareholder, each shareholder must submit a separate Form A, for the relevant agenda item, and all forms shall be submitted together as one set. The proposing shareholders shall designate one person as the contact person for coordination with the Company.

**5. Supporting Documents and Proof of Identity**

Shareholders shall submit to the Company one set of supporting documents for each proposed agenda item under Form A, together with proof of identity and shareholding, as follows:

5.1 A certified true copy of the share certificate, a certificate issued by a securities company, or other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

5.2 **Proof of Identity**

**Individual Shareholder**

- A certified true copy of a valid identification card or, in case of foreign shareholder, a passport

**Juristic Person**

- A certified true copy of the certificate of registration, issued within the preceding three months, certified by the authorized director(s) and affixed with the corporate seal (if any).
- A certified true copy of the valid identification card of the authorized director(s), in the case of a foreign director, a passport.

5.3 **Change of name**

Where a shareholder has changed their title, first name, or surname, a certified true copy of the relevant supporting evidence shall be submitted.

5.4 **Submission of Documents**

The documents specified in Clause 5.1 and 5.2 may initially submitted by fax at **+66 2 338 8090** or by email at **ir@cn-thai.co.th**, provided that the original documents are subsequently sent to the Company by registered mail no later than **31 December 2026**. The postmark date shall be deemed the submission date. Documents should be sent to the following address:

**Company Secretary Division**
**Christiani & Nielsen (Thai) Public Company Limited**
727 La Salle Road,
Bangna Tai Subdistrict, Bangna District,
Bangkok 10260
**(Agenda Proposal)**

**6. Procedures for Consideration**

6.1 The Company Secretary shall compile shareholder proposals and verify compliance with the prescribed criteria and applicable legal requirements before submitting them to the Audit and Corporate Governance Committee.

6.2 The Audit and Corporate Governance Committee shall review and screen shareholder proposals before submitting them to the Board of Directors. The Company shall notify shareholders of the Board's decision within February 2027.

6.3 Proposals approved by the Board of Directors shall be included in the Notice of the Annual General Meeting of Shareholders, together with the Board's opinion and indication that they were proposed by shareholders. For proposals not approved, the Company shall notify shareholders of the decision and the reasons therefore through the Company's website at **www.cn-thai.co.th** or other appropriate communication channels and shall also inform the Annual General Meeting of Shareholders on the meeting date.

For enquiries, please contact the Company Secretary Division at Tel. +66 2 338 8000 extensions 8079, 8077 and 8121 or Facsimile +66 2 338 8090

**Christiani & Nielsen (Thai) Public Company Limited**

**Agenda Proposal Form for the 2027 Annual General Meeting of Shareholders (Form A.)**

(1) I (Mr./Mrs./Miss/Company) .....
by (the authorized persons of a juristic person) .....
being a shareholder of Christiani & Nielsen (Thai) Public Company Limited, holding the total number of.....shares, equivalent to.....percent of the total number of the voting rights of the Company.
Address.....
Telephone.....Mobile Phone.....
Facsimile.....E-mail.....

(2) I/We would like to propose the agenda(s) of the Annual General Meeting of Shareholders for 2027 as follows:
Proposed Agenda: .....
for: ☐ Acknowledgement ☐ Consideration and approval
Details of the proposed agenda: .....
.....
.....
together with additional supporting documents, all pages of which have been signed for certification of correctness, totalling …….. sheets.

(3) I/We authorize **Mr./Mrs./Miss**.....
as my designated person for the purpose of contact with the Company under Clause 4 of the Criteria.
Address.....
Telephone.....Mobile Phone.....
Facsimile.....E-mail.....

I hereby certify that all information in this form and supported documents as well as attached evidence is correct in all respects. In witness whereof, I therefore sign my name as evidence below:

**Signed** ..... **Shareholder**
(.....)
**Date** .....