DON MUANG TOLLWAY PUBLIC COMPANY LIMITED
40/40 Viphavadi Rangsit Road,
Sanambin, Don Muang, Bangkok 10210, Thailand
ISO 9001, ISO 14001, ISO 45001 & ISO/IEC27001 CERTIFIED
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Plc Registration No. 0107537001129

Criteria for Shareholders proposing the agenda and submission the advance questions for the 2027 Annual General Meeting of Shareholders

1. Objective

Don Muang Tollway Public Company Limited **("the Company")** realizes the rights and equitable treatment of Shareholders in accordance with the principles of Good Corporate Governance. The Company therefore, gives Shareholders the opportunity to propose the agendas that are beneficial to the Company to consider including in the agenda of the 2027 Annual General Meeting of Shareholders, including submission the advance questions by specifying clear and transparent rules, procedures and methods for consideration and comply with the law.

2. Definition

"The Company" means Don Muang Tollway Public Company Limited

"The Boards" means The Board of Directors of Don Muang Tollway Public Company Limited

"Agenda" means Agenda for the 2027 Annual General Meeting of Shareholders of Don Muang Tollway Public Company Limited

3. Qualifications of Shareholders to propose the meeting agendas

Shareholders who wish to propose the meeting agendas must have the following qualifications :-

3.1 Being a Shareholder of the Company on the date of proposing the agenda of the Annual General Meeting of Shareholders by being a single Shareholder or a combination of several Shareholders which is in accordance with the rules of the Securities and Exchange Act (No.4) B.E. 2551 (2008), Section 89/28.

3.2 Having a total shareholding proportion of not less than 5 percent of the total shares sold.

3.3 Holding shares in the Company in the proportion stipulated in Clause 3.2 continuously not less than 12 months.

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4. **Proposing the Agenda of the Annual General Meeting of Shareholders and submission the advance questions**

4.1 Procedures for the presentation of the agenda of the Annual General Meeting of Shareholders

4.1.1 A Shareholder who meets all qualifications according to Clause 3 of this criteria can submit matters to include as an agenda of the Annual General Meeting of Shareholders to the Board of Directors by using **"Form to propose the agenda for the 2027 Annual General Meeting of Shareholders"** with attached required documents and the relevant evidence sent to the Company within December 31, 2026, as the following address:-

Office of Company Secretary and Corporate Governance
Don Muang Tollway Public Company Limited
40/40 Viphavadi Rangsit Road,
Sanambin Sub-district, Don Muang District, Bangkok 10210

4.1.2 The Company Secretary will initially review the completeness of the information and notify the proposed Shareholder for correction in case of incompleteness before submit to the Board of Directors to consider the appropriateness of the agenda proposed by the Shareholders based on the criteria specified in Clause 4.2 except for otherwise decisions made by the Board of Directors. In all cases the Board of Directors' judgment is deemed the matter comes to an end.

4.1.3 Matters approved by the Board of Directors will be included in the agenda of the Annual General Meeting of Shareholders in the notice of the 2027 Annual General Meeting of Shareholders, together with the opinion of the Board of Directors.

4.1.4 Matters not approved by the Board of Directors to be included in the agenda of the 2027 Annual General Meeting of Shareholders, the Company will promptly inform the proposed Shareholder after the Board of Directors' Meeting.

Remark:

1. In case a group of several Shareholders with full qualifications under Clause 3, holding a total of not less than 5% of the total number of shares sold and everyone must hold the Company's shares continuously for not less than 12 months, wishing to propose the meeting agenda to the Board of Directors. All Shareholders must sign and show evidence of shareholding. In this regard, fill in the names of all Shareholders. Assigned to be a contact person on behalf of 1 name and it is deemed that the Company's contact with the designated person is a contact with every Shareholder who has signed.
2. In case of one Shareholder or several Shareholders holding shares and having all the qualifications as specified in Clause 3, wishing to propose more than one agenda, the Shareholders must prepare the form which must be used as one form for one agenda along with their signatures as evidence in its entirety.

4.2 In order to be carried out the meeting effectively. The Company reserves the right not to include the following matters as the agenda of the meeting.

4.2.1 Matters that are against the laws, notifications, requirements, rules and regulations of government authorities or regulatory bodies or matters which are contrary to the Company's objectives, Articles of Association, resolutions of the shareholders' meeting, and good corporate governance of the Company.

4.2.2 Matters that are not for the benefit of the Company's operations.

4.2.3 Matters that are for the benefit of any particular person or group of persons.

4.2.4 Matters that are under the scope of power and administration of the Board of Directors, but give rise to material damage to the Shareholders as a whole.

4.2.5 Matters that the Company has taken actions.

4.2.6 Matters that are beyond the control of the Company

4.2.7 Matters that previously proposed by Shareholder to any Shareholders' meeting over the past 12 months from the most recent date of the Shareholders' meeting resolution on

such matter which favorable votes of less than one-third of the total voting shares, and the facts of such matter have not yet materially changed.

4.2.8 Matters that the Shareholder provides incomplete or inaccurate information or the shareholder cannot be reached.

4.2.9 Matters proposed by a Shareholder who is not fully qualified under Clause 3.

5. Submission the advance questions before the Annual General Meeting of Shareholders

5.1 Submission the advance questions

Shareholders who have all the qualifications as specified by the Company above, can submit advance questions to the Company by using the **"Submission Form of Question"** before the 2027 Annual General Meeting of Shareholders as attached herewith and email questions to the Company Secretary as the following address at Clause 4.1.1 or at companysecretary@tollway.co.th within December 31, 2026.

5.2 Process of Consideration

All questions submitted will be initially considered and screened by the Company Secretary and then presented to the Board of Directors or the Management. The explanation of such questions will be provided to Shareholder at the Shareholders' meeting date or clarify via email or other proper communication channels.

6. Rights Reserved

The Company reserves the right to consider only the completely filled out requests and only propose the agenda that is deemed to be beneficial to the Company and Shareholders, which is in accordance with laws and related regulations.

Remark: The Company wishes to notify shareholders of the Privacy Policy which is posted at www.tollway.co.th or Shareholders can download the policy by scanning the QR Code. >>>