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 the right of Shareholders to nominate persons to be elected as Directors for the 2027 Annual General Meeting of Shareholders (AGM) Don Muang Tollway Public Company Limited

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 the right to Shareholders to nominate persons to be elected as Directors in advance for the 2027 Annual General Meeting of Shareholders. The objective of this is to grant the nominated persons whose deem qualified, knowledgeable and competent, to be elected as the Company's directors to perform their duties efficiently for the best interest of the Company and all stakeholders.

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

"Director" means A Director of Don Muang Tollway Public Company Limited

3. The qualifications of Shareholders to nominate persons to be elected as Directors

Shareholders who wish to nominate persons to be elected as Directors must have the following qualifications:-

3.1 Being a Shareholder of the Company on the date of nominating a person to be elected as a director for 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. The Nomination of persons to be directors of the Company

4.1 The qualifications and prohibited characteristics of the Company's Director

The person(s) nominated as a Director must have qualifications and must not have any prohibited characteristics as follows:-

4.1.1 Having proper qualifications and shall not have any prohibited characteristics as specified by the Public Limited Companies Act, the Securities and Exchange Act, and Good Corporate Governance of the Company;

4.1.2 Not being a Shareholder or joining as a partner or as a Director, or Executive, or Employees of the companies that operate businesses of the same nature or in competition with the Company's business and/or its subsidiaries.

4.1.3 Being knowledgeable ability in the Company's business and industry, or have experience that will be beneficial to the Company's business operations.

4.1.4 Having leadership qualities, broad vision, morality, ethics and good work history.

4.1.5 Having suitable age, good health and mental stability, and able to physically attend the Board of Directors' meeting regularly, and able to devote sufficient time to the Company.

4.2 Procedure for presentation and consideration

4.2.1 A Shareholder who has all the qualifications under Clause 3 of this criteria can nominate a person to be elected as a Director by filling out the **"Request Form for Nomination of Persons to be elected as Directors for the 2027 AGM"**, with attached required documents complete and relevant evidence sent to the Company within December 31, 2026, as the following address:-

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

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4.2.2 The Company Secretary will initially consider and screen, with the following criteria:

4.2.2.1 **In case that the shareholder has provided incomplete or inaccurate information**, the Company Secretary will notify the Shareholders. If the Shareholder does not make corrections and submit the original thereof to the Company within January 20, 2027, the Company Secretary will give notice to the shareholder of the conclusion of submission of the matters.

4.2.2.2 **In case that the shareholder who is not fully qualified as specified in Clause 3**, the Company Secretary will give notice to the Shareholder of the conclusion of submission of the matters within January 20, 2027.

4.2.2.3 **In case that the nominated person who is not fully qualified or is under the prohibitions under Clause 4.1**, the Company Secretary will give notice to the Shareholder of the conclusion of submission of the matters within January 20, 2027.

4.2.2.4 **In case that does not fall under Clause 4.2.2.1 or Clause 4.2.2.2 or Clause 4.2.2.3**, the Company Secretary will collect and propose to the Nomination and Compensation Committee to screen and select according to the nomination process of the Company's Director to propose to the Board of Directors Meeting in February 2027.

4.2.3 The nominated persons who have been approved by the Board of Directors shall be included in the list of nominees for election as directors under the relevant agenda item in the notice of the shareholders' meeting, together with the Board's opinions. For the nominated persons who are not approved by the Nomination and Compensation Committee or the Board of Directors shall be notified to the shareholders immediately after the meeting of the Nomination and Compensation Committee or the Board of Directors, or on the following business day.

Remark: 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 nominate persons to be elected as Directors 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.

5. Rights Reserved

The Company reserves the right to consider only the completely filled out request, have sufficient supporting documents for consideration and has been submitted correctly in accordance with this Criteria. And it's a matter that the Company that is beneficial to the Company and Shareholders as a whole and in accordance with the relevant laws and 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 >>>