

**Criteria for Proposing Agenda Items and Nominating Qualified Candidates
for Election as Directors of Gunkul Engineering Public Company Limited
for the 2025 Annual General Meeting of Shareholders**

1. Objective

Gunkul Engineering Public Company Limited (“GUNKUL” or the “Company”) is committed to adhering to good corporate governance practices, ensuring proper, efficient, and highly effective management. The Company places great importance on practices related to fairness and responsibility toward shareholders and other stakeholders, fostering confidence in its operations.

Allowing minority shareholders to propose agenda items and nominate qualified candidates for election as directors in advance of the Annual General Meeting is part of GUNKUL's commitment to good corporate governance. This approach demonstrates fair and equal treatment of all shareholders. To ensure clear and transparent procedures for consideration, the Company has established the following criteria. These criteria aim to filter agenda items that are genuinely beneficial to the Company and to select qualified individuals to serve effectively as directors, maximizing benefits for the Company and all stakeholders. Additionally, this framework supports the Company’s tangible adherence to good corporate governance practices.

2. Definition

“Company”	means	Gunkul Engineering Public Company Limited
“Board”	means	Board of Directors of Gunkul Engineering Public Company Limited
“Director”	means	Director of Gunkul Engineering Public Company Limited
“Agenda Items”	means	The agenda of the Annual General Meeting of Shareholders of Gunkul Engineering Public Company Limited

3. Shareholder Qualifications

Shareholders eligible to propose matters for inclusion in the agenda of the Annual General Meeting of Shareholders and/or nominate qualified candidates for election as directors must meet the following qualifications:

- 3.1 Must be a shareholder of the Company, either individually or jointly with others, holding shares and voting rights totaling not less than 5% of the total voting rights of the Company.
- 3.2 Shareholders under 3.1 must have continuously held shares for no less than one year from the date of shareholding until the date of the proposal for the Annual General Meeting agenda and/or the nomination of a qualified candidate for election as a director.
- 3.3 Shareholders under 3.1 and 3.2 must provide evidence of their continuous shareholding, such as share certificates, a shareholder confirmation letter from a brokerage firm, or other documents issued by the Stock Exchange of Thailand. Additionally, a copy of their identification card or passport (for foreign shareholders) must be submitted, along with a mailing address and a telephone number for further contact if needed.

4. Proposal for Agenda Items

4.1 Matters That Will Not Be Included in the Agenda

- (1) Matters that contradict laws, announcements, regulations, or rules of government agencies or regulatory authorities overseeing the Company, or matters that do not align with the Company's objectives, Articles of Association, shareholder resolutions, or good corporate governance principles.
- (2) Matters intended for the benefit of specific individuals or groups.
- (3) Matters under the authority of the Board of Directors, except in cases where significant damage to the overall shareholders occurs.
- (4) Matters related to the Company's normal business operations, where the shareholder's claim does not present reasonable doubt about irregularities in those matters.
- (5) Matters already undertaken by the Company.
- (6) Matters beyond the authority of the Company to act upon.
- (7) Matters that are not beneficial to the Company's operations.
- (8) Matters where the shareholder has provided incomplete or incorrect information or cannot be contacted.
- (9) Matters proposed by shareholders who do not meet the qualifications specified in Clause 3.
- (10) Any other matters as prescribed by the Capital Market Supervisory Board.

4.2 Procedures for Consideration

- (1) Shareholders who meet the qualifications outlined in Clause 3 must submit a written proposal for the 2025 Annual General Meeting agenda to the Board of Directors using the "Proposal Form for the 2025 Annual General Meeting Agenda" (Form A) provided at the end of these criteria. The unofficial Form A can be submitted to the Company Secretary or the Company Secretary Division, Office of the Chief Executive Officer, via email at ir@gunkul.com before sending the original signed copy to the Board of Directors. **The original Form A, signed as evidence, must be submitted along with proof of shareholding as specified in Clause 3.3 and any additional supporting documents beneficial for the Board of Directors' consideration (if any). All documents must be submitted to the Company by 3rd February 2025,** to allow sufficient time for the Board to appropriately review the proposed agenda.
- (2) In the case that multiple shareholders jointly meet the qualifications in Clause 3 and propose an agenda item for the 2025 Annual General Meeting to the Board of Directors, the first shareholder must complete Form A fully and sign as evidence, while subsequent shareholders must complete only Clauses (1) and (2) of Form A and sign as evidence. All Form A submissions, proof of shareholding, and any additional supporting documents (if any) must be compiled into a single set and submitted to the Board of Directors. Informal submissions may be made prior to sending the original documents, as specified in Clause 4.2(1).
- (3) In the case that a single shareholder or multiple shareholders meeting the qualifications in Clause 3 propose more than one agenda item for the 2025 Annual General Meeting, the shareholders must prepare one Form A per agenda item, with

each form fully completed and signed as evidence. Informal submissions may be made prior to sending the original documents, as specified in Clause 4.2(1).

- (4) The Company Secretary will conduct an initial screening for the Board of Directors as follows:
 - (4.1) For cases where shareholders provide incomplete or incorrect information, the Company Secretary will notify the shareholders by **February 5, 2025**. If shareholders fail to make corrections and return the original documents to the Company by **10th February 2025**, the Company Secretary will issue a letter informing the shareholders of the closure of the matter.
 - (4.2) For cases where proposals are submitted by shareholders who do not meet the qualifications in Clause 3, the Company Secretary will issue a letter informing the shareholders of the closure of the matter by **17th February 2025**.
 - (4.3) For matters that do not fall under (4.1) or (4.2), the Company Secretary will compile the proposals and present them to the Board of Directors at the Board meeting in February 2025.
- (5) The Board of Directors will consider the appropriateness of the agenda items proposed by the shareholders, which must not fall under any of the categories specified in Clause 4.1 (1) - (10), unless the Board decides otherwise.
- (6) Matters that receive approval from the Board of Directors will be included as agenda items in the invitation letter for the 2025 Annual General Meeting of Shareholders, along with the Board's opinions. For matters not approved by the Board, the Company will inform the shareholders of the Board's resolution immediately after the Board meeting or on the next business day, and will also announce it through the channels of the Stock Exchange of Thailand and the Company's website at <http://www.gunkul.com>, as well as inform the shareholders again during the meeting.

5. Nomination of Directors

5.1 Qualifications and Disqualifications of Directors

Nominees for the position of Director must possess the following qualifications and must not have any of the disqualifications specified below:

5.1.1 Directors

- (1) Must not exceed 65 years of age.
- (2) Must meet the qualifications and not have any disqualifications under the Public Limited Companies Act, the Securities and Exchange Act, and the Company's good corporate governance practices.
- (3) Must possess knowledge, skills, diverse expertise, and work experience that are beneficial to the Company's business operations.
- (4) The Company will consider only individuals who meet the qualifications specified by the Stock Exchange of Thailand and the Securities and Exchange Commission.
- (5) Must not hold directorships in multiple companies simultaneously.

5.1.2 Independent Directors

Independent directors must meet the qualifications prescribed by the Capital Market Supervisory Board and the Company as follows:

- (1) Must hold no more than 0.75% of the total voting shares of the Company, its parent company, subsidiaries, affiliates, major shareholders, or controlling persons, including shares held by any persons related to the independent director.
 - (2) Must not be or have ever been a director involved in the management, an employee, staff member, salaried advisor, or controlling person of the Company, its parent company, subsidiaries, affiliates, or entities under the same hierarchy, major shareholders, or controlling persons of the Company, unless such status has ceased for at least two years. This disqualification does not apply to independent directors who were previously government officials or advisors to government entities that are major shareholders or controlling persons of the Company.
 - (3) Must not be related by blood or legal registration, such as being a parent, spouse, sibling, child, or spouse of a child, to any other director, executive, controlling person, or person nominated to be a director, executive, or controlling person of the Company or its subsidiaries.
 - (4) Must not have or have ever had any business relationship with the Company, its parent company, subsidiaries, affiliates, major shareholders, or controlling persons in a manner that could interfere with independent judgment. This includes not being or having ever been a significant shareholder or controlling person of any entity having a business relationship with the Company, its parent company, subsidiaries, affiliates, major shareholders, or controlling persons, unless such status has ceased for at least two years.
 - (5) Must not be or have ever been an auditor of the Company, its parent company, subsidiaries, affiliates, major shareholders, or controlling persons, and must not be a significant shareholder, controlling person, or partner of the audit firm that employs auditors of the Company, its parent company, subsidiaries, affiliates, major shareholders, or controlling persons, unless such status has ceased for at least two years.
 - (6) Must not be or have ever been a professional service provider, including as a legal advisor or financial advisor, receiving service fees exceeding two million baht per year from the Company, its parent company, subsidiaries, affiliates, major shareholders, or controlling persons. Additionally, must not be a significant shareholder, controlling person, or partner of the professional service provider, unless such status has ceased for at least two years.
 - (7) Must not be a director appointed as a representative of the Company's directors, major shareholders, or shareholders related to the major shareholders of the Company.
 - (8) Must not operate a business with the same nature and in significant competition with the business of the Company or its subsidiaries. Must not be a significant partner in a partnership, a director involved in management, an employee, a staff member, a salaried advisor, or a shareholder holding more than 1% of the total voting shares of another company engaged in a business with the same nature
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and in significant competition with the business of the Company or its subsidiaries.

- (9) Not having any other characteristics which cause the inability to express independent opinions with regards to the Company's business operations.

5.2 Procedures for Consideration

- (1) Shareholders who meet the qualifications outlined in Clause 3 must submit a written nomination for a qualified candidate to be elected as a director for the year 2025 to the Board of Directors, using the "Nomination Form for a Qualified Candidate to be Elected as Director for the Year 2025" (Form B) provided at the end of these criteria. Shareholders may send an unofficial Form B to the Company Secretary or the Company Secretary Division, Office of the Chief Executive Officer, via email at ir@gunkul.com before submitting the original Form B to the Board of Directors later. **The original Form B, signed as evidence, along with supporting documents beneficial for the Board of Directors' consideration, must be submitted to the Company by 3rd February 2025,** as follows:
- (1.1) Proof of shareholding as specified in Clause 3.3.
 - (1.2) Proof of consent from the nominated individual as provided in Form B.
 - (1.3) Supporting documents for qualifications, such as educational background and work experience (Curriculum Vitae) of the nominated individual.
 - (1.4) Additional supporting documents beneficial for the Board of Directors' consideration (if any).
- (2) In the case that multiple shareholders jointly meet the qualifications in Clause 3 and nominate an individual for election as a director to the Board of Directors, the first shareholder must fully complete Form B and sign as evidence, while subsequent shareholders must complete only Clauses (1) and (2) of Form B and sign as evidence. All completed Form B submissions and proof of shareholding from all shareholders must be compiled into a single set and submitted to the Board of Directors. Alternatively, an informal submission may be made prior to sending the original documents, as specified in Clause 5.2(1).
- (3) The Company Secretary will conduct an initial screening for the Board of Directors as follows:
- (3.1) If the shareholder provides incomplete or incorrect information, the Company Secretary will notify the shareholder by **5th February 2025**. If the shareholder fails to make corrections and return the original documents to the Company by **10th February 2025**, the Company Secretary will issue a letter informing the shareholder of the closure of the matter.
 - (3.2) If the nominated individual does not meet the qualifications or has disqualifications as specified in Clause 5.1, or if the shareholder nominating the individual does not meet the qualifications outlined in Clause 3, the Company Secretary will issue a letter notifying the shareholder of the closure of the matter by **17th February 2025**.
 - (3.3) In cases not falling under (3.1) or (3.2), the Company Secretary will compile the information and present it to the Board of Directors at the February 2025 meeting.

- (4) The Board of Directors will consider the suitability of the nominated individual based on the roles and responsibilities of the Board of Directors, unless the Board decides otherwise.
- (5) Individuals approved by the Board of Directors will be included in the agenda for the 2025 Annual General Meeting of Shareholders, along with the Board's opinions. For individuals not approved, the Company will inform the shareholders of the Board's resolution immediately after the Board meeting or on the next business day. The resolution will also be announced via the Stock Exchange of Thailand's communication channels and the Company's website at <http://www.gunkul.com>, and will be reported to the shareholders again during the meeting.