

**Criteria for Shareholders' Rights to Submit Questions, Propose Agenda Items,
and Nominate Candidates for Election as Directors in Advance**

In order to ensure equitable treatment of all shareholders, Pro Inside Public Company Limited (the "Company") hereby provides shareholders with the opportunity to exercise their rights in submitting the following in advance of the Annual General Meeting of Shareholders

1. Submit questions;
2. Propose matters deemed important or beneficial for the Company's consideration to include as agenda items in the Annual General Meeting of Shareholders;
3. Nominate qualified individuals for election as directors of the Company.

1. Qualifications of Shareholders Eligible to Propose Agenda Items or Nominate Directors

- 1.1 The shareholder must hold shares of the Company continuously, representing not less than 5% of the total voting shares of the Company. This may be held by a single shareholder or jointly by multiple shareholders. The shareholding must be continuous from the date of acquisition until the date of submission of the proposal for inclusion as an agenda item or the nomination of a person for election as a director, for a period of no less than six (6) months.
- 1.2 The shareholder must hold shares in the proportion specified in 1.1 on the Record Date used to determine the entitlement to attend the Annual General Meeting of Shareholders for that year.
- 1.3 The shareholder must be able to provide evidence of shareholding, such as a certificate from a securities company, or other evidence from the Stock Exchange of Thailand or the Thailand Securities Depository Co., Ltd.

In the event that the Company verifies the shareholders' names on the Record Date and finds that the shareholder does not meet the requirements set forth in 1.1, any agenda item proposed or any nominated director proposed by such shareholder, even if previously included in the meeting agenda, shall not be considered for inclusion or submission to the Annual General Meeting of Shareholders.

2. Criteria for Proposing Matters for Inclusion in the Agenda

Matters that the Company will not include in the agenda:

- 2.1 Matters related to the ordinary course of business of the Company.
- 2.2 Matters beyond the authority of the Company.
- 2.3 Matters previously proposed to a shareholder meeting within the past 12 months, which received less than 10% of the total voting rights, and where the facts have not changed significantly.

- 2.4 Matters proposed by shareholders who do not meet the qualifications, or provide incomplete, insufficient, or untimely information or documents.
- 2.5 Matters that are not beneficial to the operations of the Company.
- 2.6 Matters in which the proposal or supporting documents contain false, misleading, or ambiguous information.
- 2.7 Matters within the management authority of the Company, unless they cause significant harm or damage to shareholders collectively.
- 2.8 Matters contrary to laws, regulations, announcements, rules, and regulations of governmental authorities or regulatory agencies overseeing the Company, or matters inconsistent with the objectives and articles of association of the Company.
- 2.9 Matters that the Company has already undertaken.

The Company Secretary shall review the accuracy and completeness of the agenda proposal forms and supporting documents before presenting them to the Board of Directors for consideration. If a matter is accepted for inclusion in the agenda, the Company shall indicate in the invitation letter that it is a shareholder-submitted agenda item. If the Board of Directors rejects a shareholder proposal, the Board shall provide reasons to the shareholders at the meeting.

3. Criteria for Nominating Individuals for Election as Directors

- 3.1 Shareholders intending to nominate individuals for election as directors must provide the following information or documents:
 1. Details of the nominated individual, including:
 - Full name, age, nationality
 - Educational background
 - Work experience
 - Current position
 - Directorships in other companies
 2. The type of director being nominated (independent or non-independent).
 3. Evidence of the nominee's qualifications as a director.
 4. Any other information the shareholder considers necessary or beneficial for consideration.

3.2 The nominated individual must meet the following qualifications:

1. Possess the qualifications and have no prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, the Company's rules and regulations, or relevant regulatory authorities.
2. Possess knowledge and competencies important to the Company's business, demonstrate independence, perform duties fully, and attend Board meetings regularly.

3.3 The Company reserves the right to consider only those individuals who meet the qualifications under section 3.2 and have provided complete supporting documents as required.

The individuals deemed appropriate by the Board to be proposed to the shareholders' meeting for election as directors shall be indicated in the invitation letter as nominees submitted by shareholders.

4. Procedures for Proposing Matters and Nominating Individuals for Election as Directors

Shareholders shall use the following forms attached herewith:

- Form A: Proposal for inclusion of agenda items in the Annual General Meeting of Shareholders
- Form B: Proposal for nomination of individuals for election as directors
- Form C: Information of nominated individuals for election as directors

5. Submission of Questions in Advance of the 2026 Annual General Meeting of Shareholders

The Company provides an opportunity for all shareholders to submit questions in advance regarding the Company prior to the 2026 Annual General Meeting of Shareholders. Questions should be submitted together with the shareholder's information as follows:

- Name, address, telephone number, fax number, and email (if any) of the shareholder, as well as the number of shares held in the Company;
- Details of the question(s).

The Company will consider answering the questions received from shareholders during the Annual General Meeting of Shareholders in order to provide all shareholders with equal access to such information.

Channels for Submission

Shareholders wishing to submit questions, propose agenda items, or nominate individuals for election as directors may submit the required forms and supporting documents by 31 December 2025, as follows:

- For proposals to include agenda items or nominate individuals for election as directors, submit the documents in accordance with Section 4.
- For submission of questions in advance of the 2026 Annual General Meeting, submit the documents in accordance with Section 5.

Shareholders may submit the completed forms along with supporting evidence via email at vilasinee.tan@proinside.co.th and also send the original documents by registered mail to;

Miss Vilasinee Tangnamprasert
Company Secretary
Pro Inside Public Company Limited
55 A.A. Capital Ratchada, 5th Floor Ratchadaphisek Road, Din Daeng, Din Daeng Bangkok 10400, Thailand

The Company reserves the right to consider only matters that it deems beneficial to the Company and shareholders collectively, and in accordance with applicable laws and regulations.

Proposal Form for Inclusion of Agenda Items in the Annual General Meeting of Shareholders

1. General Information

Name – Surname of Proposer :

Current Address / Contact Address :

Telephone : Fax : E-mail :

2. Number of PIS Shares Held :

3. Proposed Agenda Item:

Objective : ☐ For Consideration ☐ For Acknowledgement

Details :

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☐ With Supporting Documents ☐ Without Supporting Documents

4. Supporting Documents Required to Be Submitted with the Proposal Form

4.1 Evidence of Shareholding: Such evidence includes a certification letter from a securities company, or other documents issued by Thailand Securities Depository Co., Ltd., the Stock Exchange of Thailand, or a custodian, or a certified true copy of the share certificate.

☐ Evidence of shareholding attached ☐ Evidence of shareholding not attached

4.2 Proof of Identity: If the shareholder is an individual, a certified true copy of the identification card or passport (for foreigners) must be attached. If the shareholder is a juristic person, a certified true copy of the company affidavit and a certified true copy of the identification card or passport (for foreigners) of the authorized signatory who signs this proposal form must be attached.

☐ Proof of identity attached ☐ Proof of identity not attached

Remarks

1. In the event that multiple shareholders jointly propose an agenda item, each shareholder must complete and sign Form A, and all forms must be compiled into one set for submission to the Company.
2. In the case that any supporting documents that may be beneficial for consideration are enclosed, such documents must be certified as true copies.
3. The Company reserves the right to disqualify any shareholder who provides incomplete or incorrect information, or who cannot be contacted.

5. Certification

I hereby certify that the information and supporting documents submitted herewith are accurate and complete, and I consent to the Company's disclosure of such information or supporting documents.

Signed Shareholder

(.....)

Date

**Nomination Form for Consideration of Election as Director
in the Annual General Meeting of Shareholders**

1. General Information

Name – Surname of Proposer :
Current Address / Contact Address :
Telephone : Fax : E-mail :

2. Number of PIS Shares Held :

3. I would like to nominate (Mr. / Mrs. / Ms.) :

to be considered for election as a Director of Pro Inside Public Company Limited, and such nominated person has given consent and certified that the information provided in the “Information Form of the Person Nominated for Directorship” and the supporting documents submitted herewith are true and correct in all respects.

4. Supporting Documents Required to Be Submitted with the Nomination Form

4.1 Evidence of Shareholding: Evidence may include a certification letter from a securities company, or other documents issued by Thailand Securities Depository Co., Ltd., the Stock Exchange of Thailand, or a custodian, or a certified true copy of the share certificate.

☐ Evidence of shareholding attached ☐ Evidence of shareholding not attached

4.2 Proof of Identity: If the shareholder is an individual, a certified true copy of the identification card or passport (for foreigners) must be attached. If the shareholder is a juristic person, a certified true copy of the company affidavit and a certified true copy of the identification card or passport (for foreigners) of the authorized signatory who signs this nomination form must be attached.

☐ Proof of identity attached ☐ Proof of identity not attached

Remarks

1. *In the event that multiple shareholders jointly nominate a person for consideration as a director in the Annual General Meeting of Shareholders, each shareholder must complete and sign Form B, and all forms must be compiled into one set for submission to the Company.*
2. *Any supporting documents that may assist in the consideration must be certified as true copies.*
3. *The Company reserves the right to disqualify any shareholder who provides incomplete or incorrect information, or who cannot be contacted.*

5. Certification

I hereby certify that the information and supporting documents submitted herewith are accurate and complete, and I consent to the Company’s disclosure of such information or supporting documents.

Signed Shareholder

(.....)

Date

**Information Form of the Person Nominated for Consideration as Director
in the Annual General Meeting of Shareholders**

1. General Information of the Nominated Person

- (1) Full Name (Thai) :
 Former Name (if any) :
 Full Name (English) :
 Former Name (if any) :
- (2) Date of Birth Age years
- (3) Nationality.....
- (4) Marital Status ☐ Single ☐ Married ☐ Divorced ☐ Other
 Spouse Name Former Name
- (5) Number of PIS Shares Held : shares As of Date.....
 Number of PIS Shares Held by Spouse : shares As of Date.....
- (6) Minor Children :
 Name of Child..... Age years Number of PIS Shares Held shares
 Name of Child..... Age years Number of PIS Shares Held shares
 Name of Child..... Age years Number of PIS Shares Held shares

2. Current / Contact Address

House No..... Village / Building..... Moo No..... Alley / Soi.....
 Road Sub-district / District District / City.....
 Province Postal Code.....
 Telephone..... Fax E-mail.....

3. Current Position :
 Workplace / Organization

4. Educational Background :

Educational Institution	Degree / Qualification	Year of Graduation
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5. Training or Seminars Related to Being a Company Director

Course Name	Organizer	Year Attended
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.....
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6. Work Experience: Past 5 Years up to Present

Year	Position	Company / Organization
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7. Shareholding in Other Companies

Company	Shareholding Percentage
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I, (Mr. / Mrs. / Ms. – Surname)

hereby agree to be nominated and to provide the information in this document for consideration for election as a director of the Company. I certify that the information provided in this form is true and complete, and that the supporting documents submitted herewith are accurate and genuine. I also consent to the Company's disclosure of such information or supporting documents.

Signed Nominated Person

(.....)

Date.....

List of Documents Submitted for Consideration

- ☐ Certified true copy of Identification Card / Passport
- ☐ Certified true copy of House Registration
- ☐ Certified true copy of Educational Qualification Certificates
- ☐ Recent Photograph (1-inch or 2-inch size)
- ☐ Other Supporting Documents (if any)