

Criteria for minority shareholders to Propose AGM Agenda and to Nominate Candidates for Appointment as Directors

Objectives

DV8 Public Company Limited ("the Company") is committed to adopting best corporate governance practices and adhering to ethical business principles and transparency to ensure appropriate and fair sharing of benefits of all shareholders, investors, stakeholders, and other parties concerned.

Emphasizing on the importance of our business conducts with regard to the equitable treatments to all shareholders, the Company has given the opportunity to minority shareholders to propose AGM agenda and to nominate candidates for appointment as Directors in advance with the criteria as described below.

Qualifications of shareholder

Shareholder(s) who is eligible to propose AGM agenda is required to possess the following qualifications.

1. One single shareholder or combined shareholders holding the Company's share at the minimum amount of 5 percent of the total number of voting rights of the company
2. Shareholders(s) must hold the above – mentioned shares on the agenda proposal and book closure dates to collect names of shareholders eligible to attend the Meeting.
3. Shareholder(s) is requested to provide evidence to confirm the foregoing qualifications, such as copies of share certificates or the statement / confirmation of shareholding issued by the Securities Company or other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

Proposal of the Agenda

Consideration procedure

1. Shareholders who possess all qualifications can submit their AGM Agenda Proposal Form (Form: DV8-Share01) to the Board of Directors or unofficially submit the proposal through e-mail to the Company Secretary Department at comsec@dv8.co.th prior to the submission of original AGM Agenda Proposal Form to the Board of Directors. In this connection, the original AGM Agenda Proposal Form (Form: DV8-Share01), affixed with the shareholders' names as evidence, shares certificates issued by the securities Companies, or other certificates issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd., and other additional documents (if any) useful for the consideration of the Board of Directors, shall be **submitted by 31 January 2026** by addressing to:

Company Secretary Department
DV8 Public Company Limited
15 Phatthanakan 56
Suan Luang Sub-District, Suan Luang District,
Bangkok 10250
2. In case shareholders or groups of shareholders, who possess all the qualifications, wish to propose an agenda, the first shareholder is required to fill in the AGM Agenda Proposal Form (Form: DV8-Share01) and affix the shareholder's signature as evidence. The remaining shareholders must individually fill in and sign part (1) and (2) of the AGM Agenda Proposal Form (Form: DV8-Share01) as evidence separately. All documents, including Form A, share certificates, and other additional documents (if any) should be gathered into one set.
3. In case one single shareholder or groups of shareholders, who possess all the qualifications, wish to propose more than one agenda, the shareholders must complete 1 set of Form: DV8-Share01 per 1 agenda.
4. Initially, the Company Secretary will consider scrutinizing the qualification of shareholders, the matters proposed by the shareholders as set by the criteria before further submission to the committee and the board of directors.
5. The proposed matters that are approved by the Board of Directors will be included in the agenda and contained in the invitation letter for the AGM, together with the opinion of the Board of Directors. With regard to the disapproved matters, the Company will include them in the agenda for acknowledgement, along with the reasons for disapproval, in the AGM.

The matters that will be declined to be included in the AGM agenda;

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| <p>(A) Matters proposed by shareholders who do not possess qualifications;</p> <p>(B) Matters relating to normal business operations and allegations made by shareholders who do not present reasonable cause to suspect the abnormality of the said business operation;</p> <p>(C) Matters that are beyond authority of the Company to conduct in order to meet the expected results;</p> | <p>(D) Matters that have been previously proposed to Shareholders' Meetings during the past 12 months and were supported by less than 10 percent of total voting rights of the Company. It is exceptional if the facts in the submitted proposals have been changed significantly from the previous ones;</p> <p>(E) Other matters corresponding to the notification of Capital Supervisory Board.</p> |
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Proposal of Nominate Candidates for Appointment as Directors

Consideration Procedure

- The shareholders who possess all qualifications can submit Director Nomination Form (Form: DV8-Share02) to the Human Resource, Remuneration and Corporate Governance Committee or unofficially inform the Committee through the e-mail address of the Company Secretary Department at comsec@dv8.co.th prior to the submission of the original Director Nomination Form affixed with the shareholder's names as evidence, together with the following documents:
 - Evidence of shares held as Qualifications of shareholder;
 - Evidence of consent of the nominees for appointment as the Company's Directors in the Director Nomination Form;
 - Supporting documents for consideration on the nominees' qualifications such as evidence on education qualifications and work experiences;
 - Other additional documents useful for the consideration of the Human Resource and Remuneration Committee (if any).

In this connection, the above-mentioned documents must be **submitted by 31 January 2026** by addressing to:

Company Secretary Department
DV8 Public Company Limited
15 Phatthanakan 56,
Suan Luang Sub-District, Suan Luang District,
Bangkok 10250

- In case shareholders or groups of shareholders who possess all the qualifications, wish to nominate a candidate to be appointed as Director(s) to the Human Resource, Remuneration and Corporate Governance Committee, the first shareholder must complete the Director Nomination Form (Form: DV8-Share02) and affix the shareholder's signature as evidence. The remaining shareholders must individually fill in and sign only part (1) and (2) of the Director

Nomination Form (Form: DV8-Share02) as evidence. All documents, including Form: DV8-Share02, share certificates of each shareholder as indicated in (1), and other additional documents (if any) should be gathered into one set and submitted to the Nomination Committee or may be unofficially submitted prior to the submission of the original Director Nomination Form, as indicated in 1.

- In case one single shareholder or several shareholders, who possess all the qualifications, wish to nominate more than one candidate, the shareholder (s) must complete 1 set of Form: DV8-Share02 per 1 candidate, and affix their names as evidence. All Forms and evidence of each nominee for appointment as Directors should be submitted to the Human Resource, Remuneration and Corporate Governance Committee or may be unofficially submitted as indicated in 1.
- The Company Secretary Department shall preliminarily scrutinize the qualifications and documents for the Human Resource, Remuneration and Corporate Governance Committee.
- The Human Resource, Remuneration and Corporate Governance Committee appointed by the Board of Directors shall consider the qualifications, knowledge, abilities and suitability of the nominees who are qualified for appointment as Directors and propose to the Board of Directors. The decision of the Board of Directors shall be final.
- The List of nominees who are qualified for appointment as Directors which are approved by the Board of Directors shall be included in the AGM agenda together with the Board of Directors' opinion.

The director nominated person qualification and prohibited characteristics

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| <p>(A) Are highly qualified and possess none of the characteristics prohibited under the Standard Qualifications of Directors, the Public Limited Company Act B.E. 2535 (1992), the Securities and Exchange Act B.E. 2535 (1992), the Company's Articles of Association and the other relating laws;</p> <p>(B) Are knowledgeable, capable and visionary, having leadership ability, ethical conduct and extensive work experiences and performing duties as Director with duty of care, duty of loyalty, duty of obedience and duty of disclosure;</p> | <p>(C) Possess one or more essential abilities for the Company's businesses in accordance with requirements of the composition of the Board of Directors;</p> <p>(D) Are interested in businesses of the Company and can fully dedicate themselves to their duties;</p> <p>(E) Give their consent of being nominated for appointment as the Company's Directors.</p> |
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Independent Directors qualification

Independent Directors are the Directors who are independent from major shareholders or the groups of majority shareholders and management of the Company. The qualifications of an Independent Directors are such as:

- (A) Does not hold more than 1 percent of the issued and paid-up share capital, parent company, subsidiaries, affiliates or juristic persons who may cause any conflict of interest (Such shareholding includes shares of related person (s) in accordance with Section 258 of The Securities and Exchange Act B.E. 2535 (1992);
- (B) Not being involved in management, of being a regular employee, temporary employee, salaried consultant, or authorized persons of the Company, parent company, subsidiaries, affiliates or subsidiaries at the same level or juristic persons with potential conflict of interest (at present and over the past 2 years prior to appointment);
- (C) Having no consanguineous relationship or relationship recognized through official registration, as parents, spouse, sibling, children, or children's spouse, with executives, majority shareholders of the Company or authorized persons of the Company or nominated persons to serve as executives or authorized persons of the Company or subsidiaries;
- (D) Having no business relations with the Company and affiliates which conveys having benefits or conflict of interest in financial and operational management of the Company at present and over the past 2 years prior to appointment. Such relationships are, for instance:
 - Being involved in management, or being a regular employee, temporary employee, salaried consultant, authorized persons of the Company or subsidiaries or persons with potential conflict of interest;
 - Having business relationship, benefits or interests, whether directly or indirectly, in financial and operational management of the Company, subsidiaries or persons with potential conflict of interest causing loss of independence;
 - Those who are in profession such as auditors, legal advisors, financial advisors or asset appraisers;
 - Those who are close relatives of executives, majority shareholders of the Company, subsidiaries or persons with potential conflict of interest or those who are appointed as a representative to protect the interests of a director or majority shareholders.