บริษัท อามา มารีน จำกัด (มหาชน)
AMA MARINE PUBLIC COMPANY LIMITED

Criteria for Shareholders to Propose AGM Agenda and Director Nominees in Advance
For 2027 Annual General Meeting of Shareholders
AMA Marine Public Company Limited

Objective

AMA Public Company Limited ("the Company") has realized on the right and fair treatment of all shareholders. This is to promote the principle of Good Corporate Governance based on virtue, morality and transparency. Shareholders are entitled to propose agenda in advance for the 2027 Annual General Meeting of Shareholders and nominate people who are knowledgeable, capable and fully qualified as a director to be considered prior to the meeting. The company will consider these 2 matters of shareholder right according to the Company's criteria and regulations.

1. **<u>The qualification of shareholders who have the rights to propose agenda and nominate director to be the candidate at the election of the AGM</u>**

    1.1 Holding shares no less than 5% of the total number of voting shares of the Company which can be either one or combined shareholders.

    1.2 Holding shares according to clause 1.1 for no less than 6 months consecutively and also holding on the proposed date.

2. **<u>Criteria and procedure</u>**

    2.1 A proposal not to be included in the agenda

    1) A proposal specified in Section 89/28 of the Securities and Exchange Act B.E. 2535 and the notification of the Capital Market Supervisory Board.
    2) A proposal that violates the law, notification, rules, or regulations of government agencies or is not in compliance with the objectives, Articles of Association, the shareholders' resolution, or the business ethics of the Company.
    3) A proposal that is beneficial only for a specific person or a group and not benefit to the Company significantly.
    4) A proposal that is the Board of Directors' managerial power unless it is in case of significant disadvantage to entire shareholders.
    5) A proposal that the Company has already engaged.
    6) A proposal that is beyond the control of the Company.
    7) A proposal is not that of the shareholders' qualification or is not proposed within the specified period.

8) A proposal that shareholders do not provide enough information or supporting documents or not the one that forwarded within the time frame or is unable to be contacted.

2.2 Condition and consideration procedure

1) Shareholders have to submit the Propose AGM Agenda Form (Form A) to the Board of Directors via facsimile at 0-2001-2800 or on the Company's website (www.amamarine.co.th). In this regards, the original of Propose AGM Agenda Form (Form A) with the shareholder's signature, the evidence of shares held from the Stock Exchange of Thailand, and the other supporting documents that is beneficial of the Board's consideration (if any) within 7 February 2027 in order to allow the Board of Director some times for consideration.
2) If many shareholders have unified to propose agenda items to the Board of Directors to be fully qualified according to the criteria No. 1. Each shareholder must fill up the proposed form and affix their names as evidence separately and then gather all the evidence of shares holding, and supporting documents (if any) into one set to deliver to the Company within 7 February 2027.
3) If one or more shareholders who are fully qualified according to the criteria No. 1 propose more than one agenda, the shareholders must fill up the Proposed AGM Agenda Form (Form A) separately (one form per one agenda) with the shareholder's signature and must deliver to the Company together with the evidence of shares holding, and supporting documents (if any) within 7 February 2027.
4) The Corporate Secretary will consolidate all documents (Form A, the evidence of shares holding and supporting documents) to the Executive Committee for consideration prior to propose to the Board of Directors.
5) If the information that shareholders have provided is incomplete or incorrect, the Corporate Secretary will inform the shareholders who propose the AGM agendas within 7 February 2027. In case of the shareholder do not adjust the information and submit additional documents and the original of Form A to the Company within 15 February 2027 (if it falls on the holiday, the Company will postpone to a business day before the holiday), the Corporate Secretary will send a letter to inform shareholders of the closing matters.
6) If the proposed agenda does not meet with the shareholders' qualification, the Corporate Secretary will inform the closing matters to those shareholders by 7 February 2027.
7) A proposal that is not within the scope to the criteria No. 2.1, the Corporate Secretary will proposed to the Board of Directors' meeting in February.
8) The Board of Directors will consider the proposed agenda.
9) A proposal approved by the Board of Directors will be included in the AGM notice together with the BOD comments. For those proposal that was not approved from the BOD, the Company will inform shareholders after the BOD meeting or the next working days. In addition, the Company will then inform via the SET website and the Company website (www.amamarine.co.th) and in the Shareholders' Meeting.

3. **The Nomination for Director**

3.1 Qualification of Directors

The director nominee shall have the following qualifications:

1) Be sui juris, competent, honest, ethical and have sufficient time to contribute his / her knowledge, experience and ability to perform his / her duty for the Company;
2) Not being bankrupt, incompetent or quasi-incompetent;
3) Not have been imprisoned by a final judgment to a term of imprisonment for an offense against property with dishonest intent;
4) Not have been expelled or removed from the official service, a state organization or a state agency on the ground of dishonest performance of duties;
5) Not have been named or having been subject to any legal proceeding or having been sentenced to imprisonment or sentenced to pay a fine, under the law on securities and exchange, law on undertaking of finance business, securities business and credit foncier business, law on commercial banking, law on life insurance, law on insurance or law on relevant financial services, whether in Thailand or in foreign countries, by the regulatory authority or other agencies with legal authority with the offences of failure to honestly and fairly perform duty relating to securities trade or the offences regarding deceitful, fraudulent or dishonest management;
6) Not have been named or having been subject to any legal proceeding or having been sentenced to imprisonment or sentenced to pay a fine under the law on anti-money laundering or any other similar law, whether in Thailand or in foreign countries, by the agencies with legal authority.
7) In case that being or used to be the director or executive of any listed company, he / she must not have or use to have any behavior that indicates the intention of disguise the financial status or the actual operating result of such listed company or of the company which used to offer its securities to the public; or any behavior of disclosing or disseminating of false or misleading information, or concealing of any material facts in the documents which should have been disclosed to the public or submitted to the Securities and Exchange Commission ("SEC") or to the Stock Exchange of Thailand ("SET").
8) In case that being or used to be the director or executive of any company, must not have or used to have any behavior that indicates failure to discharge properly the duty to supervise such company in refraining from acting in violation or not complying with the law, the company's objectives and regulations or the shareholders' meeting resolutions.
9) Not be a person who undertakes the business enterprise in the same nature and in competition to the Company or be a partner or director in other juristic person who operates the business in the same nature and in competition to the Company, whether for personal

interest or other person' s interest, except relevant notification has been made to the Board of Director's meeting prior to the appointment resolution.

3.2 Qualifications of Independent Directors

The Company' s director who is an independent director shall have all the above qualifications with additional ones as follow:

1) Holding not exceeding 1 per cent of the total number of voting rights of the Company, its parent company, subsidiaries, associated companies, major shareholders or controlling person of the Company, including shares holding by related persons of the independent director;
2) Neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company or major shareholder or controlling person unless the foregoing status has ended at least 2 years prior to the date of approval of the appointment;
3) Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and son/daughter, including spouse of the son/daughter, to other director, management, major shareholder, controlling person, or person to be nominated as director, management or controlling person of the Company or its subsidiaries;
4) Neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, in the manner which may interfere with his or her independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, unless the foregoing relationship has ended not less than two years prior to the date of approval of the appointment.

   The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred

during the period of one year prior to the date on which the business relationship with the person commences;

5) Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, unless the foregoing relationship has ended not less than 2 years prior to the date of approval of the appointment;
6) Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of approval of the appointment;
7) Not being a director appointed as a representative of directors of the Company, major shareholder or shareholder who is related to major shareholder;
8) Not undertaking any business in the same nature and in significant competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature as and in significant competition to the business of the Company or its subsidiary company;
9) Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

3.3 Qualifications of Audit Committee's Member

1) Be sui juris, competent, honest and ethical and have sufficient times to contribute his/her knowledge, experience and abilities to perform his/her duties for the Company as a member of the Audit Committee;
2) Holding not exceeding 0.5 percent of the total number of voting rights of the Company, its parent company, subsidiary, associated companies or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director;
3) Neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company or major shareholder or controlling person unless the foregoing status has ended at least 2 years prior to the date of approval of the appointment;

4) Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and son/daughter, including spouse of the son/daughter, to executives, major shareholders, controlling persons, or persons to be nominated as management or controlling persons of the Company or its subsidiary;

5) Neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, in the manner which may interfere with his or her independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, unless the foregoing relationship has ended not less than 2 years prior to the date of approval of the appointment;

6) Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, unless the foregoing relationship has ended not less than 2 years prior to the date of approval of the appointment;

7) Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding 2 million Baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the date of approval of the appointment;

8) Not being a director appointed as a representative of directors of the Company, major shareholder or shareholder who is related to major shareholder;

9) Not undertaking any business in the same nature and in significant competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature as and in significant competition to the business of the Company or its subsidiary company;

10) Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

Qualifications of Audit Committee's Member of the Securities Exchange Commission Office

1) Member of the Audit Committee shall be appointed by the Board of Directors and/or the Shareholders' meeting;
2) Every member of the Audit Committee shall be an Independent Director with fully qualifications as prescribed in the notification of the Securities and Exchange Commission Office;
3) Not being a director who is appointed by the Board of Directors to make decision in the operation of the Company, its subsidiary company, its associate company, a major shareholder or a controlling shareholder;
4) Not being a director of the listed parent company, subsidiary company and same-level subsidiary company;
5) Having adequate knowledge and experience to perform his/her duty as a member of the Audit Committee and other related assignments; and be able to devote sufficient time to perform such duties.
6) Having at least 1 member who is knowledgeable with adequate experience to perform the duty of reviewing the integrity of the financial statements.

3.4 Consideration Procedure for Nomination as a Director Proposal

1) A shareholder possessing qualification according to the criteria No. 1 must submit the Nominate Director Candidates Form (Form B) to the Board of Directors or may submit the proposal unofficially via facsimile at 02-001-2800 or through the Company's website (www.amamarine.co.th) before sending the original form of Nominate as a Director (Form B). In this regard, the original the Nominate Director Candidates Form (Form B) with the shareholder's signature, the evidence of the nominee's consent, the evidence of shares held according to 1.1.2 of the criteria and the supporting documents of the candidate's qualification including education and work experience must be delivered to the Company within 7 February 2027 to allow the Board of Directors' time for adequate consideration.
2) If many shareholders who are fully qualified according to the criteria No. 1 have unified to nominate a director to the Board of Directors, the first shareholder must complete the Nominate Director Candidates Form (Form B) completely and affix their name as evidence. The rest of the shareholders must complete part (1) and (2) of the Nominate Director Candidates Form (Form B) completely and affix their names as evidence separately and then gather all of Form B, the evidence of shares held, and supporting documents (if any) together into one set and to delivered to the Company within 7 February 2027 in order to allow the Board of Directors' time for adequate consideration.
3) If one or more than one shareholder who is fully qualified according to the criteria No. 1 proposes more than one nominee, the shareholder must complete the Nominate Director Candidates Form (Form B) separately (1Form B per 1 nominee) and attach the evidence of the nominee's consent and supporting documents of the candidate's qualification including

education and work experience must be delivered to the Company within 7 February 2027 in order to allow the Board of Directors' time for adequate consideration.

4) The Corporate Secretary will collect all documents (Form B, the evidence of shares held and supporting documents) to the Nomination and Remuneration Committee for consideration prior to propose to the Board of Directors.

5) If the information that shareholders have provided is incomplete or incorrect, the Corporate Secretary will inform the shareholders within 7 February 2027. In case of the shareholder do not adjust the information and submit additional documents and the original of Form B to the Company within 15 February 2027 (if it falls on the holiday, the Company will postpone to a business day before the holiday), the Corporate Secretary will inform the closing matters to those shareholders by letters.

6) If the proposal does not meet the shareholders' qualification, the corporate secretary will inform the closing matters to those shareholders within 7 February 2027.

7) The Nominating and remuneration Committee will consider a candidate's qualification to further propose to the Board of Directors. The Board's decision is deemed final. For a proposal disapproved by the Nominating Committee, the Company will instantly inform the shareholder with the reason of the Board's refusal in writing.