Criteria for Granting Minority Shareholders the Right to Propose Agenda Items and Nominate Candidates for Election as Directors in Advance of the 2027 Annual General Meeting of Shareholders

(Submission Period: 21 September 2026 – 31 December 2026)

Objective

WICE Logistics Public Company Limited (the "Company") is committed to conducting its business in accordance with the principles of Good Corporate Governance. The Company places great importance on efficient, transparent, and accountable management, as well as the protection of the rights and interests of all shareholders and stakeholders, with the aim of fostering sustainable confidence and recognition among shareholders, investors, and stakeholders. To promote shareholder participation and the exercise of shareholders' rights, the Company provides shareholders with an opportunity to propose matters for inclusion on the agenda of the Annual General Meeting of Shareholders and to nominate qualified candidates for consideration and election as directors of the Company in advance of the Annual General Meeting of Shareholders, in accordance with the criteria and timeframe prescribed by the Company. This initiative forms part of the Company's commitment to promoting good corporate governance and provides shareholders, particularly minority shareholders, with an opportunity to participate in proposing matters that may benefit the Company and in the process of nominating suitable candidates to serve as directors of the Company.

To ensure that the process is conducted in accordance with clear, transparent, and fair procedures and consideration methods, the Company has established criteria for shareholders to propose agenda items for the Annual General Meeting of Shareholders and to nominate candidates for election as directors in advance. These criteria serve as guidelines for screening matters that are appropriate and beneficial to the Company, as well as for considering candidates who possess the necessary qualifications, knowledge, capabilities, experience, and suitability to serve as directors. This is to ensure that the directors are able to perform their duties effectively and in the best interests of the Company, its shareholders, and all stakeholders.

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Criteria for Granting Shareholders the Right to Propose Agenda Items for the Annual General Meeting of Shareholders and Nominate Candidates for Election as Directors

1. **Qualifications of Shareholders**

   1.1 Shareholders who wish to propose agenda items for the Annual General Meeting of Shareholders or nominate candidates for election as directors must meet the following qualifications:

   1.1.1 Be a shareholder of the Company, either individually or jointly with other shareholders; and

   1.1.2 Hold, individually or jointly, shares representing not less than five percent (5%) of the Company's total issued shares.

2. **Proposal of Agenda Items for the Annual General Meeting of Shareholders**

   2.1 Proposal of Agenda Items

   The Company generally determines the order of agenda items for the Annual General Meeting of Shareholders as follows:

   2.1.1 To consider and approve the minutes of the previous Annual General Meeting of Shareholders;

   2.1.2 To acknowledge the Company's operating results;

   2.1.3 To consider and approve the Company's financial statements;

   2.1.4 To consider and approve the dividend payment and allocation of profit to the legal reserve;

   2.1.5 To consider the election of directors;

   2.1.6 To consider and approve the remuneration of directors;

   2.1.7 To consider and approve the appointment of the auditor and determine the auditor's remuneration; and

   2.1.8 To consider other matters (if any).

   2.2 The Company Reserves the Right Not to Include Any of the Following Matters as Meeting Agenda Items:

   2.2.1 Matters that are contrary to applicable laws, notifications, rules, regulations, or requirements of government authorities or regulatory bodies supervising the Company, or that are inconsistent with the Company's objectives, Articles of Association, resolutions of shareholders' meetings, or good corporate governance principles;

   2.2.2 Matters that are intended primarily for the benefit of a specific person or group of persons;

   2.2.3 Matters relating to the Company's ordinary course of business, unless the shareholder demonstrates reasonable grounds to suspect irregularities in connection with such matters;

   2.2.4 Matters that are beyond the Company's authority or ability to undertake;

   2.2.5 Matters previously proposed by a shareholder to a shareholders' meeting within the preceding 12 months that received supporting votes of less than ten percent (10%) of the total voting rights, provided that the relevant facts have not materially changed; and

   2.2.6 Matters for which the shareholder has provided incomplete or inaccurate information, or where the proposing shareholder cannot be contacted.

   2.3 Procedure for Proposing Agenda Items for the Annual General Meeting of Shareholders

   2.3.1 Shareholders who meet all the qualifications specified in Section 1 shall submit a written proposal of an agenda item to the Board of Directors using the Annual General Meeting Agenda Proposal Form (Form A).

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Before submitting the original documents, a shareholder may make an informal notification by telephone at 02-681-6181 or by email to the Company Secretary at secretary2@wice.co.th. The shareholder must submit the original, duly signed Form A together with evidence of shareholding to the Company by 31 December 2026 to allow the Board of Directors sufficient time to consider the proposed agenda item.

2.3.2 Where several shareholders jointly propose an agenda item and collectively meet all the qualifications specified in Section 1, the first shareholder shall complete and sign Form A in full. Each subsequent shareholder shall complete and sign only Parts (1) and (2) of Form A. The forms, evidence of shareholding, and any additional supporting documents (if any) of all shareholders shall be compiled and submitted to the Company as one complete set by 31 December 2026 to allow the Board of Directors sufficient time to consider the proposed agenda item.

2.3.3 Where one or more shareholders who meet all the qualifications specified in Section 1 wish to propose more than one agenda item, a separate, fully completed and signed Form A shall be prepared for each agenda item and submitted to the Company by 31 December 2026 to allow the Board of Directors sufficient time to consider the proposed agenda items.

2.3.4 The Company Secretary will contact shareholders who propose agenda items for the Annual General Meeting of Shareholders by 15 January 2027. If any amendments or additional information are required, the relevant shareholder must ensure that the requested documents reach the Company by 20 January 2027.

2.3.5 The Board of Directors shall consider the suitability of each agenda item proposed by shareholders. Matters approved by the Board of Directors will be included as agenda items in the notice of the shareholders' meeting together with the Board's opinion. For matters not approved by the Board of Directors, the Company will notify shareholders and provide the reasons through the Company's website or another appropriate disclosure channel. The decision of the Board of Directors shall be final.

Section 3 Nomination of Candidates for Election as Independent Directors and/or Non-Executive Directors

3.1 Qualifications and Prohibited Characteristics of Directors

A person nominated for election as a director must possess the following qualifications and must not have any prohibited characteristics:

3.1.1 Possess the qualifications required under applicable rules and regulations, as well as those prescribed in the Company's Articles of Association;

3.1.2 Hold at least a bachelor's degree in any field;

3.1.3 Have knowledge of the Company's business, be able to devote sufficient time to the Company, and apply their knowledge and capabilities for the benefit of the Company;

3.1.4 Be honest and possess high ethical standards; and

3.1.5 Not hold directorships in more than five other listed companies.

3.2 Additional Qualifications for Independent Directors

3.2.1 Hold no more than one percent (1%) of the total voting shares of the Company*, including shares held by related persons of the independent director;

3.2.2 Neither be nor have been an executive director, employee, staff member, salaried adviser, or controlling person of the Company, unless such status ended at least two years prior to the date of appointment;

3.2.3 Not be related by blood or legal registration to another director, a Company executive, a major shareholder,

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a controlling person, or a person nominated to become a director, executive, or controlling person of the Company or its subsidiaries;

3.2.4 Neither have nor have had a business relationship with the Company* in a manner that may interfere with the exercise of independent judgment, and neither be nor have been a significant shareholder or controlling person of any person having a business relationship with the Company, unless such status ended at least two years prior to the date of appointment;

3.2.5 Neither be nor have been an auditor of the Company*, and not be a significant shareholder, controlling person, or partner of an audit firm that employs an auditor of the Company, unless such status ended at least two years prior to the date of appointment;

3.2.6 Neither be nor have been a provider of professional services, including legal or financial advisory services, receiving service fees exceeding Baht 2 million per year from the Company, and not be a significant shareholder, controlling person, or partner of such professional service provider, unless such status ended at least two years prior to the date of appointment;

3.2.7 Not be a director appointed as a representative of a Company director, a major shareholder, or a shareholder related to a major shareholder;

3.2.8 Not operate a business of the same nature as, and in material competition with, the business of the Company or its subsidiaries; not be a significant partner in a partnership, an executive director, employee, staff member, or salaried adviser of another entity operating a business of the same nature as, and in material competition with, the business of the Company or its subsidiaries; and not hold more than one percent (1%) of the total voting shares of such other entity;

3.2.9 Not possess any other characteristic that would prevent the person from expressing an independent opinion regarding the Company's operations.

* This includes the parent company, subsidiaries, associated companies, major shareholders, and controlling persons of the Company.

Further details are provided in the qualifications of independent directors, the Charter of the Board of Directors, and the Charter of the Audit Committee available on the Company's website.

3.3 Procedure for Nominating Candidates for Election as Directors

3.3.1 Shareholders who meet all the qualifications specified in Section 1 shall submit a written nomination to the Board of Directors using the Director Nomination Form (Form B). Before submitting the original documents, a shareholder may make an informal notification by telephone at 02-681-6181 or by email to the Company Secretary at secretary2@wice.co.th. The shareholder must submit the original, duly signed Form B together with the nominee's written consent in Form B, evidence of shareholding in accordance with Section 1.1.2, and supporting documents evidencing the nominee's qualifications, including educational background and work experience. All documents must reach the Company by 31 December 2026 to allow the Board of Directors sufficient time to consider the nominee.

3.3.2 Where several shareholders jointly nominate a candidate and collectively meet all the qualifications specified in Section 1, the first shareholder shall complete and sign Form B in full. Each subsequent shareholder shall complete and sign only Parts (1) and (2) of Form B. The forms, evidence of shareholding, and any additional supporting documents (if any) of all shareholders shall be compiled and submitted to the Company as one

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complete set by 31 December 2026 to allow the Board of Directors sufficient time to consider the nominee.

3.3.3 Where one or more shareholders who meet all the qualifications specified in Section 1 wish to nominate more than one candidate, a separate, fully completed and signed Form B shall be prepared for each nominee. Each form must be accompanied by the nominee's written consent in Form B and supporting documents evidencing the nominee's qualifications, including educational background and work experience. All documents must reach the Company by 31 December 2026 to allow the Board of Directors sufficient time to consider the nominees.

3.3.4 The Company Secretary will contact shareholders who nominate candidates for election as directors by 15 January 2027. If any amendments or additional information are required, the relevant shareholder must ensure that the requested documents reach the Company by 20 January 2027.

3.3.5 The Nomination and Remuneration Committee shall consider the qualifications of each nominee before submitting its recommendation to the Board of Directors. The decision of the Board of Directors shall be final. For nominees approved by the Nomination and Remuneration Committee, the Company will notify the relevant shareholders in writing and provide the reasons for its decision.

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Form A.

Annual General Meeting Agenda Proposal Form

Date ....

(1) I, Mr./Mrs./Ms. ....

am a shareholder of WICE Logistics Public Company Limited, holding .... shares.

Address No. .... Road .... Subdistrict ....

District .... Province .... Mobile Telephone No. ....

Home/Office Telephone No. .... Email ....

(2) I wish to propose an agenda item for the Annual General Meeting of Shareholders for the year ....

Subject ....

(3) Proposal for consideration ....

....

....

Supporting information that may be useful for consideration (e.g., facts or reasons):

....

....

....

....

Additional supporting documents, with every page certified as true and correct: .... page(s).

I hereby certify that all information provided in this Form A, together with the evidence of shareholding and all additional supporting documents, is true and correct in all respects. As evidence thereof, I have signed below.

Signature .... (Shareholder)

( )

Note:

1. The shareholder must attach evidence of shareholding, such as a certificate issued by a securities company or other evidence issued by the Stock Exchange of Thailand, together with a copy of the shareholder's national identification card or passport (for a foreign shareholder), duly certified as a true copy. If the shareholder is a juristic person, a copy of the juristic person's certificate and a copy of the national identification card or passport (for a foreign national) of the authorized director who si gns this Annual General Meeting Agenda Proposal Form (Form A) must also be attached and duly certified as true copies.
2. If the shareholder has changed their title, given name, or surname, a copy of the relevant evidence of such change must be attached and duly certified as a true copy.

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Please send to:

Company Secretary
WICE Logistics Public Company Limited
88/8 Nonsee Road, Chong Nonsi, Yan Nawa
Bangkok 10120
(Annual General Meeting Agenda Proposal Form)

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Form B.

Director Nomination Form

(1) I, Mr./Mrs./Ms. ....

am a shareholder of WICE Logistics Public Company Limited, holding .... shares.

Address No. .... Road .... Subdistrict ....

District .... Province .... Mobile Telephone No. ....

Home/Office Telephone No. .... Email ....

(2) I wish to nominate Mr./Mrs./Ms. ....

Age .... years, for election as a director of WICE Logistics Public Company Limited. The nominee possesses all qualifications and has no prohibited characteristics under the Company's criteria. The nominee's written consent, supporting documents evidencing qualifications, including educational background and work experience, and additional supporting documents, with every page certified as true and correct, are attached, totaling .... page(s).

I hereby certify that all information provided in this Form B, together with the evidence of shareholding, the nominee's written consent, and all supporting documents, is true and correct in all respects. As evidence thereof, I have signed below.

Signature .... (Shareholder)
( )
Date ....

(3) I, Mr./Mrs./Ms. ...., the person nominated for election as a director under Item (2), hereby consent to the nomination and certify that I possess all qualifications and have no prohibited characteristics as specified in Item (2) above. I also agree to comply with the Company's good corporate governance principles. As evidence thereof, I have signed below.

Signature .... (Nominee)
( )
Date ....

Note:

1. The shareholder must attach evidence of shareholding, such as a certificate issued by a securities company or other evidence issued by the Stock Exchange of Thailand, together with a copy of the shareholder's national identification card or passport (for a foreign shareholder), duly certified as a true copy. If the shareholder is a juristic person, a copy of the juristic person's certificate and a copy of the national identification card or passport (for a foreign national) of the authorized director who signs this Director Nomination Form (Form B) must also be attached and duly certified as true copies.
2. If the shareholder has changed their title, given name, or surname, a copy of the relevant evidence of such change must be attached and duly certified as a true copy.

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Please send to:

Company Secretary
WICE Logistics Public Company Limited
88/8 Nonsee Road, Chong Nonsi, Yan Nawa
Bangkok 10120
(Director Nomination Form)

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Information on the Person Nominated for Election as a Director

1. Full Name: (1) Thai .... (Former surname ....)

   (2) English ....

2. Date of Birth .... Current Age .... years

3. Nationality ....

4. Marital Status: (1) Spouse's Name .... (Former surname ....)

   (2) Number of Children ...., as follows:

   4.1 Child's Name .... Born in B.E. ....

   Place of Work ....

   Position ....

   4.2 Child's Name .... Born in B.E. ....

   Place of Work ....

   Position ....

   4.3 Child's Name .... Born in B.E. ....

   Place of Work ....

   Position ....

5. (1) Current Business Address - Name of Organization ....

   No. .... Lane/Soi .... Road ....

   Subdistrict .... District ....

   Province .... Telephone ....

   (2) Residential Address No. .... Lane/Soi .... Road ....

   Subdistrict .... District ....

   Province .... Telephone ....

6. Professional Qualifications

   (1) Educational Qualifications (please attach supporting evidence)

Educational Institution	Degree and Major	Year of Graduation
…………………………………………..	……………………………….	…………………………..
…………………………………………..	……………………………….	…………………………..

   (2) Training Courses or Seminars Relevant to Directorship

Institution Course or Program	Degree and Major	Year Completed
…………………………………………..	……………………………….	…………………………..
…………………………………………..	……………………………….	…………………………..

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7. Work Experience to Present

Organization	Nature of Business	Position	From B.E. 25.. to B.E. 25.. Total .... years
……………………………….	……………………….	…………………………	……………………………….
……………………………….	……………………….	…………………………	……………………………….
……………………………….	……………………….	…………………………	……………………………….
……………………………….	……………………….	…………………………	……………………………….
……………………………….	……………………….	…………………………	……………………………….

8. Shareholding in WICE Logistics Public Company Limited as of .... (Nomination Date)

Ordinary Shares .... shares

Preferred Shares .... shares

Spouse: Ordinary Shares .... shares; Preferred Shares .... shares

Child (1) .... Ordinary Shares .... shares; Preferred Shares .... shares

(2) .... Ordinary Shares .... shares; Preferred Shares .... shares

(3) .... Ordinary Shares .... shares; Preferred Shares .... shares

9. Litigation History (excluding petty offenses)

Court	Status (Plaintiff/Defendant /Petitioner)	Case Type (Civil/Criminal /Bankruptcy)	Charge or Alleged Offense	Amount in Dispute	Outcome
………………	……………………..	……………………	………………………..	…………………	………………
………………	……………………..	……………………	………………………..	…………………	………………
………………	……………………..	……………………	………………………..	…………………	………………
………………	……………………..	……………………	………………………..	…………………	………………

10. Direct or indirect interests in, or transactions with, the parent company, subsidiaries, associated companies, and related companies (please clearly specify the nature of the activity, the nature of the interest, and the monetary amount of the gain or loss).

……

……

……

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11. Shareholding or partnership in a partnership, or directorship in a company, that operates a business of the same nature as and in competition with the Company's business (please specify the name of the partnership/company, the number of shares held, the percentage of registered capital, and the nature of the business).

……

……

……

……

I, (Mr./Mrs./Ms./Other ....) ....
having been nominated for consideration for appointment as a director of WICE Logistics Public Company Limited, hereby certify that the information provided in the above profile and the accompanying documents is complete, accurate, and true in all respects.

Signature .... Nominee

( )

Date ....

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