Guideline and Criteria of the Proposal from Shareholders relating to Agenda of AGM 2027 and nominated candidates to be the Company's Directors

POSCO-Thainox Public Company Limited ("the Company") has strong policy to operate the business subject to "The Principle of Good Corporate Governance for Listed Companies". The Company, therefore, offers the opportunity for the Shareholders to propose the Agenda of Annual General Shareholders' meeting 2027 and propose the name of the qualified candidates to be considered to be Directors of the Company in order to comply with the right and equitable treatment of Shareholders.

Part 1 AGM Agenda Proposal

Qualifications of the Shareholders

1. Being the Shareholders of the Company and holding minimum shares not less than 1,000,000 shares
2. Must have continuously held those shares for at least 1 year by the date the Shareholders propose the Agenda.

Shareholders can contact Secretary of the Company as follows;

1. Mail to the Head Office of POSCO-Thainox Public Company Limited, Emporium Tower, Floor 15/6-8, 622 Sukhumvit Road, Klongtan, Klongtoey, Bangkok 10110, Thailand. (Attn: Company Secretary)
2. Facsimile to (662) 494-3148-9. (Attn: Company Secretary)
3. E-mail to yaowapha@poscothainox.com

Only the proposals written in the prescribed form with relevant attachment to reach the Company during the period from now until **January 15, 2027** will be considered.

In any case, the Board of Directors shall reserve the right to accept or not to accept and select any Agenda item but more particularly those relating to the following may not be selected;

1. Matters that violate the laws, rules, regulations of statutory or government agencies, or that do not comply with the Objectives, the Articles of Association, the shareholders' resolutions and Good Corporate Governance Policies of the Company.
2. Matters those are beneficial only to a specific person or group.
3. Matters related to enquiring on conduct of normal business practices of the Company that the shareholders wish to raise without illustrating sufficient rationale for suspicion of irregularities.
4. Matters that are beyond the control of the Company but require a definite commitment.
5. Matters that shareholders have already proposed in shareholder meetings within the past 12 months and were supported by less than 10% of total voting rights of the Company, provided that the facts of said matters have not yet changed significantly from the previous shareholders' meeting.
6. Matters proposed by shareholders who are not qualified according to the procedures set forth by the Company.
7. Other matters that the Board deems unnecessary to place on the agenda.

The proposed agenda items which have been accepted by the Board will be included in the AGM Agenda. As a comment or an opinion of the Board of Directors is required for each Agenda Item in the Notice of AGM, the Board may comment and disclose that this Agenda Item has been proposed directly by certain shareholders. Those items that have been rejected by the Board shall be excluded in the AGM Agenda.

POSCO-Thainox Public Company Limited
Form
The Proposed Agenda Item for the Shareholders' Annual General Meeting of 2027

Date .....
Name-Surname of Proposer (Shareholder) .....
Address .....
.....
.....
Telephone No. .....
Facsimile No. .....
Email .....
Number of shares held as of the proposal date .....
The date since when these number of shares were held.....
Proposed Agenda Item
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.....
Objective/Rationale
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.....

..... Shareholder's signature
( )

Date.....

Remarks:
The Proposer (Shareholder) must enclose the following documents with this form

1. The evidence of shares held as of the proposal date and the date since such shares have been held, such as a statement or certificate of shares held in the Company issued by an authorized Securities Company (Custodian) or any other certificate from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. ("TSD") evidencing the shares held by the Proposer and the evidence of the date since when these shares have been held.

2. In case the shareholder is an individual, copy of identification card / passport (in case of non-Thai nationality) must be enclosed, duly certified by the shareholder.

3. In case the shareholder is a juristic person, the copy of the company's affidavit/certificate of registration issued by Department of Business Development, Ministry of Commerce or other equivalent agencies (for non-Thai juristic persons) and copy of identification card / passport (in case of non-Thai nationality) of authorized director must be enclosed, duly certified by an authorized director.

Part 2 Nomination of Director Candidates

Qualifications of the Shareholders

1. Being the Shareholders of the Company and holding minimum shares not less than 1,000,000 shares.
2. Must have continuously held those shares for at least 1 year by the date the Shareholders propose for director nominee.

Shareholders can contact Secretary of the Company as follows;

1. Mail to the Head Office of POSCO-Thainox Public Company Limited, Emporium Tower, Floor 15/6-8 , 622 Sukhumvit Road, Klongtan, Klongtoey, Bangkok 10110, Thailand. (Attn: Company Secretary)

2. Facsimile to (662) 494-3148-9. (Attn: Company Secretary)

3. E-mail to yaowapha@poscothainox.com

Only the proposals written in the prescribed form with relevant attachment to reach the Company during the period from now until **January 15, 2027** will be considered.

In any case, the Board of Directors shall reserve the right to consider the director nominees who do not possess the following qualifications:

1. Qualified according to the Public Limited Companies Act, Securities and Exchange Act and in accordance with the Good Corporate Governance Policy of the Company.
2. Knowledgeable, possess good background experience, capable, independent to perform director's duties with care and loyalty, and be able to attend Directors' meetings regularly.
3. Having knowledge in one or more of the following fields: Steel Business, International Trading, Business Strategy, International Accounting, International Finance, Law or Corporate Governance.
4. Not holding board positions in more than 4 listed companies and certainly not in any competing business.
5. Completed the Thai IOD Director's Certification Program Course.

The Board of Directors will initially review the proposal and consider the nominated candidate's qualification. The name of the nominated Director candidate, if approved by the Board, will be included in the relevant agenda of the AGM.

POSCO-Thainox Public Company Limited
Form
To Nominate Director

Date .....
Name-Surname of Proposer (Shareholder) .....
Address .....
.....
.....
Telephone No. .....
Facsimile No. .....
Email .....
Number of shares held as of the proposal date .....
The date since when these number of shares were held.....

I would like to nominate (Mr./Mrs./Miss) .....Age....., who is fully qualified in accordance with the criteria of the Company to nominate the director. The nominee has signed below as the evidence of his/her consent to be appointed as Director. The curriculum vitae of the nominee and other supporting documents like certified copies of educational certificates, reference letters, experience certificates, etc., have been enclosed, and are ..... pages in total.

Shareholding and position, including advisory position or being listed as director in other company(ies) of (Mr./Mrs./Miss) ..... (Proposed Director) are as listed here;

Name of the Company	Position	% of share capital	Type of Business

I certify that all information given in this Form to Nominate Director including the evidence of shares' held, the evidence of consent and other supporting documents are correct.

..... Shareholder's signature
( )

Date.....

I am (Mr./Mrs./Miss)....., the director nominee, consent and certify that my qualifications and other supporting documents provided as above for Minority Shareholders to propose Director Nominee are correct and I also agree to accept the appointment as Director and to carry out my duties to the best of my ability and to adhere to the Good Corporate Governance principles of the Company.

I further confirm that I am a member of the Board of Directors/positioned/own share(s) in only the following Thai/ Foreign Companies, as listed here;

Name of the Company	Position	% of share capital	Type of Business

..... Nominated Director Candidate's signature
( )

Date.....

Remarks:
The Proposer (Shareholder) must enclose the following documents with this form;

1. The evidence of shares held as of the proposal date and the date since such shares have been held, such as a statement or certificate of shares held in the Company issued by an authorized Securities Company (Custodian) or any other certificate from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. ("TSD") evidencing the shares held by the Proposer and the evidence of the date since when these shares have been held.
2. In case the shareholder is an individual, copy of identification card / passport (in case of non-Thai nationality) must be enclosed, duly certified by the shareholder.
3. In case the shareholder is a juristic person, the copy of the company's affidavit/certificate of registration issued by Department of Business Development, Ministry of Commerce or other equivalent agencies(for non-Thai juristic persons) and copy of identification card/ passport (in case of non-Thai nationality) of authorized director must be enclosed, duly certified by an authorized director.
4. Certified copies of identification card / passport, educational certificates, reference letters, experience certificates, etc of the nominated director candidate.
5. A copy of latest Annual Report of all Company (s) in which nominated director candidate is a current Director.