Criteria for Shareholders to Propose Agenda and Nominate Candidates to be Elected as Directors in Advance for 2024

Good Corporate Governance principles ensure equitable and fair treatment of all shareholders by allowing the minority shareholders to propose the agenda and nominate the candidate before the Annual General Meeting of shareholders (the AGM).

TPBI Public Company Limited (the Company) has established clear and transparent proposal and consideration procedures and conducts the AGM in compliance with relevant laws and regulatory guidelines. The meetings are organized in a fair and equal manner, with easy-to-follow steps for all shareholders to receive information and participate. The details are as follows:

1. <u>The Qualifications of Shareholders</u>

The shareholders who wish to propose the agenda or nominate the candidate must possess the following qualifications:

1.1 Being the shareholder(s) of the Company which can be either one shareholder or combined shareholders.

1.2 Holding not less than five percent of the total voting rights of the Company.

1.3 Must hold those shares as stipulated in 1.2 on the “Record Date” in order to determine the right of the shareholders to attend the AGM of that year.

Please note that, after the Company has checked the name of the shareholder(s) on “Record Date” it does not as stipulated. The company reserves the right not to propose the agenda or the candidate to the AGM for consideration even though the same has been included in the notice of the AGM.

2. <u>Proposal of the Agenda</u>

2.1 The Proposal that will not be put as the agenda

(1) The proposal that deals with the matter in the ordinary cause of business of the Company and the information referred to by the shareholder(s) does not indicate any irregularity.

(2) The proposal that is beyond the control of the Company.

(3) The proposal that the shareholders proposed in the shareholders’ meeting during the past 12 months and was voted in favor by less than 10% of total voting rights of the Company and the facts of the said matter have not been changed in a material manner.

(4) The proposal that violates the laws, rules, and regulations of any government agencies or other government authorities supervising the Company or is not in compliance with the objectives, the Articles of Association, the shareholders’ resolution, and Good Corporate Governance of the Company.

(5) The proposal that is not beneficial to the Company's operations.

(6) The proposal that deals with the matter which the Company has already done.

(7) The proposal that is beneficial only to a specific person or group and that may cause a conflict of interest to any group of related persons.

(8) The proposal that is within the power and authority of the Board, but it causes a material effect to the shareholders in general.

(9) The proposal that contains incomplete or incorrect information or the shareholders who have proposed the proposal cannot be contacted.

2.2 Consideration Procedures

(1) The shareholder who possesses the qualifications as set in No.1 must submit the "Form of Shareholders to Propose Agenda" for the AGM (At the end of this document) and include all relevant supporting documents. The accurate and completed form and documents should be delivered to the Company no later than December 31, of each year. Please indicate the proposal is for acknowledgment, consideration, or approval and send all documents along with the recipient's name and address, as detailed below.

Recipient : Company Secretary

Address : TPBI Public Company Limited
No. 42/174 Moo 5 Soi Srisatian Niwes, Raiking,
Sampran, Nakhon Pathom 73210

Email : company_secretary@tpbigroup.com

(2) In case there are a number of shareholders, who have the qualifications as stipulated in No.1, and jointly propose the agenda to the Board, the first shareholder must fill the "Form of Shareholders to Propose Agenda" completely and affix his or her name as evidence. The rest of the shareholders must fill parts (1) and (2) of such form completely and affix their names as evidence separately, then gather the supporting documents together as one single set and should be delivered to the Company no later than December 31st of each year.

(3) The company secretary will initially review the proposal for the Board of Directors. The proposal must not have any characteristics that would disqualify it from being included on the agenda. In case shareholders are unable to submit complete and correct documents within the specified time. The Company reserves the right not to consider such proposal.

(4) The Board of Directors shall consider the necessity and appropriateness of the proposal agenda that shareholders propose and whether it should be included in the meeting agenda. The resolution of the Board of Directors is considered final.

(5) The proposal approved by the Board, along with the Board's opinion will be included as part of the agenda of the AGM. In case the proposal is disapproved by the Board of Directors, the Company will inform the shareholders through the Company's website (www.tpbigroup.com) after the Board of Directors meeting in March of the proposed year.

3. <u>The Nomination of the Candidate</u>

3.1 Candidate Qualifications

(1) Having the qualifications according to the Public Company Act, Securities and Exchange Act, and other related laws, rules, regulations, and announcements, together with Good Corporate Governance of the Company;

(2) Being knowledgeable, capable, independent, and able to perform the director's duties with care, integrity, and dedication. The candidate must be able to attend the director's meetings and relevant activities regularly.

(3) Should not serve many board positions in more than 5 companies at the same time complies with Good Corporate Governance.

3.2 Consideration Procedures

(1) The shareholder who possesses the qualifications as set in No.1 must submit the "Form of Nominate Candidates to be Elected as Directors" (At the end of this document) and include all relevant supporting documents. The accurate and completed form and documents should be delivered to the Company no later than December 31st of each year. All documents along with the recipient's name and address, as detailed below.

Recipient	:	Company Secretary
Address	:	TPBI Public Company Limited
		No. 42/174 Moo 5 Soi Srisatian Niwes, Raiking,
		Sampran, Nakhon Pathom 73210
Email	:	company_secretary@tpbigroup.com

(2) In case there are a number of shareholders, who have the qualifications as stipulated in No.1, and jointly nominate candidates to the Board of Directors, the first shareholder must fill "Form of Nominate Candidates to be Elected as Directors" completely and affix his or her name as evidence. The rest of the shareholders must fill parts (1) and (2) of such form completely and affix their names as evidence separately, then gather the supporting documents together as one single set and should be delivered to the Company no later than December 31st of each year.

(3) The company secretary will initially review the qualified candidates with appropriate qualifications before proposing to the Nomination and Remuneration Committee. In case shareholders are unable to submit complete and correct documents within the specified time. The Company reserves the right not to consider such candidates.

(4) The Nomination and Remuneration Committee will consider the qualifications of the candidate and propose the opinion to the Board of Directors for consideration on whether it should nominate candidates to be elected as Directors in the meeting. The resolution of the Board of Directors is considered final.

(5) The candidate approved by the Board of Directors, along with the Board of Directors 's opinion will be included as a candidate in the agenda of the nominated candidate to be elected as directors. In case the candidate is disapproved by the Nomination and Remuneration Committee or the Board of Directors, the Company will inform the shareholders through the Company's website (www.tpbigroup.com) after the Board of Directors meeting in March of the proposed year.