

## R&B Food Supply Public Company Limited

### Criteria for granting right of the shareholder to propose Agenda of Shareholders' Annual General Meeting Year 2024, and nominate the person for selection as director in advance

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#### 1. Objective

To promote good corporate governance policy regarding the right and equality of the shareholder consistency with Securities and Exchange Act in Section 89/28.

R&B Food Supply Public Company Limited therefore has given the shareholders the opportunity to propose additional agenda of Shareholders' Annual General Meeting Year 2024 and have right to nominate the qualified person for selection to hold the director office in accordance with criteria, process, regulation or any other relevant requirements.

#### 2. Definition

“Company”	means	R&B Food Supply Public Company Limited
“Board of Directors”	means	The Board of Directors of R&B Food Supply Public Company Limited
“Director”	means	The Director of R&B Food Supply Public Company Limited
“Agenda”	means	Agenda of Annual General Meeting of shareholders of R&B Food Supply Public Company Limited

#### 3. Qualifications of the Shareholder

The shareholder who intends to propose the agenda or nominate the person for selection as director, shall have the following qualifications.

3.1 Being the Company's shareholder and may be one or more collective shareholders.

3.2 Having total shareholding proportion not less than 5% of total number of paid-up shares with voting rights.

3.3 Shareholder(s) must held those shares continuously for at least 12 months.

#### 4. Criteria of Proposal/Nomination

##### 4.1 Agenda Proposal.

##### 4.1.1 Consideration Criteria

The shareholder shall specify the proposed issue with objective for acknowledgment, for approval or for consideration, and present the details, for efficient consideration. The issues that are not passed for consideration are as follows.

4.1.1.1 Proposals relating to normal business practices of the Company, except the ones causing material impacts on shareholders in general

4.1.1.2 Proposals that is beyond the control of the company

4.1.1.3 Proposals that have been previously proposed to Shareholder Meetings during the past 12 months and were supported by less than 10% of total voting rights of the Company, given that the factual events have not changed significantly

4.1.1.4 Proposals that are not beneficial to the Company's business operation and/or that the Board of Directors, with reason explainable to the shareholders, considers unnecessary to be placed on the agenda.

#### **4.1.2 Detail of the supplementary matters proposed by the shareholders**

4.1.2.1 Name, address and phone number of Shareholders that can be reached.

4.1.2.2 The number of shares

4.1.2.3 The objective of proposing the agenda for the shareholders' annual general meeting of 2024 is to let the board of directors know that shareholders want their requests to be acknowledged or considered for inclusion on the agenda.

4.1.2.4 Matter for proposed.

4.1.2.5 facts, reasons, and other information that is relevant to the proposed issue and is helpful for making a decision.

4.1.2.6 Other information that the shareholders considered it necessary

4.1.2.7 Attachment of evidence as follow;

(1) Evidence of shares held, namely share certificates from securities company or Thailand Securities Depository Co., Ltd. or other evidences from The Stock Exchange of Thailand or a copy of share certificate which is self-attested.

(2) In case of an individual, it is required to attach the copy of identification card. For foreigner, it is required to attach the copy of valid passport and sign self-attested.

(3) In case of juridical person, it is required to attach the copy of juristic person certificate and the copy of identification card (or the copy of valid passport in case of foreigner) of authorized director with self-attested.

(4) In case shareholders amended their title name, name or surname, it is required to attach the copy of proof of the mentioned change with self-attested.

(5) The shareholder is required to submit all of the original evidences to the company at the aforesaid address within January 8, 2024.

#### 4.1.3 Procedure of Agenda Proposal

4.1.3.1 The period of agenda proposal is from October 2, 2023 to January 8, 2024

4.1.3.2 The shareholder with complete qualification according to the criteria shall prepare "Form for Proposal of Agenda of Shareholders' Annual General Meeting Year 2024", affixed with signature and completely enclosed with shareholding evidences, as well as relevant documents for consideration support to the Board of Directors, by delivery to below.

Mr. Surachai Phartyanotai (Company Secretary Department)

R&B Food Supply Public Company Limited

9 Soi Pho Kaew 3, Yaek 17, Klongchan, Bangkok, Bangkok 10240

or the shareholder can informally propose the agenda by delivering the via E- mail: comsec@rbsupply.co.th After that, all original documents shall be delivered to the Company at the aforesaid address within deadline.

4.1.3.3 If the shareholder needs to propose more than one agenda, the shareholder shall prepare Form for Nomination of Agenda of Shareholders' Annual General Meeting Year 2024 according to number of agenda required for proposal for one Form per one agenda, by delivering one set of shareholding evidence or other documentations per delivery of each proposed agenda. In case where the collective shareholders with complete qualifications propose agenda, each of them must fill out the Form for Nomination of Agenda of Shareholders' Annual General Meeting Year 2024 and sign their name as evidence separately and gather to submit into one set. The shareholders have to fill out a name of contact person in form. When the Company contacts the appointed contact person, it shall be deemed that the Company contacts all shareholders.

4.1.3.4 The Company Secretary shall consider documents and evidences, as well as agenda not within the scope of the issue which is not passed for consideration. All agenda which are passed for consideration shall be proposed to the Board of Directors' Meeting in February 2024.

4.1.3.5 Issue which is passed for consent of the Board of Directors shall be contained in Invitation Letter of Shareholders' Annual General Meeting Year 2024. The Company shall inform the shareholder for acknowledgement and clarify the reason for issue which is not passed for consent in the date of the Meeting of Shareholders.

#### 4.2 Nomination of Person for Selection as Director

For efficient consideration, the shareholder shall nominate the person with the following qualifications.

##### 4.2.1 Qualification

4.2.1.1 Being the proper qualified person without prohibited characteristics according to Public Limited Companies Law, and Securities and Exchange Law. If nominating the person to be independent

director, the said person shall be completely qualified according to definition of independent director of the Company, and relevant requirements.

4.2.1.2 Being the person with knowledge, competence, independence, healthiness, good working experience and ethics, ability to devote time to fully perform his/her duties with honesty and diligence, ability to regularly attend the Board of Directors' Meeting, participation in and expression of creative and useful opinions in the Meeting, as well as ability to perform other works as entrusted by the Board of Directors.

4.2.1.3 Being experienced in working, having knowledge and competence which are useful for the Company particularly in the business of Food and Beverage industry, or having knowledge in related fields that contribute to the Company's business development such as accounting and finance, marketing and law etc.

4.2.1.4 Not being the person with conflict of interests with the Company, not engaging in the business, not being the partner of all types, not holding the director office of limited company or public limited company that operates the same type of business, or operates in the business which is competitive with the Company, and not being the contractual party with gain and loss with the Company.

#### **4.2.2 Detail of the supplementary matters proposed by the shareholders**

4.2.2.1 Name, address and phone number of Shareholders that can be reached.

4.2.2.2 The number of shares

4.2.2.3 Evidence of the consent of the person who has been nominated to be director

4.2.2.4 Required documents for qualification consideration, namely educational background and working experience of the person who has been nominated, and relevant documents that useful for Board of Director consideration.

4.2.2.5 Relevant information that useful for Board of Directors consideration or information that shows the nominees having qualifications as specified by the Board of Directors.

4.2.2.6 Other information that the shareholders consider it necessary.

4.2.2.7 Attachment of evidence as follow;

( 1) Evidence of shares held, namely share certificates from securities company or Thailand Securities Depository Co., Ltd. or other evidences from The Stock Exchange of Thailand or a copy of share certificate which is self-attested. In case of an individual, it is required to attach the copy

of identification card. For foreigner, it is required to attach the copy of valid passport and sign self-attested.

(2) In case of juridical person, it is required to attach the copy of juristic person certificate and the copy of identification card (or the copy of valid passport in case of foreigner) of authorized director with self-attested.

(3) Evidence of the person who has been nominated, namely attach the copy of identification card, the copy of house registration, educational background, working experience and other document (if any).

(4) In case the nominated person amended their title name, name or surname, it is required to attach the copy of proof of the mentioned change with self-attested.

(5) The company will not consider in case the shareholder provides incorrect information or incomplete qualification as determined.

(6) The shareholder is required to submit all of the original evidences to the company at the aforesaid address within January 8, 2024.

#### **4.2.3 Procedure of Nomination of Person for Selection as Director**

4.2.3.1 The period of agenda proposal is from October 2, 2023 to January 8, 2024.

4.2.3.2 The shareholder with complete qualification according to the criteria shall prepare "Form for Nomination of the Person as Director", affixed with signature and completely enclosed with shareholding evidences, as well as relevant documents for consideration support to the Board of Directors, by delivery to below.

Mr. Surachai Phartyanotai (Company Secretary Department)

R&B Food Supply Public Company Limited

9 Soi Pho Kaew 3, Yaek 17, Klongchan, Bangkok, Bangkok 10240

or the shareholder can informally nominate the person as director by delivering the aforesaid documents via E-mail: [comsec@rbsupply.co.th](mailto:comsec@rbsupply.co.th). After that, all original documents shall be delivered to the Company at the aforesaid address within deadline.

4.2.3.3 If the shareholder requires nominating more than one person, the shareholder shall prepare Form for Nomination of Person as Director according to number of persons required for nomination for one form per one person by delivering one set of shareholding evidences or other documentations per delivery of each nominated person.

4.2.3.4 In case where several collective shareholders with complete qualification propose the agenda, each of them must fill out the Form for Nomination of the Person as Director and sign their name as evidence separately and gather to submit into one set. The shareholders have to fill out a name of contact person in form. When the Company contacts the appointed contact person, it shall be deemed that the Company contacts all shareholders.

4.2.3.5 The Company Secretary shall consider documents and evidences. All persons who are passed for consideration shall be nominated to the Board of Directors in February 2024.

4.2.3.6 The person who is passed for consent of the Board of Directors shall be contained in Invitation Letter of Shareholders' Annual General Meeting Year 2024. The Company shall inform the shareholder for acknowledgement about the person who is not passed for consent and clarify the reason.

R&B Food Supply Public Company Limited

Form for Proposal of Agenda of Shareholders' Annual General Meeting Year 2024

(1) I, Mr./Mrs./Miss.....
am the shareholder of R&B Food Supply Public Company Limited for.....shares
residing at Address No..... Village No.....Road..... Tambon/Sub-district
.....Amphoe/District..... Province.....
Postal Code.....Telephone..... Mobile Phone.....E-mail.....
In case of several collective shareholders, I assign Mr. /Mrs. /Miss.....
to be the person who is entrusted by me to contact the Company.

(2) I intend to propose the agenda of Shareholders' Annual General Meeting Year 2024 for
( ) consideration ( ) acknowledgement on Subject
:.....

(3) The details of proposal and supplementary information which is useful for consideration are as follows.
.....
.....
.....
.....
Including additional documentations affixed with signature for authenticity certification in every page
for..... sheets.

I hereby certify that all statements and evidential documents are authentic and true in all respects. I allow
the Company to disclose the said information or evidential documents to all parties. For evidence whereof, I have
affixed my signature for authenticity and truth certification in all respects.

Signed..... Shareholder
( )
Date.....

Remark

- 1. The shareholder shall enclose the following evidences.
1.1 Shareholding evidences include Certificate from Securities Company, or Thailand Securities Depository Company Limited, or other
evidences from Stock Exchange of Thailand, or copy of Share Certificate, affixed with signature in the documents for certification.
1.2 In case of natural person, copy of identification Card shall be enclosed in case of foreigner, copy of Passport shall be enclosed. The said
document shall be unexpired and affixed with signature for true copy certification.
1.3 In case of juristic person, copy of Certificate of Juristic Person and copy of Identification Card (or copy of Passport in case of foreigner) of
the authorized signatory director shall be enclosed, and affixed with signature for true copy certification
2. In case of the shareholder or the nominee's revision on Title, Name-Surname, the copy of evidence for such revision shall be enclosed and
affixed with signature for true copy certification.
3. The shareholder shall deliver the original of al evidences to the Company at the aforesaid address within January 8, 2024.

R&B Food Supply Public Company Limited

Form for Nomination of Person as Director

(1) I, Mr./Mrs./Miss.....
am the shareholder of R&B Food Supply Public Company Limited for.....shares
residing at Address No..... Village No.....Road..... Tambon/Sub-district
.....Amphoe/District..... Province..... Postal
Code.....Telephone..... Mobile Phone.....E-mail.....
In case of several collective shareholders, I assign Mr. /Mrs. /Miss.....
to be the person who is entrusted by me to contact the Company.

(2) I intend to nominate Mr. /Mrs. /Miss.....
aged..... years for selection as [ ]Director [ ]Independent Director of the Company. The said person is
completely qualified without prohibited characteristics as prescribed by the criteria. However, the evidence of
consent of the nominee is enclosed with documentations for consideration on other qualifications such as education,
working history, and additional documentations, affixed with signature for authenticity certification.

I hereby certify that all statements and evidential documents are authentic and true in all respects.

Signed..... Shareholder

( )

Date.....

(3) I, Mr. /Mrs. /Miss....., am the nominee for selection as director.
hereby allow and certify that I am completely qualified without prohibited characteristics according to Public Limited
Companies Law, Securities and Exchange Law, compliance agencies, and criteria of the Company; and agree to
provide personal information and accepting verification of the aforesaid information by the related agencies. I
therefore have mainly affixed the signature hereunder.

Signed..... Nominee

( )

Date.....

Remark

- 1. The shareholder shall enclose the following evidences.
1.1 Shareholding evidences include Certificate from Securities Company or Thailand Securities Depository Company Limited, or other evidences
from Stock Exchange of Thailand, or copy of Share Certificate, affixed with signature in the documents for certification.
1.2 In case of natural person, copy of Identification Card shall be enclosed. In case of foreigner, copy of Passport shall be enclosed. The said
document shall be unexpired and affixed with signature for true copy certification.
1.3 In case of juristic person, copy of Certificate of Juristic Person and copy of Identification Card (or copy of Passport in case of foreigner) of the
authorized signatory director shall be enclosed, and affixed with signature for true copy certification.
1.4 The evidences of the nominee include copy of Identification Card, copy of House Registration, evidence of education and working history,
and other documents (if any).
2. In case of the shareholder or the nominee's revision on Title, Name-Surname, the copy of evidence for such revision shall be enclosed and
affixed with signature for true copy certification.
3. The Company shall not consider in case where the shareholder provides improper and incomplete information, or the nominee is incompletely
qualified as determined.
4. The shareholder shall deliver the original of all evidences to the Company at the aforesaid address within January 8, 2024.