

CRITERIA FOR SHAREHOLDER(S) TO PROPOSE THE AGENDA AND DIRECTOR NOMINATION FOR THE 2025 ANNUAL GENERAL MEETING

OBJECTIVE

R&B Food Supply Public Company Limited (“the Company”) values Good Corporate Governance and supports shareholders’ engagement. Therefore, prior to the 2025 Annual General Meeting, the Company has set up the criteria to allow the shareholders to propose the agenda and to nominate the candidate for directorship in advance. By this mean, it will ensure that the agenda will be delicately selected and truly beneficial to the Company and the qualified candidate will be selected and able to perform his or her duties effectively to attain the highest benefits of the Company and the stakeholders and also to affirm the conformity to the Good Corporate Governance.

CRITERIA

1. Qualification

Shareholders who would like to propose an agenda for the Annual General Meeting or to nominate the candidate as a director must possess the following qualifications:

- (1) Must be the Company’s shareholder(s), with continuous holding of not less than 5% of the total voting rights of the Company either by one or several shareholders combined.
- (2) Must hold those shares continuously as stipulated in (1) for at least 12 months by the date the shareholders propose the item on the agenda and must still be holding the shares on the date the AGM takes place.

*Please note that, if, after the Company having checked the name of the shareholder(s) on Record Date and it does not appear that such shareholder(s) is qualified with the conditions. The Company reserves the right not to propose the agenda or the candidate to the Shareholders Meeting for consideration even though the same has been included in the notice of the Shareholders Meeting.

2. Proposing a meeting agenda

- (1) Fill out the “Proposed Agenda for 2025 Annual General Meeting Form” and submit it with other supplementary documents as required by the Company.
- (2) In case where several shareholders, fully qualified as in criteria No.1, would jointly propose the meeting agenda, each of them must fill out the “Proposed Agenda for 2025 Annual General Meeting Form”, sign their names as evidence separately and attach complete supporting documents. Then the forms should be gathered into one set or may send the proposal unofficially through Corporate Secretarial Department’s within the required timeline.
- (3) Reservation, For an efficient AGM, the Company reserves the right not to include the following matters as the meeting agenda.
 - (1) Matters defined in Section 89/28 of the Securities and Exchange Act B.E. 2535 amended by the Securities and Exchange Act (No.4) B.E. 2551¹
 - (2) The proposal that violates to the law, rules, regulations of government agencies or other governing agencies or are not complied with the objective, the article of association, the shareholders’ resolution, the good corporate governance of the Company.
 - (3) The proposal that the Company has already operated.
 - (4) The proposal that the information shareholders provided is incomplete or incorrect, or those who are unable to contact, or not comply with the Company’s criteria.
 - (5) The proposal that is beneficial for specific person or group.
 - (6) The proposal that is the power and authority of the Board unless it causes the significant effect on the shareholders in general.

Remark 1: Matters defined in Section 89/28 of the Securities and Exchange Act (No.4) B.E. 2551 are as follows:

- (1) The proposal does not comply with rules as specified in the first paragraph (A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the Company);
- (2) The proposal is relevant to the ordinary business operation and the fact given by the shareholder does not indicate any reasonable ground to suspect the irregularity of such matter;
- (3) The proposal is beyond the company’s power to produce the proposed result;

- (4) The proposal was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;
- (5) Any other cases as specified in the notification of the Capital Market Supervisory Board.

3. Proposal of the director nominee

The qualification of the director nominee

The director nominee must possess key qualifications and must not possess prohibited qualifications as follows:

1. Possessing the required qualifications and not having prohibited characteristics of a director according to the Public Limited Companies Act, the Securities and Exchange Act, and other related laws, rules, regulations, announcements, the Article of Associations of the Company and the Good Corporate Governance of the Company.
2. Having knowledge, independent and skill in the areas significantly beneficial to the Company.
3. Should not serve as a director more than 5 listed companies.

The shareholders, fully qualified as in criteria no.1, can propose the candidate(s) as a director by proceeding as follows.

- (1) Fill out the “Nominated Qualified Candidate as a Director in 2025 Annual General Meeting Form” and completely attach all supporting documents.
- (2) In case where several shareholders and fully qualified as in criteria no.1 would jointly nominate a candidate, each of them must fill out the “Nominated Qualified Candidate as a Director in 2025 Annual General Meeting Form”, sign their names as evidence separately and attach the complete supporting documents, then the forms should be gathered into one single set submission or may send the proposal unofficially through Corporate Secretarial Department's email address at comsec@rbsupply.co.th within the required timeline.

- (3) The nominated candidate as a director must not have the prohibited characteristics by relevant laws, regulations and the Company's Principles of Good Corporate Governance.

4. Consideration Procedures

The Company Secretary will gather proposals and supporting documents of the proposed candidate and conduct preliminary qualification checks before proposing to the Nomination, Remuneration and Corporate Governance Committee. The details are as follows:

Procedure for consideration of proposing an agenda

1. The Nomination, Remuneration and Corporate Governance Committee will consider the appropriateness and reasonableness of the matters proposed by shareholders before including them in the agenda for consideration by the Board of Directors.
2. If the Board of Directors agrees that the issues are significant or beneficial to the Company or shareholder(s) as a whole, the Board will incorporate those issues in AGM agenda and remark as "agenda from shareholder(s)" in the notice to shareholders together with the opinion of the Board of Directors.

Procedure for consideration of nominated candidate as a director

1. The Nomination, Remuneration and Corporate Governance Committee will consider the qualifications, knowledge, competency, and experience of the candidate(s) in connection with skill and expertise required as well as ethics of proposed candidate so that it could promote the board efficiency before proposing to the Board of Directors for consideration.
2. If the Board of Directors agrees that the proposed candidate is qualified to be nominated as a director, the Board of Directors will propose such candidate together with Board of Directors' opinion in the Appointment of Director Agenda of the AGM for approval and remark as "candidate from shareholder(s)".

In case that the Board of Directors disapproves of the nominated candidate from the shareholder(s), the Board of Directors will inform the reasons to the meeting of shareholders.

5. Submission Period

From Thursday 18 September 2024 to Tuesday 31 December 2024

สำนักงานใหญ่: เลขที่ 9 ซอยโพธิ์แก้ว 3 แยก 17 แขวงคลองจั่น เขตบางกะปิ กรุงเทพมหานคร 10240

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6. Channel for submitting proposals

Deliver the documents together with the evidence specified by the Company. They must be sent to the Company by Tuesday 31 December 2024, to the address below. In the case of delivery in person or by another person, they must be delivered during the Company's working hours, between 8:30 a.m. and 5:30 p.m. For sending documents by post, the Company will consider the postmark on the envelope no later than 31 December 2024 or may send the proposal unofficially via the Corporate Secretarial's email specified below before sending the original documents to the Corporate Secretarial within the required timeline.

OFFICE OF COMPANY SECRETARY
R&B Food Supply Public Company Limited
No. 9 Soi Pho Kaew 3, Yaek 17, Klongchan, Bangkok, Bangkok 10240
Or E-mail : comsec@rbsupply.co.th