



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

OBJECTIVE

Asian Palm Oil 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:

- 1.1 Must be the Company’s shareholder(s), with continuous holding of minimum shares in an amount of 0.5 percent of the total voting rights of the Company either by one or several shareholders combined.
 - 1.2 Must hold those shares continuously as stipulated in 1.1 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

- 2.1 Fill out the “Proposed Agenda for 2025 Annual General Meeting Form” and submit it with other supplementary documents as required by the Company.



2.2 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 email address at E-mail: sec@asianpalmoil.com within the required timeline.

2.3 Reservation

For an efficient AGM, the Company reserves the right not to include the following matters as the meeting agenda.

- (1) Matters relating to the normal course of business of the Company.
- (2) Matters that are beyond the authority of the Company.
- (3) Matters that shareholder(s) has already proposed in a shareholder meeting during the past 12 months, and those under support by less than 10% of total voting shares, given that the factual events have not changed significantly.
- (4) Matters proposed by shareholders who are not qualified, or with incomplete, inadequate evidence documentation or an after required timeline.
- (5) Matters that are not beneficial to the Company.
- (6) Matters or evidence sufficed by shareholders are incomplete or untrue or ambiguous.
- (7) Matters lying under management authority of the Company, except the ones causing material impacts on shareholders in general.
- (8) Matters that violate applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives, Articles of Association and good corporate governance of the Company.
- (9) Matters, as stipulated by laws, for consideration at AGM, which have been pursued regularly by the Company.
- (10) Matters that the Company has already implemented.



Procedure for consideration of proposing an agenda

The Company Secretary will initially review the proposal and supporting documents in relation thereto before proposing to the Nomination and Remuneration Committee, the details are as follows.

- (1) The Nomination and Remuneration 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.

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

3. PROPOSING A CANDIDATE TO BE NOMINATED AS A DIRECTOR

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

- 3.1 Fill out the “Nominated Qualified Candidate as a Director in 2025 Annual General Meeting Form” and completely attach all supporting documents.
- 3.2 The nominated candidate must fill out the “Bio-data of Nominated Qualified Candidate as a Director in 2025 Annual General Meeting Form” and the “Questionnaire on Qualifications of Nominated Candidate as a Director in 2025 Annual General Meeting”, both of which are completed by the nominated candidate, and other complete supplementary documents as required by the Company.
- 3.3 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 sec@asianpalmoil.com within the required timeline.
- 3.4 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.



Procedure for consideration of nominated candidate as a director

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

- (1) The Nomination and Remuneration Committee will consider the qualifications, knowledge, competency, 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.

4. SUBMISSION PERIOD

From Tuesday 1 October 2024 to Monday 30 December 2024

5. CHANNEL FOR SUBMITTING PROPOSALS

Deliver the documents together with the evidence specified by the Company. They must be sent to the Company by Monday 30 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 8:00 a.m. and 5:00 p.m. For sending documents by post, the Company will consider the postmark on the envelope no later than 30 December 2024 or may send the proposal unofficially via the Corporate Secretariat's email specified below before sending the original documents to the Corporate Secretariat within the required timeline.

OFFICE OF COMPANY SECRETARY

ASIAN PALM OIL PUBLIC COMPANY LIMITED

99 MOO2 AO LUEK TAI , AO LUEK KRABI 81110

Or E-mail: sec@asianpalmoil.com

Proposed agenda for 2025 Annual General Meeting

(1) General Information of Shareholder

Name (Mr./ Mrs./ Ms./ others)

Current address..... Road,..... Sub-district,.....

District,..... Province,.....

Mobile No. Home/Office No.

E-mail (if any).....

(2) Numbers of Shares held as of the date proposing the agenda:

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(3) Proposed agenda

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Objective	<input type="checkbox"/> For Consideration	<input type="checkbox"/> For Acknowledgement
Details		

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Without Attachments With Attachments, the number of

(4) Required Supplementary Document to Be Submitted by shareholder with This Form

4.1 The evidence of shared ownership, i.e. the certificate of shares held issued by securities companies or any other certificates from the Thailand Securities Depository Co., Ltd. Or the Stock Exchange of Thailand or custodian, or Securities Paper and certified true copies by such shareholder.

4.2 The evidence of Identification:

- Natural person: certified true copy of valid identification card / passport (for foreigner) ;
- Juristic person: certified true copy of the company's affidavit and certified true copy of valid identification card or passport (for foreigner) of authorized signatories who signs this form.
- In the case of changing title, name, or surname, the shareholder must provide a certified true copy of the change name certificate

(5) Representation and Warranty

I hereby represent and warrant that all information and supplementary documents provided and attached hereto are true and complete.

(6) Consent for personal data processing

I hereby give my permission to ASIAN PALM OIL PCL. To collect, use and disclose personal data as follows 1. General information of shareholder 2. Number of shares held as of the date proposing agenda 3. The evidence of shares ownership 4. The evidence of identification for the purpose of preparing reports and documents related to the Company's Annual General Meeting, including my personal information in such publicly available reports and documents. The details are in the Privacy Notice of ASIAN PALM OIL PCL, which is disclosed on the website <https://asianpalmoil.com/>

..... Shareholder's Signature

(.....)

Date

Nominated Qualified Candidate as a Director in 2025 Annual General Meeting

(1) General Information of Shareholder

Name (Mr./ Mrs./ Ms./ others)

Current address..... Road,..... Sub-district,.....

District,..... Province,.....

Mobile No. Home/Office No.

E-mail (if any).....

(2) Numbers of Shares held as of the date proposing the agenda:

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(3) Qualified candidate (s) as director:

.....

(4) Required Supplementary Document to Be Submitted by shareholder with This Form

4.1 The evidence of shared ownership, i.e. the certificate of shares held issued by securities companies or any other certificates from the Thailand Securities Depository Co., Ltd. Or the Stock Exchange of Thailand or custodian, or Securities Paper and certified true copies by such shareholder.

4.2 The evidence of Identification:

- Natural person: certified true copy of valid identification card / passport (for foreigner);
- Juristic person: certified true copy of the company's affidavit and certified true copy of valid identification card or passport (for foreigner) of authorized signatories who signs this form.
- In the case of changing title, name, or surname, the shareholder must provide a certified true copy of the change name certificate

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.....Shareholder's Signature

(.....)

Date.....