



Criteria for Shareholders to propose an Annual General Shareholders' Meeting Agenda

And Nominate Director for the year 2027

Asian Palm Oil Public Company Limited

Asian Palm Oil Public Company Limited is committed to effective and appropriate management, with a core focus on the equal and fair treatment of every shareholder. This commitment aligns with our dedication to (Good Corporate Governance), a critical factor for the company's long-term success. A key aspect of our governance framework is granting minority shareholders the right to propose agenda items and nominate candidates for the Board of Directors in advance of the Annual General Meeting. This practice demonstrates our pledge to equality and transparency.

Moreover, by defining clear criteria for agenda proposals and director nominations, we foster a transparent and fair selection process, ensuring that the most qualified individuals are appointed. This ultimately allows the company to operate more efficiently for the maximum benefit of the company and its stakeholders, reinforcing our practical application of good corporate governance principle.

1. The Qualification of Shareholders

Shareholders who have the right to propose any matters on an agenda of the shareholders' meeting and to nominate any persons to be appointed as directors must possess the following qualifications;

- 1.1 Being the shareholder of the Company holding minimum shares of 5 percent of total paid-up share capital either by one or several shareholders combined; and
- 1.2 Must hold shares in the company in the ratio determined in Item 1.1 on the date of proposing the agenda and on the Record date to determine the right to attend the 2027 Annual General Meeting of Shareholders.

2. Criteria for Proposing

2.1 Proposal of the topics to be included in the agenda

- (1) The shareholder must be fully qualified as criteria in item 1 hereof, shall fill out the "Agenda Proposal Form for the Annual General Meeting of Shareholders" with other complete supplementary documents as required by the Company, indicating whether it is the matter proposed for information, for approval or for consideration and submit it to the Company within the proposal period via the channel as specified in criteria item 4.

In case, where several shareholders would jointly propose the agenda, each of them must fill out the "Agenda Proposal Form for the Annual General Meeting of Shareholders", and sign their names as evidence separately. The forms should then be gathered into one set.



(2) Matters that could not be proposed:

- matter proposed by a shareholder who does not meet the specified qualifications, provides incomplete or insufficient information, or submits the proposal after the deadline.
- matter that was previously proposed by a shareholder at a shareholders' meeting within the past 12 months and received less than 10% of the total voting rights, where the facts have not significantly changed. This also includes any matter that is not beneficial to the company's operations.
- matter that violates the law, regulations of a supervisory authority, the company's objectives, articles of association, or business ethics.
- matter related to the company's normal business operations where the shareholder's claims do not show any suspicious irregularities.
- matter that is beyond the company's authority to act upon.
- matter or supporting evidence submitted by a shareholder that is factually incorrect or ambiguous.
- matter that benefits a specific individual or group.
- matter that falls under the company's management authority, unless it would cause significant damage to shareholders as a whole.
- matter that is already required by law to be considered at a shareholders' meeting and is regularly included as an agenda item by the company.
- matter that the company has already completed.

2.2. Nominating the qualified person to be appointed as the Director.

- (1) The shareholder must be fully qualified as criteria in item 1 hereof, shall fill out the "Form to Nominate Candidates as Directors for the Annual General Meeting of Shareholders", with other complete supplementary documents and submit it to the Company within the proposal period via the channel as specified in criteria item 3 hereunder, In this regard, such a proposal shall be received consent from the proposed candidate. In case, where several shareholders would jointly nominate candidates, each of them must fill out the "Form to Nominate Candidates as Directors for the Annual General Meeting of Shareholders", and sign their names as evidence separately. The forms should then be gathered into one set.



(2) Qualifications and prohibited characteristics of persons nominated for Directors

- Has full qualifications and is not disqualified under the Public Limited Company Act, Securities and Exchange Act, as well as any related laws, announcements, regulations, or other criteria, including the company's good corporate governance principles.
- Possesses the knowledge, abilities, and experience that will be beneficial to the company's business operations. Is honest, acts with integrity and business ethics, and has sufficient time to dedicate their knowledge, abilities, and duties to the company. Must not have any conflicts of interest with the company.
- A director can hold a directorship in no more than 5 other listed companies. The directorships in other listed companies must not be an obstacle to performing their duties as a director of this company.
- An individual who qualifies as an independent director must meet the qualifications specified in the Capital Market Supervisory Board's announcements and the criteria for independent directors as determined by the company.

3. Procedure for Consideration

3.1 Proposal of the topics to be included in the agenda

- (1) The company secretary will initially screen and verify all documents and supporting evidence before submitting them to the Executive Committee for further consideration.
- (2) The Executive Committee will consider the appropriateness and rationale of the proposal before including it on the agenda for the Board of Directors' meeting. The Board will then review the matter proposed by the shareholder.
- (3) The Board of Directors will consider the shareholder's proposal. If they deem it important or beneficial to the company, the matter will be included on the agenda for the shareholders' meeting. In the case of a rejection, the company will promptly inform the shareholder of the reasons.



3.2 Nominating the qualified person to be appointed as the Director.

- (1) The company secretary will perform an initial screening by compiling complete documents and supporting evidence from the nominees for the director selection process. This information will then be presented to the Nomination and Remuneration Committee for consideration.
- (2) The Nomination and Remuneration Committee will evaluate the qualifications, knowledge, skills, and experience of the individuals in various fields, along with their required expertise, ethics, and morals. This evaluation aims to enhance the performance of the Board of Directors, and the committee will then submit its recommendations to the Board for review.
- (3) If the Board of Directors considers the nominated individual and deems them suitable for election as a company director, the board will include the nominee's name on the agenda for the next shareholders' meeting for approval of the election.

4. Proposal period and channel

In order to facilitate shareholders, unofficial sending proposal through the Company is allowed before sending an official letter to the Board, during 12 October 2026 – 30 December 2026, through the following channels:

4.1 To informed informally

Please send all relevant documents via e-mail to: sec@asianpalmoil.com.

4.2 To formally notify

Please send the original copies of the "Nomination Form for Consideration and Election as a Company Director at the Annual General Meeting of Shareholders" and/or the "Nomination Form for Consideration and Election as a Company Director at the Annual General Meeting of Shareholders," as well as all required supporting documents. The signed documents must be sent via registered mail and postmarked by 30 December 2026 to the address below.

Company Secretary's Office

ASIAN PALM OIL PUBLIC COMPANY LIMITED

99 Moo 2, Ao Luek Tai Sub-district, Ao Luek District, Krabi Province 81110

Should you have any questions, please contact: Company Secretary Tel: 075-681355 ext. 34