

## UNIVANICH PALM OIL PUBLIC COMPANY LIMITED

### Criteria for Shareholders to propose agenda/s in the Annual General Meeting for the Year 2024

#### Objective

Univanich Palm Oil Public Company Limited (the “Company”) understands the importance of its shareholders’ rights and promotion of corporate governance with the objective that all shareholders will be treated equally, thus the Company would like to give a chance to all shareholders to be able to participate in proposing matters which they regard as important and should be included in the agendas of the Annual General Meeting of the Company, as well as, proposing candidates who are competent and possess knowledge and qualifications suitable for being considered as the Company’s directors prior to the Annual General Meeting. This is to give the Board of Directors time to consider and prepare for incorporating the agendas proposed by the shareholders into those of the Annual General meeting.

#### Criteria and procedures for proposing agendas in the Annual General Meeting

##### 1. Qualification of the Shareholders

The Shareholders who wish to propose agendas or nominate candidates to be elected as directors must possess the following qualifications:

- 1.1. Must be the shareholder/s of the Company either by one or several combined who has/have been holding shares and has/have voting rights in aggregate of not less than 5% of the total voting rights of the Company.
- 1.2. Must hold shares in the Company continuously for not less than 1 year from the date she/he holds the shares until the date on which he/she proposes the agenda item or nominates a candidate to be considered as the director.

##### 2. Conditions in proposing agendas in the Annual General Meeting

- 2.1. The shareholders must possess qualifications as specified in Criteria 1 and must propose the agenda/s or nominate candidates to be considered as the directors of the Company to be incorporated in the agenda/s of the Annual General Meeting in writing with their signatures by using the form provided by the Company on the Company’s website. In the case where there is more than one shareholder, all shareholders must fill in **the Agenda Proposal Form for Annual General Meeting for the year**. so that such agendas will be incorporated in the agendas of the Annual General Meeting with their signatures and all the forms must be sent together in one package.

- 2.2 The shareholder wishing to propose an agenda must indicate his/her name, contact address, phone number and number of shares held as of the proposing date, as well as other details.
- 2.3 Shareholder who fails to indicate his/her true and correct name in the **Agenda Proposal Form for Annual General Meeting for the year**, the Company reserves the right not to consider his/her proposed agenda item/s.
- 2.4 The Company reserves the right to refuse to include the following matters in the agenda/s of the meeting:
- (1) Matter which is in contrary to the laws, rules and regulations, whether of the government authorities or regulatory bodies or contradictory to the objectives, Articles of Association or resolutions of the shareholders and are outside the authority of the Company.
  - (2) Matter which had been submitted to the shareholders' meeting for its consideration within the past twelve months and received the supporting votes of less than 10% of the total number of the voting rights in the Company, especially when the facts pertaining in the resubmission has not significantly changed from that of the previous shareholders' meeting.
  - (3) Matter which is unlikely to benefit any person or group of persons.
  - (4) Matter which relates to the Board of Directors' authority to manage the Company.
  - (5) Matter submitted by the shareholders which is incomplete or untrue.
  - (6) Matter submitted by the shareholder who does not possess the required qualifications as stipulated by the Company.
  - (7) Other matters which the Board of Directors considers as unnecessary to be included in the agenda/s.
  - (8) Any other matters specified in the notifications of the Capital Market Supervisory Board.
- 2.5 Those who have been nominated as the directors of the Company must possess the following qualifications:
- (1) Must not be prohibited persons as stipulated in the Public Limited Company Act B.E. 2535 (1992) and Securities and Exchange Act B.E. 2535 (1992).
  - (2) Must not possess prohibiting qualifications as per the rules and regulations set by the Stock Exchange of Thailand or the Securities and Exchange Commission, as well as, the Capital Market Supervisory Board.
  - (3) Those being nominated as the directors must send confirmation letters to the Company within **31 December 2023**. Once all documents have been received, the Company shall propose to the Nomination and Compensation Committee for consideration.
- 2.6 The Company reserves the right not to consider matters proposed by the shareholders in various agendas.

### 3. Agendas which can be proposed:

#### Part 1 General Matters

Indicate agenda matters together with details and remarks

#### Part 2 Agenda to propose a candidate to be considered as the director of the Company

1. Specify details of the person being nominated as the director of the Company as per the required form.
2. Person being nominated as the director of the Company must possess all qualifications and must not be a prohibited person under the rules set by:
  - The Securities and Exchange Commission and Capital Market Supervisory Board
  - Stock Exchange of Thailand
  - Public Limited Company Act B.E. 2535 (1992)
  - Securities and Exchange Act B.E. 2535 (1992)
  - Articles of Association of the Company

### 4. Procedures for submitting the Agenda Proposal Form for the Annual General Meeting for the year and supporting evidence

4.1 The shareholders must send the signed original **Agenda Proposal Form for the Annual General Meeting for the year** with the following supporting evidence for consideration:

- 4.1.1 Certified true copies of the documents evidencing the shareholdings of all the shareholders who proposed the agenda/s together i.e. certification letter from the securities companies or document issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd. or the custodian showing the shareholdings or copies of the share certificates.
- 4.1.2 Documents evidencing all shareholders who proposed the agenda/s together i.e.
  - a. Individuals: Certified true copies of the identification cards or passports (in the case of non-residents) signed.
  - b. Juristic entities: Certified true copies of the Company's Affidavit issued not more than 1 Month and identification cards or passports (in the case of non-residents) of the authorized directors who signed the form.
- 4.1.3 Letter of consent of the person being nominated as the director of the Company as per the form provided by the Company on the Company's website and relevant documents e.g. evidence of education, training, working experience, shareholding (only for the agenda to propose a person to be considered as the Company's director.)

4.2 Submit complete and correct documents as per Criteria 4.1 via registered mail to the Company within **31 December 2023** to the following address:

**Attn : Company Secretary**

**Univanich Palm Oil Public Company Limited**

**258 Aoluk-Laemsak Road, Aoluk Tai Subdistrict, Aoluk District, Krabi 81110**

**5. Period for submission of the agendas**

From 1 October 2023 – 31 December 2023

**6. To include the suggested matters in the agendas of the Annual General Meeting.**

6.1 To consider including the suggested matters in the agendas of the Annual General Meeting.

The Audit Committee shall consider the suggested matters prior to proposing them to the Board of Directors for consideration as to whether such matters should be included the agendas of the Annual General Meeting. The Board of Directors shall consider those matters which only cause an impact on the Company and are beneficial to the Company's business and the Board of Directors' opinion shall be deemed final.

6.2 To consider proposing a person to be considered as the Company's director, the Nomination and Compensation Committee shall consider the qualifications of the proposed person prior to proposing to the Board of Directors whether to include such person into the agenda for appointment of directors in the Annual General Meeting and the Board of Directors' opinion shall be deemed final.

6.3 Matters approved by the Board of Directors shall be included in the meeting agendas in the Notice of the Annual General Meeting for the Year 2024, together with the Board of directors' opinion and shall be notified to the shareholders on the Company's website.

6.4 Matters which have not been approved by the Board of Directors of the Company shall be notified to the shareholders immediately, together with the reasons on the Company's website.

**Agenda Proposal Form for Annual General Meeting for the Year 2024 <sup>1</sup>**  
**Univanich Palm Oil Public Company Limited**

(Please complete the entire form)

1. Date .....

2. General Information

First – Last Name (Mr./ Mrs./ Miss) / Company .....

In case of company, please specify contact person .....

Current contact address :

No. .... Village/ Building .....

Moo ..... Soi / Lane .....

Road ..... Sub-district .....

District ..... City .....

Postal Code ..... Country .....

Telephone ..... Fax .....

Email .....

Address outside of Thailand (In case of non-residents, please also specify contact details in your country)

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3. Number of shares held in Univanich Palm Oil Public Company Limited held ..... shares

4. Proposed agenda :

4.1 General agenda

Proposed matter .....

Objective       For consideration                       For acknowledgement

Supporting details and reasons .....

.....

.....

Supporting documents attached                       No supporting documents

4.2 Agenda for proposing a candidate to be considered as the Company's director

Details of the proposed candidate:

First – last name .....

Nationality ..... Date of birth .....

Address .....

.....

Present position / Company .....

Education

Year

Institution

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Work experience (last 5 years)

Year	Position / Company / Unit
.....	.....
.....	.....
.....	.....
.....	.....

Shareholding held in Univanich Palm Oil Public Company Limited

- None       Yes; number of shares held : ..... shares  
(including related persons viz spouses and child/children who  
has/have not reached his/her/their legal age)

5. Documents which shareholders must attach to the Agenda Proposal Form of a candidate to be proposed for consideration as the Company's director.

5.1 Evidence of shareholding such as certification letter of number of shares held issued by securities companies or other evidence issued by the Thailand Security Depository Co., Ltd. or the Stock Exchange of Thailand or the custodian showing number of shares held, or copy of share certificate, certified true copies by such shareholders

- Documents attached       No documents

5.2 Shareholders' identification documents from every shareholders who proposed a candidate to be considered as the Company's director including:

- Individuals: Copy of valid identification card / passport (in case of non-residents), certified true copy
- Juristic persons: Copy of the Company's Affidavit issued not more than one month by Department of Business Development, Ministry of Commerce or other related agencies, and copies of valid identification card or passport (in case of non-residents) of the authorized directors who affixed their signatures on this Form and certified true copies by such authorized directors.

- Documents attached       No documents

5.3 Consent form of the candidate who is going to be considered for the position of the Company's director and related documents including but not limited to evidence of education, training, work experience, and shareholding evidence.

- Documents attached       No documents

6. Representation and Warranty

I hereby certify that the above information and supporting documents enclosed herewith are correct complete and true in all respects. I hereby give my permission to the Company to disclose such information and supporting documents to be used as evidence. Hence, I hereby affix my signature below:

..... Shareholder's Signature  
( ..... )

**Consent Form <sup>2</sup>**

I, Mr./Mrs./Miss ..... who is a candidate proposed to be considered for the position of the Company's director by ..... ("the Shareholders"), hereby consent to the Shareholders' proposal, and hereby agree to accept the position of the Company's director should I get elected in the Annual General Meeting.

I hereby certify that my qualifications and details as specified by the Shareholders, including all supporting documents enclosed herewith are correct, complete and true in all respects. I also hereby certify that I possess the required qualifications and do not possess the prohibiting qualifications as a director pursuant to the Securities and Exchange Act 1992, the Public Limited Company Act 1992, publications, rules and regulations issued in accordance with the said laws, as well as, the Company's Articles of Association.

..... Proposed Candidate's Signature  
( ..... )  
Date .....