

(English Translation)

Criteria for Shareholders to propose agenda for the 2024 Annual General Meeting of Shareholders and nominate a person to be elected as a Director in advance of B.Grimm Power Public Company Limited

B.Grimm Power Public Company Limited (“B.Grimm Power”) recognizes the importance of the principles of Good Corporate Governance and encourages shareholders’ participation for fair and equitable treatment of shareholders’ right, B.Grimm Power, therefore, provides opportunity to all shareholders to propose agenda for the Annual General Meeting of Shareholders for the year 2024 (“Agenda”) and/or to nominate a person to be elected as a Director in advance under the criteria and conditions set forth by B.Grimm Power as follows;

Clause 1 Shareholder’s qualifications

Shareholders who wish to propose an Agenda and/or nominate a person to be elected as a Director must possess the following qualification;

1.1 Being a shareholder of B.Grimm Power, either single or multiple shareholders at the date of proposing agenda or director nominee.

1.2 Holding not less than 5 percent of total issued shares of B.Grimm Power

Clause 2 Proposal of Agendas

The Proposal that will not be included as Agenda

- (1) Matters which contradict the laws, notifications, rules and regulations of government agencies or any B.Grimm Power’s regulators, or are inconsistent with B.Grimm Power’s Objectives, Articles of Association, shareholders’ resolutions or Corporate Governance Policy.
- (2) Matters which are beneficial to only a particular person or groups of persons.
- (3) Matters which are in the scope of management authority of the Board of Directors, except those that may cause significant damage to B.Grimm Power and/or shareholders as a whole.
- (4) Matters related to the normal operation of the business of B.Grimm Power, of which the information raised by the shareholder does not contain a reasonable cause of doubt regarding the abnormal nature of the said matter.
- (5) Matters which are already implemented by B.Grimm Power.
- (6) Matters which are beyond B.Grimm Power’s authority to implement.

- (7) Matters which have already been proposed to the shareholders' meeting within the past 12 months and received votes of approval of less than 10 percent of all voting rights of B.Grimm Power and the facts of the said matter have not been significantly changed from the facts provided in the previous meeting.
- (8) Matters provided by the shareholders are incomplete or incorrect, unable to be contacted, or not proposed by the due date as specified by B.Grimm Power.
- (9) Matters proposed by an unqualified shareholder as set forth in Clause 1.

Clause 3 Nomination of a person to be elected as a Director

Qualifications of a nominated person

The person nominated to be elected as a Director shall possess the following qualifications:

- (1) Qualified and does not possess the prohibited characteristics according to the applicable laws or rules;
 - The Public Limited Companies Act B.E. 2535 (1992)
 - The Securities and Exchange Act B.E. 2535 (1992)
 - The Notification of Capital Market Supervisory Board
 - Rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand
 - Articles of Association of B.Grimm Power
 - Corporate Governance Policy and Code of Conduct of B.Grimm Power
- (2) Be a person of knowledge, integrity, and business ethics and able to dedicate adequate time as well as able to contribute his or her knowledge and ability to perform duties for B.Grimm Power.
- (3) An independent director shall possess qualifications as specified in the Notification of Capital Market Supervisory Board and Regulation and Notifications of the Stock Exchange of Thailand and Definition of "Independent Director" as set forth by B.Grimm Power.

Clause 4 Procedures for consideration

4.1 Proposal of the Agenda

- (1) Qualified shareholder shall complete a letter proposing an agenda to the Board of Directors through the "Proposed Agenda Form for Annual General Meeting of Shareholders (Form A)" as provided in the documents attached herewith with the signature affixed as evidence and submit to B.Grimm Power together with evidences as specified in Form A. One Form A is used for one proposed agenda.

In case a group of shareholders propose an agenda to the Board of Directors, every shareholder shall complete Form A with the signature affixed as evidence and collect together to submit as one set.

- (2) The Company Secretary shall initially review the proposals before submitting them to the Board of Directors to consider. Should the proposal not pass the initial screening due to a lack of shareholder's qualifications as set forth in Clause 1 or the ineligible matters as set forth in Clause 2, B.Grimm Power shall inform the shareholder(s) in due course.
- (3) Matters concurred by the Board of Directors shall be included as the agenda with reference of proposed shareholders in the invitation letter to the Annual General Meeting of Shareholders, together with the Board of Directors' opinion.

4.2 Nomination of person to be elected as Director

- (1) Qualified shareholder shall complete a letter nominating a person to be elected as a director to the Board of Directors by using the "Director Nomination Form (Form B)" as provided in the documents attached herewith with the signature affixed as evidence and submit to B.Grimm Power together with evidences as specified in Form B. Form B will be used for one nominated person.

In case a group of shareholders nominate a person to be elected as a Director to the Board of Directors, all shareholders shall complete Form B with the signature affixed as evidence and collect together to submit as one set.

- (2) The Company Secretary shall initially review the nominations, and then the Nomination and Compensation Committee shall be responsible for the consideration of the suitability of the nominated person before proposing to the Board of Directors for consideration. Should the nominated person not passed the initial screening due to lack of qualification or of prohibited characteristic as set forth in Clause 3 or due to lack of shareholder's qualifications as set forth in Clause 1, B.Grimm Power shall inform the shareholder(s) in due course.
- (3) The name of the person nominated by shareholder concurred by the Board of Directors shall be included in the agenda in the invitation letter to the Annual General Meeting of Shareholders, together with the Board of Directors' opinion.

For the agenda and director nominee not concurred by the Board, the Company shall notify the shareholders in the meeting.