

## Criteria and Procedures for Proposing Agenda for AGM 2024

### **1. Objective**

Consistent with Royal Plus Public Company Limited ( the “ Company ” ) ’ s Good Corporate Governance practice based on Ethics and Transparency for shareholders and stakeholders to receive appropriate, fair, and sustainable ensuring that all shareholders receive equitable treatment, eligible shareholders are invited to nominate qualified candidates for Director election, according to the criteria and procedure of the company.

### **2. Shareholder Eligibility Criteria for Submissions**

Shareholders who wish to propose director nominations must be qualified in accordance with the criteria as follows:

2.1 Being a holder or a group of the Company’s common share (PLUS)

2.2 Minimum number of shares being held:

2.2.1 Holding minimum shares at least 0.2% of the saleable shares of the Company and continuously held those shares for at least one year to the date of the submission or

2.2.2 Holding minimum shares at least 5% of the saleable shares of the Company

### **3. Proposal of Agenda Item(s)**

3.1 The Proposal the will not be included in the AGM agenda

(1) A proposal the defined in the Section 89/28 of the Securities and Exchange Law B.E.2535 and the Notification of Capital Market Supervisory Board.

(2) A proposal the violates to the law, rules, regulations of government agencies or other governing agencies or does not comply with the objective, the article of association, the shareholders’ resolution, and the good corporate governance practice of the Company.

(3) A proposal that is beneficial for specific person or a group people.

(4) A proposal that is under power and authority of the Board of Directors unless it causes the significant effect on shareholders

(5) A proposal that is already brought to the Company’s operation.

(6) A proposal that is incomplete, inaccurate, submitted after the deadline or a proposal that the Company is unable to contact the shareholders submitting the proposal

(7) A Proposal that is proposed by shareholders who are not fully qualified in accordance with the Company provision.

### 3.2 Consideration Procedure

(1) Eligible Shareholders according to topic no.2 must propose the Agenda Item to The Board of Directors by using the Attached Proposal Form or the proposal may be submit unofficially via facsimile at 2416 0219 or through The Secretary to The Board of Directors Office email Address at [plussecretary@royalplus.co.th](mailto:plussecretary@royalplus.co.th) before sending the original form and documents to the Board of Directors.

In addition, Eligible Shareholders must complete and sign the attached Agenda ITEM Proposal Form, and together submit along with evidence of ownership of all shares' held satisfied in no.2.2 and 2.3, i.e. certificates of shares held issued by a registered securities company, or other certificated documents issued by the Thailand Securities Depository Company Limited or the Stock Exchange of Thailand, and any support documents which will be beneficial to consideration process (if any). All of documents should be reached the Company within December 31, 2023 marked to the attention of:

The Company Secretary  
Royal Plus Public Company Limited  
84/3-7 Rama 2 Road, Soi 69  
Samae Dam, Bang Khun Thian, Bangkok 10150

(2) Where a group of shareholders who satisfied the criteria in no.2 collectively submit a joint agenda proposal, One shareholder must complete and sign Agenda Item Proposal Form, while the rest of shareholders must separately complete part 1 and 2 of the Agenda Item Proposal Form and sign the Form, and then together submit the completed Agenda Item Proposal Form and support documents (if any).

(3) Where shareholder or a group of shareholders who satisfied the criteria in no.2 would like to propose multiple agenda items, separate forms must be used for each agenda item proposal along with each associated support documents.

(4) The proposal approved and selected by the Board of Directors will be included as the agenda item in the Notice of AGM including the Board of Directors opinion. If a proposal is turned down, the Company will inform the reason for the refusal in the AGM.



**Agenda Item Proposal**

(1) I am (Mr./Mrs./Miss) ....., being the common shareholder of Royal Plus Public Company Limited, holding ..... shares, residing at.....Road..... Sub-District..... District.....Province.....Mobile Phone Number..... Home/Office Phone.....E-mail Address (if any) .....

(2) I wish to propose agenda item for 2024 Annual General Meeting of Shareholders. Subject  
.....  
.....

(3) Proposal of consideration .....  
.....  
..... and additionally support documents (if any) have been enclosed and certified as a true copy at every page, .....pages in total.

By my signature below, I hereby certify that the information provided in this forms, shares’ held evidence and support documents are correct.

..... Shareholder’s Signature  
(.....)  
Date.....

- Remark** The shareholders must enclose the personal documents with Agenda Item Proposal Form as follows:
1. Evidence of shareholding, i. e. certificates of shares’ held issued by a registered securities company or other certificate documents issued by the Thailand securities Depository Company Limited or the Stock Exchange of Thailand.
  2. Personal documents i. e. in case the shareholder is a person, he/she must enclose a copy of identification card or passport (In the case of a non-Thai national). Where a shareholder is a registered business, he/she must enclose a copy of certificate of commercial registration, certified true copy of the authorized director, who has signed this form, identification cards or passports (in the case of a non-Thai national.)
  3. Shareholders can send agenda Item Proposal Form unofficially via facsimile at 0 2416 0219 or through the Company Secretary email address at [plussecretary@royalplus.co.th](mailto:plussecretary@royalplus.co.th) before sending the original form to the Company.”
  4. The original agenda Item Proposal Form must be reached the Company within December 31, 2023 in order to allow the Board of Directors to consider in accordance with the criteria and propose to the AGM 2024.