

Proposals of the meeting agenda and the nominees to be elected as directors in advance
for the 2023 Annual General Meeting of Shareholders of the Company

1. Objective

With respect to the right of shareholders to propose the agenda and nominate persons to be considered for election as TKN directors in advance of the Annual General Meeting of Shareholders, which is a part of the Principles of Good Corporate Governance to ensure that all shareholders are fairly and equitably treated, Taokaenoi Food & Marketing Public Company Limited (“TKN” or the “Company”) has set up the criteria for shareholders to propose the agenda and nominate the directors in advance. It demonstrates clear guidelines to ensure that all the agenda items are genuinely beneficial to the Company and the Director nominees are suitably qualified.

2. Proposal of the Meeting Agenda

- 2.1 Shareholders wishing to propose the agenda must be shareholders of the Company on the date they propose the agenda who hold shares and have the right to vote amounting to not less than 5 percent of the total number of voting rights of the Company, which can be either owned by one shareholder or combined shareholders.
- 2.2 Shareholders who are qualified as specified in 2.1 must complete the “Agenda Proposal Form for the 2023 Annual General Meeting of Shareholders of TKN” 1 form per 1 proposed matter and submit the required documents and evidence to the investor relations officer's e-mail address at “ir@taokaenoi.co.th” from December 1, 2022 until January 31, 2023.

If many shareholders have combined to propose the agenda, each of them must complete the “Agenda Proposal Form for the 2023 Annual General Meeting of shareholders of TKN” and sign their names as evidence and consolidate all the forms into one set.

The company secretary will preliminarily consider and review such form. If it appears that shareholders have provided insufficient information, the company secretary will notify them. The shareholders must have completed it before submitting the proposed matter to the Board of Directors to determine whether the proposed matter should be included to the agenda of the Annual General Meeting of Shareholders. In addition, the shareholders shall send the completed information to the company secretary within the timeframe stated in Clause 2.2 first paragraph.

- 2.3 Details of the Agenda Proposals that will not be accepted:
- 2.3.1 Matters defined in Section 89/28, Paragraph 2 of the Securities and Exchange Act B.E. 2535 (as amended*)
- 2.3.2 Matters that violate the laws, rules, regulations of government agencies and other governing agencies or that do not comply with the objectives, the Articles of Association, the Shareholders’ resolutions and the Good Corporate Governance of the Company

- 2.3.3 Matters that the Company has already implemented
- 2.3.4 Matters proposed by shareholder who fill in incomplete or incorrect information or are unable to be contacted or do not follow the guidelines required by the Company.
- 2.3.5 Matters proposed for personal benefits or special benefits for a particular group of persons
- 2.4 The Board of Directors will consider whether the proposed matter should be included to the agenda of the Annual General Meeting of Shareholders, and the proposed matter must not be the Agenda Proposals that will not be accepted, as stated in Clause 2.3, unless the Board of Directors determines differently. It was deemed that the Board of Directors' determination is final.
- 2.5 In the case that the Board of Directors approves the proposed matters, the Company will include those matters in the meeting agenda marked as “agenda from shareholders” in the notice to shareholders.
- 2.6 In the case that the Board of Directors rejects the proposed matters, the Board of Directors will notify the shareholders to acknowledge the reason via the Company's website, as well as disclose such matter via the website of the Stock of Exchange. Furthermore, the Company will inform those matters for acknowledgement and provide reason at the Annual General Meeting of Shareholders.

3. The Nomination of the Directors

- 3.1 Shareholders wishing to nominate a director must be the shareholders of the Company on the date of nominating the director, who hold shares and have the right to vote amounting to not less than five percent of the total number of voting rights of the Company, which can be either owned by one shareholder or combined shareholders.
- 3.2 Shareholders who are qualified as specified in 3.1 must complete the “Director Nomination Form for the 2023 Annual General Meeting of Shareholders of TKN” 1 form per 1 director nominee and submit the required documents and evidence to investor relations officer's e-mail address at “ir@taokaenoi.co.th” from December 1, 2022 until January 31, 2023.

If many shareholders have combined to propose the agenda, each of them must complete the “Director Nomination Form for the 2023 Annual General Meeting of Shareholders of TKN” and sign their names as evidence and consolidate all the forms into one set.

The company secretary will preliminarily consider and review such form. If it appears that shareholders have provided insufficient information, the company secretary will notify them. The shareholders must have completed it before submitting the proposed matter to the Nomination and Remuneration Committee to consider and provide their opinion to the Board of Directors. In addition, the shareholders shall send the completed information to the company secretary within the timeframe stated in Clause 3.2 first paragraph.

- 3.3 The director nominee must possess key qualifications and must not possess prohibited qualifications as follows:
- 3.3.1 Having the qualifications and not possessing prohibited qualifications according to the Public Companies Act, the Securities and Exchange Act, and the Good Corporate Governance of the Company including rules, policies as well as code of conduct and business ethics of the Company
 - 3.3.2 Having knowledge and skills in areas that are significantly beneficial to the Company
 - 3.3.3 Serving as directors of not more than 5 listed companies, (including TKN).
- 3.4 If the director nominee meet all of qualifications according to the criteria stated in Clause 3.3, the Nomination and Remuneration Committee will consider and provide their opinion to the Board of Directors for consideration in accordance with the Company's nomination process for directors outlined above unless the Board of Directors determines differently. It was deemed that the Board of Directors' determination is final.
- 3.5 The director nominee approved by the Board of Director will be included to the director nominee to be elected as the Company's directors and will be marked as "proposed by shareholders" in the notice to shareholders.
- 3.6 In the case that the Board of Directors rejects the director nominee, the Board of Directors will notify the shareholders to acknowledge the reason via the Company's website, as well as disclose such matter via the website of the Stock of Exchange. Furthermore, the Company will inform those matters for acknowledgement and provide reason at the Annual General Meeting of Shareholders.

* Matters defined in Section 89/28, Paragraph 2 of the Securities and Exchange Act (No.4) B.E. 2551 are as follows:

- (1) The proposal does not comply with rules as specified in the first paragraph (A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the Company); is/are entitled to request the board of directors to include a written proposal as an agenda item of the Shareholders meeting. The proposal shall indicate whether it is a matter proposed for information, for approval or for consideration, as the case may be, including details of the proposed matter for the annual ordinary general meeting, provided that it shall comply with the rules as specified by the notification of the Capital Market Supervisory Board.
- (2) The proposal is relevant to the ordinary business operation and the facts given by the shareholder do not indicate any reasonable grounds to suspect the irregularity of such matter;
- (3) The proposal is beyond the company's power to produce the proposed result;
- (4) The proposal was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the facts pertaining in the resubmission have significantly changed from those of the previous shareholders' meeting;
- (5) Any other cases as specified in the notification of the Capital Market Supervisory Board



The Meeting Agenda Proposal Form
for the 2023 Annual General Meeting of Shareholders of TKN

I am (Mr./ Mrs./ Ms.), a shareholder of Taokaenoi Food and Marketing Public Company Limited, holding.....common shares, residing atRoad Sub-District.....District.....Province..... Telephone Number.....Fax Number.....E-mail address (if any).....

I would like to propose the following agenda item for the Annual General Meeting of Shareholders:

Proposed Matter:

Objective: [] For consideration [] For acknowledgement

Reasons and details:
.....
.....And have documents supporting the above proposal which consist of pages in total.

I certify that all information in this Form, the evidence of shares held and other supporting documents are correct. I agree that the Company may disclose such information and evidence. I hereby affix my signature as evidence below.

Signed by Shareholder

(.....)

Date

Remarks: A Shareholder must enclose the following evidence:

1. Evidence of shares held as at the nomination date, such as certified true copy of the share certificate or the certificate of shares held by a Security Company or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
2. If a shareholder is a juristic person, a copy of the company's affidavit and copies of identification cards/passports (in the case of non-Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. If a shareholder is an individual, a certified true copy of their identification card/ passport (in the case of non-Thai nationality) must be enclosed.
4. If a shareholder has had his/her title, name or surname changed, a copy of the evidence of those changes must be enclosed and certified true copy.

In the case of proposing more than one agenda item, the shareholder can use a copy of this Form and fill in all information and affix the shareholder's signature.

* Please cover the blood type and religion information on the copy of the ID card and certify such copy. As the Company does not process the blood type and religion information that appears on your ID card. The Company will cover the blood type and religion information on the copy of the ID card if you do not do so.



Director Nomination Form
for the 2023 Annual General Meeting of Shareholders of TKN

I am (Mr./ Mrs./ Ms.), a shareholder of Taokaenoi Food and Marketing Public Company Limited, holding.....common shares, residing atRoad Sub-District.....District.....Province..... Telephone Number.....Fax Number.....E-mail address (if any).....

I would like to nominate (Mr./ Mrs./ Ms.) to be a director of Taokaenoi Food & Marketing Public Company Limited and the said director nominee has given their consent to my nomination. I certify that all information in this Form, the evidence of shares held and other supporting documents are correct. I agree that the Company may disclose such information and evidence. I hereby affix my signature as evidence below.

Signed by Shareholder

(.....)

Date

Remarks: A Shareholder must enclose the following evidence:

1. Evidence of shares held as at the nomination date, such as certified true copy of the share certificate or the certificate of shares held by a Security Company or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
2. If a shareholder is a juristic person, a copy of the company's affidavit and copy of identification cards/passports (in the case of non-Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. If a shareholder is an individual, a certified true copy of their identification card/ passport (in the case of non-Thai nationality) must be enclosed.
4. If shareholder has had his/her title, name or surname changed, a copy of the evidence of those changes must be enclosed and certified true copy.
5. Resume of the director nominee, which shall include personal background, education, work experience, skills/ professional areas of expertise, list of companies he/she has participated in the management of on the board, number of shares held in the Company, conflicts of interest with the Company and its subsidiaries/ affiliates of the Company or juristic persons which may have conflict of interest (if any), contact address and other information considered suitable to be proposed to the Board for consideration including a consent letter of the director nominee if he or she has been selected.

* Please cover the blood type and religion information on the copy of the ID card and certify such copy. As the Company does not process the blood type and religion information that appears on your ID card. The Company will cover the blood type and religion information on the copy of the ID card if you do not do so.



Consent Form to the processing on personal data

I am (Mr./ Mrs./ Ms.), a shareholder of Taokaenoi Food and Marketing Public Company Limited, holding.....common shares, hereby consent to the Company to collect, use and disclose my personal information, i.e. name, surname and number of the holding shares of the Company and the ratio of the number of holding shares to the total voting rights in order to prepare minutes and documents related to the Annual General Meeting of Shareholders of the Company including the mention of my personal data in the minutes and documents which are publicly available.

Signed by Shareholder

(.....)

Date



Consent Form to Nominate as the nominee to be elected as a Company Director

I am (Mr./ Mrs./ Ms.), which is nominated to be elected as the Taokaenoi Food & Marketing Public Company Limited (the “Company”)’s director by (the “Shareholders”), hereby consent to the Shareholders’ proposal to be elected as the Company’s director, and hereby agree to accept the position of Company’s director, if elected in the Annual General Meeting.

I hereby certify that my qualifications and details as specified by the Shareholders, including all supporting documents enclosed with this form are correct, complete and true. I also hereby certify that I possess the required qualifications and do not possess the prohibiting qualifications in accordance with Securities and Exchange Act, rules and regulations for companies with securities listed on the Stock Exchange of Thailand, Public Company Act and the Company’s articles of association. In addition, I hereby to consent to the Company to collect, use and disclose my personal information specify in supporting documents enclosed with this form. As evidence, I hereby sign the consent form.

Signed by Shareholder

(.....)

Date