



Rules Regarding Proposals of the Meeting Agenda and the Director Nominees in Advance
for the 2025 Annual General Meeting of Shareholders of TKN

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 five 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 meet the qualifications outlined in 2.1 must complete the "TKN AGM Agenda Proposal Form" for each matter they wish to propose, along with the required supporting documents. These should be sent to Investor Relations via email at ir@taokaenoi.co.th from November 1, 2024, until December 30, 2024.

In the case of a group of shareholders jointly proposing an agenda, each shareholder must complete and sign the "TKN AGM Agenda Proposal Form" as evidence, and all forms should be submitted together as one set.

The company secretary will conduct an initial review. If it is found that the shareholders have provided incomplete information, the company secretary will notify the shareholders. Shareholders must correct and complete the information before it is presented to the board of directors for consideration of its appropriateness to be included in the AGM agenda.

Any corrections must be submitted to the company secretary within the timeline specified in the first paragraph of 2.2.

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สำนักงาน : 337 ถนนอนุศักดิ์สิทธิ์ ตำบลบางพูด อำเภอปากเกร็ด นนทบุรี 11120
เมืองทองธานี โทร. 0 2984 0666 แฟกซ์: 0 2984 0118
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โรงงานพวงศี่ : 12/1 หมู่4 ตำบลหน้าไม้ อำเภอลาดหลุมแก้ว ปทุมธานี 12140

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- 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 the appropriateness of the matter to be included in the Annual General Meeting (AGM) agenda. The proposed matter must not fall under the categories specified in 2.3 that will not be considered for inclusion unless the board decides otherwise. The decision of the board of directors is considered final.
- 2.5 Matters approved by the board of directors will be included in the AGM agenda, and the meeting notice will state that these items are proposed by shareholders.
- 2.6 For matters that are not approved by the board of directors, the board will inform the shareholders with reasons via the company's website, and the information will also be disclosed through an announcement on the Stock Exchange of Thailand's website. The company will notify shareholders of the matter and the reasons again during the AGM for acknowledgment.

3. The Nomination of the Directors

- 3.1 Shareholders who wish to nominate a person for consideration as a company director must be either a single shareholder or a group of shareholders holding TKN shares as of the date of the nomination, and must collectively possess voting rights of no less than 5% of the total voting rights of the company.

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3.2 Shareholders who meet the qualifications outlined in 3.1 must complete the "TKN Director Nomination Form" for each individual they wish to nominate, along with the required supporting documents, and submit them to Investor Relations at the email address ir@taokaenoi.co.th from November 1, 2024, until December 30, 2024.

In the case of multiple shareholders jointly nominating a candidate, each shareholder must complete the "TKN Director Nomination Form" and sign it as evidence, and all forms must be submitted together as one set.

The company secretary will conduct an initial review. If it is found that the shareholders have provided incomplete information, the company secretary will notify them. Shareholders must rectify and complete the information before it is presented to the Nomination and Remuneration Committee for consideration and recommendation to the board of directors.

Any corrections must be submitted to the company secretary within the timeframe specified in the first paragraph of 3.2.

3.3 Individuals nominated for the position of director must have the qualifications and not possess any prohibited characteristics as follows:

3.3.1 They must possess qualifications and not have any disqualifying characteristics as defined by the Public Company Limited Act, the Securities and Exchange Act, and good corporate governance regulations, policies, and business ethics of the company.

3.3.2 They must have knowledge and skills that are significantly beneficial to the company's business.

3.3.3 They must hold directorships in no more than five listed companies (including TKN).

3.4 If the nominated individual meets the qualifications outlined in 3.3, the Nomination and Remuneration Committee will consider and provide recommendations to the board of directors in accordance with the company's nomination procedures, unless the board decides otherwise. The decision of the board of directors shall be final.

3.5 Individuals approved by the board of directors will be included in the agenda for the election of company directors, and the meeting notice will state that these nominees were proposed by shareholders along with the board's opinions.

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- 3.6 Individuals who are not approved by the board of directors will be notified, along with the reasons, via the company's website. This information will also be disclosed through announcements on the Stock Exchange of Thailand's website. The company will additionally notify shareholders of the matter and explain the reasons during the Annual General Meeting.

* 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.

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The Meeting Agenda Proposal Form
for the 2025 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 at Road 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 the shareholder is a legal entity, a certified copy of the corporate registration certificate must be attached, along with a certified copy of the authorized director's identification card or passport (in case of a foreigner) who signs the form.
3. If the shareholder is an individual, a certified copy of the identification card or passport (in case of a foreigner) must be attached.
4. If the shareholder has changed their title, first name, or surname, a certified copy of the relevant document evidencing the change must be attached.

For proposals of more than one agenda item, a separate copy of this form must be used, with all necessary information filled out and signed.

*Kindly redact the blood type and religion information** on the copy of your identification card and affix your signature over the redacted sections, as the company does not process blood type and religion data displayed on your ID card. Should you fail to do so, the company will redact the blood type and religion information on your behalf.*

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Director Nomination Form

for the 2025 Annual General Meeting of Shareholders of TKN

1. I (Mr. / Mrs. / Ms. / Others),..... am a shareholder Taokaenoi Food & Marketing Public Company Limited holding.....shares.

Contact address:

.....
.....

Mobile phone numberHome/Office phone number

Fax number E-mail address (if any)

2. I wish to nominate the qualified person to be a director of Taokaenoi Food & Marketing Public Company Limited in which such nominated person's profile shown as follow:

(1) First - Last name: Mr. / Mrs. / Miss /

Others.....

(2) Date of Birth Age years, Nationality.....

(3) Contact address:

.....
.....

(4) Status Single Married Divorced/Widowed

Name of spouse

Having children as follows:

..... Age years

..... Age years

..... Age years

(5) Holding the shares in Taokaenoi Food & Marketing Public Company Limited as of

(the date of nomination) The nominated person holding shares.

The spouse and non sui juris children holding shares.

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(6) Education

Institution	Degree/ Major	Year of graduation
.....
.....
.....
.....
.....
.....
.....
.....

(7) Work experience (until present)

Place of work	Position	Period
.....
.....
.....
.....
.....
.....
.....
.....

(8) The nominee including his/her spouse and non sui juris children who hold the shares in the Ordinary Partnership, Limited Partnership, Limited Company, Public Company or the juristic person in accordance with Section 246 and 247 of the Securities and Exchange Act have been authorized as a representative of such juristic person.

Name	Business type	Position	No. of Share
.....
.....
.....
.....
.....
.....
.....
.....

I hereby certify that all information and evidences attached hereto are complete and accurate.

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Sign..... Shareholder

(.....)

Date

3. I (Mr. / Mrs. / Miss / Others) have been nominated to be the Company's director of Taokaenoi Food & Marketing Public Company Limited and hereby certify that I possess all qualification as required by the Company. I accept and acknowledge this nomination.

Sign Nominee

(.....)

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 the shareholder is a legal entity, a certified copy of the corporate registration certificate must be attached, along with a certified copy of the authorized director's identification card or passport (in case of a foreigner) who signs the form.
3. If the shareholder is an individual, a certified copy of the identification card or passport (in case of a foreigner) must be attached.
4. If the shareholder has changed their title, first name, or surname, a certified copy of the relevant document evidencing the change must be attached.
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.

*Kindly redact the blood type and religion information** on the copy of your identification card and affix your signature over the redacted sections, as the company does not process blood type and religion data displayed on your ID card. Should you fail to do so, the company will redact the blood type and religion information on your behalf.*

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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

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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

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