

**Criteria for shareholders to propose agenda and to nominate the candidates
to be elected as directors for the 2024 Annual General Meeting of Shareholders
of Beryl 8 Plus Public Company Limited**

Objective

Beryl 8 Plus Public Company Limited (the "Company") recognizes the importance of rights and equitable treatment of all shareholders in compliance with corporate governance principles, the Company therefore provides opportunities for the shareholders to propose the matters which they deem that it will be beneficial to the Company for the Board of Directors consideration to include such matters in the agendas of the Annual General Meeting of Shareholders, and to nominate qualified persons to be elected as directors. The criteria are as follows:

1. Qualification of shareholders

Shareholders eligible to propose the agenda and nominate candidates for the company's directors must hold the following qualifications.

1.1 Being the Company's shareholder on the date of proposing AGM agenda and/or on the date of the director nomination, which can be either one shareholder or combined shareholders.

1.2 Being the Company's shareholder who holds a minimum share of at least 5 percent of the total shares with voting rights.

2. The proposal of matters to be included in the agendas of the AGM

2.1 The eligible shareholder under Clause 1 is entitled to propose the matters to be included in the agendas of the AGM. The shareholders are required to indicate objectives and details of the issues in the proposal as well as useful information for consideration.

2.2 In order to create the effectiveness to the AGM, the Company reserves its right not to include the following matters in the meeting agenda:

- (1) A proposal that violates the relevant laws, declarations, rules and regulations of government agencies or the Company's regulators, or a proposal which is not in line with the Company's objectives, Articles of Association, resolution of the shareholders' meeting and Corporate Governance Policy.

- (2) A proposal which is related to the ordinary business operation of the Company and the fact, claimed by the shareholder, does not indicate any ground to suspect an irregularity of the matter.
- (3) A proposal which is beyond the scope of objectives or beyond the authority of the Company.
- (4) A proposal which is stipulated by law for consideration in the Shareholders' Meeting, and the Company includes it in all AGMs.
- (5) A proposal which is not useful to the Company's operation.
- (6) A proposal with incomplete or inaccurate information from the shareholder or a case of requesting for additional information but the Company cannot reach the shareholder who proposed the agenda.
- (7) A proposal which was submitted to the shareholders' meeting for consideration within the past 12 months and received supporting votes of less than 10 percent of the total shares with voting rights, and the fact in such a matter has not changed significantly, as well as a proposal carried out by the Company and duplicates with the previous matters.
- (8) The shareholders fail to comply with regulations of the Company in proposing agenda ahead of the Annual General Meeting.

3. The nomination of person to be elected as director

3.1 The eligible shareholder under Clause 1 is entitled to nominate the candidate to be elected as director. The shareholders are required to provide background details and supporting information of the candidates as well as their consents.

3.2 Director Qualifications

The nominated candidate shall possess the following qualifications:

- (1) Have integrity, knowledge of general, business code of conduct and ethics, sufficient time to dedicate their knowledge and capability to the Company.
- (2) Possess complete qualification and does not possess any of the prohibited characteristics as prescribed in the Public Limited Companies Act, the Securities and Exchange Act and other relevant laws.

- (3) Current and potential Board members should not engage in running a business similar to the Company, business that is considered competition to the Company, be a partner in ordinary partnership or a general partner of any limited partnership, or be a director of other juristic persons in an organization whose business is similar to that of the Company and considered competition to the Company, whether for the benefit of oneself or others, unless the candidate has disclosed this information at a shareholders' meeting prior to the resolution to appoint directors is announced.
- (4) Independent Directors must possess independence qualification in compliance with the rules of the Securities and Exchange Commission and the Stock Exchange of Thailand, and must be a person who can protect the interests of the shareholders equally to avoid conflict of interest. Independent Directors must be able to attend the meetings and work effectively with the entire Board of Directors, and express opinions independently.

4. The Company's consideration procedure

The Corporate Secretary shall preliminarily gather the proposed agenda to be included in the AGM and/or proposed candidates to be elected as directors, and propose to the independent directors to review before proposing to the Company's Board of Directors for consideration, and conclude the resolution to be included in the AGM agenda afterward.

In this regard, the Company reserves its rights to consider only complete forms together with adequate supplementary documents and submission under the required criteria. In case that the combined shareholders and qualified under Clause 1 proposed agenda to be included in the AGM and/or proposed candidates to be elected as directors to the Board of Directors, all combined shareholders shall sign their name along with the identity and shareholding evidence. In addition, all combined shareholders must fill out a name of a person who will be their consent. In this regard, any contacts between the Company and the consent means the ones between the Company and all signed combined shareholders.

In case that the Board of Directors agreed not to include the proposed agenda and/or the nominated candidates for directorship in the AGM, the Company will explain it to the shareholders at the AGM for acknowledgement.

5. **Submission period**

From October 1, 2023 – December 31, 2023.

6. **Supplementary documents for the agenda proposal in the Annual General Meeting and/or nomination of candidates for director election form.**

6.1 The shareholder is required to submit original form of the agenda proposal and/or nomination of director candidate form signed by the shareholder (all forms are available to download at www.beryl8.com), along with the following documents for consideration.

(1) Evidence of the Company's shareholding which covers a certificate from securities companies or additional documents from Thailand Securities Depository Co., Ltd., or the Stock Exchange of Thailand, or custodians. The shareholder is required to show the total shares or a copy of a share certificate, and all documents must be signed by the shareholder as certified true copies.

(2) Document of Identity

1) Ordinary Person: A certified true copy of an identification card or a passport (for non-resident) of the shareholder.

2) Juristic Person: A certified true copy of the affidavit issued by the Ministry of Commerce within 3 months and an identification card or a passport (for non-resident) of the authorized director.

(3) A letter of consent from the nominated candidate and certified true copies of relevant documents, including a photo, copies of educational certificates and training, working experience and evidence of the Company's shares held by the shareholder (only for nomination of candidate for director election).

6.2 Submit the documents under criteria 6.1 through registered mail or in person within **December 31, 2023** to the following address:

Corporate Secretary Department

Beryl 8 Plus Public Company Limited

No. 33/4 The 9th Tower Grand Rama 9 Building (Tower B),

19th Floor, Rama 9 Road, Huai Khwang, Bangkok 10310