

B.Grimm Power Public Company Limited

**Criteria for Shareholders to exercise the right to propose agenda
for the Company's Shareholders Meeting
and nominating a person to be elected as the Company's Director**

Clause 1 Intention

B.Grimm Power Public Company Limited (the “**Company**”) recognizes the importance of the principles of Corporate Good Governance to maintain the effective, transparent, and accountable management and to enhance the confidence of shareholders, investors, and all other parties concerned.

In order to encourage shareholders participation and the fair and equal treatment to all shareholders, the Company therefore presents an opportunity to all shareholders for a a right to propose an agenda in the Annual General Meeting of Shareholders and/or to nominate a person to be elected as a Company Director in advance under the criteria and conditions set forth by the company for the proposal of agenda and/or nomination of a person to be elected as a company director for the clear and transparent procedures and methods for consideration, which shall be beneficial to the Company and all shareholders as a whole.

Clause 2 Definition

“**Company**” refers to B.Grimm Power Public Company Limited.

“**Board of Directors**” refers to the Board of Directors of the Company.

“**Director**” refers to a director of the Company.

“**Agenda**” refers to an agenda of the Company's Shareholders Meeting.

Clause 3 Shareholder's qualifications

A shareholder may propose an agenda and/or nominate a person to be elected as a company director shall have the following qualifications:

3.1 Being a shareholder of the Company or multiple shareholders of the Company combined.

3.2 Holding not less than 5 percent of all voting rights of the Company on the date that the proposal for agenda and nominated director have been made.

Clause 4 **Proposal of Agendas**

4.1. Ineligible matters to be included in the agenda

- (1) Matters which contradict to the laws, notifications, rules and regulations of government agencies or any entity that supervises the Company, or inconsistent with the Company's Objectives, Articles of Association, shareholders' resolutions, or Corporate Good Governance Policy.
- (2) Matters which are beneficial to only a particular persons 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 the Company and/or shareholders as a whole.
- (4) Matters which related to the normal operation of the business of the Company, of which the information raised by the shareholder does not contain a reasonable cause of doubt regarding on the abnormal nature of the said matter.
- (5) Matters which are already implemented by the Company.
- (6) Matters which are beyond the Company's authority to implement.
- (7) Matters which have already 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 the company and the facts of the said matter has not been significantly changed from the facts provided in the previous meeting.
- (8) Matters which provided by the shareholders are incomplete or have an incorrect information or unable to be contacted or have not proposed by the due date as specified by the Company.
- (9) Matters which proposed by an unqualified shareholder as set forth in Clause 3.

4.2. Procedures for consideration

- (1) The qualified shareholder as set forth in Clause 3 shall prepare a letter proposing an agenda to the Board of Directors through the "Proposed Agenda Form for Annual Shareholder's Meeting (Form A)" as provided in the documents attached herewith.

In this regard, the shareholder shall submit the original of Form A, with the signature affixed as evidence together with evidence of shareholding as set forth in Clause 3.2, i.e., a certificate from a security company or other documents from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand, and additional documents to support the consideration of the Board of Directors (if any), to the Company within December 28, 2018, to allow the Board of Directors to consider the agenda in sufficient time frame. The documents can be submitted to the following addresses:

Investor Relationship Department
B.Grimm Power Public Company Limited
No. 5 Krungthepkreetha Road, Huamark, Bangkok, Bangkok 10240
(Email Address: ir@bgrimpower.com or Fax 02-3794259)

- (2) In case of a group of qualified multiple shareholders as set forth in Clause 3 propose an agenda to the Board of Directors, the first shareholder shall complete Form A with the signature affixed as evidence, and the second shareholder onward shall complete only part (1) and part (2) of Form A with all the signatures affixed as evidence, Form A and evidence of shareholding shall be collected together with additional documents (if any) of every shareholder to be submitted altogether to the Board of Directors.
- (3) In case of a qualified shareholder or multiple shareholders as set forth in Clause 3 propose more than one agenda, the shareholder shall prepare one Form A per one proposed agenda, each Form A shall be accompanied with the signature affixed as evidence in all the documents.
- (4) The Company Secretary shall initially screen the proposals before submitting to the Board of Directors to consider. Should the proposal not pass the initial screening due to lack of shareholder's qualifications as set forth in Clause 3 or the ineligible matters as set forth in Clause 4.1, the Company shall inform to the shareholders respectively.
- (5) Matters approved by the Board of Directors shall be included in the agenda written in the invitation letter to the Annual General Meeting of Shareholders, together with the Board of Directors' opinion. The Company shall promptly notify each shareholder of the matters approved and not approved by the Board of Directors after the meeting.

Clause 5 Nomination of a person to be elected as a Company Director

5.1 Qualifications of a director

The person nominated to be elected as a director shall have the following qualifications:

- (1) A company director shall have full qualifications according to the law on public companies limited and the laws in connection with the securities and the Stock Exchange, the Corporate Governance Code, as well as qualifications set forth in the Company's Article of Association.
- (2) A company director shall be a person of knowledge, integrity, business ethics and able to dedicate adequate time as well as able to contribute his or her knowledge and ability to perform the duties for the Company.
- (3) An independent director shall have qualifications as specified in the Notification of the Stock Exchange of Thailand and any future revision thereof including the Corporate Governance Code.

5.2 Procedures for consideration

- (1) The qualified shareholder as set forth in Clause 3 shall prepare 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 document attached herewith.

In this regard, the shareholder shall submit the original of Form B with the signature affixed as evidence, and submit the form with the following documents:

- (1.1) Evidence of shareholding as per items 3.2, i.e., a certificate from a security company or other documents from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand.
- (1.2) Evidence of consent from the person nominated in Form B
- (1.3) Supporting documents for the consideration of the person’s qualifications, i.e., education and curriculum vitae of the nominated person.
- (1.4) Additional documents to support the Board of Directors’ consideration (if any)

The documents and evidences shall be submitted to the Company within December 28, 2018, to allow the Board of Directors to consider the suitability of the person nominated to be elected as a Company Director in sufficient period. The documents can be submitted to the following addresses:

Investor Relationship Department

B.Grimm Power Public Company Limited

No. 5 Krungthepkreetha Road, Huamark, Bangkok, Bangkok 10240

(Email Address: ir@bgrimpower.com or Fax 02-3794259)

- (2) In case a group of qualified multiple shareholders as set forth in Clause 3 nominate a person to be elected as a Company Director to the Board of Directors, the first shareholder shall complete Form B with the signature affixed as evidence, and the second shareholder onward shall complete only part (1) and part (2) of Form B with all the signatures affixed as evidence, Form B and evidence of shareholding shall be collected together with additional documents (if any) of every shareholder to be submitted altogether to the Board of Directors.
- (3) In case a qualified shareholder or multiple shareholders as set forth in Clause 3 nominate more than one person to be elected as a Company Director, the shareholder shall prepare one Form B per one nominated person, each Form B shall be accompanied with the signature affixed as evidence in all the documents.
- (4) The Company Secretary shall initially screen the nominations, and then The Nomination and Remuneration Committee shall be responsible for the consideration of the suitability of the nominated person before proposing to the Board of Director. Should the nominated person not pass the initial screening due to lack of qualification or of prohibited characteristic as set forth in Clause 5.1, or the nominating shareholder

lacks the shareholder's qualifications as set forth in Clause 3, the Company shall inform to the shareholders respectively.

- (5) The name of the person approved by the Board of Directors shall be included in the agenda in the invitation letter to the Shareholders Meeting, together with the Board of Directors' opinion. The Company shall promptly notify the shareholder of the person to be elected as a Company Director who are approved and not approved by the Board of Directors after the meeting.