

(English Translation)

**Criteria for Shareholders to exercise the right to propose agenda for Shareholders' Meeting
and nominating a person to be elected as a Director of
B.Grimm Power Public Company Limited**

Clause 1 Intention

B.Grimm Power Public Company Limited recognises the importance of the principles of Good Corporate 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, B.Grimm Power therefore presents an opportunity to all shareholders for a right to propose an agenda in Shareholders' Meeting and/or to nominate a person to be elected as a Director in advance under the criteria and conditions set forth by B.Grimm Power for the proposal of agenda and/or nomination of a person to be elected as a Director for the clear and transparent procedures and methods for consideration, which shall be beneficial to B.Grimm Power and all shareholders as a whole.

Clause 2 Definition

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

“**Board of Directors**” refers to the Board of Directors of B.Grimm Power.

“**Director**” refers to a director of B.Grimm Power.

“**Agenda**” refers to an agenda of B.Grimm Power's Shareholders Meeting.

Clause 3 Shareholder's qualifications

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

- 3.1 Being a shareholder of B.Grimm Power or multiple shareholders of B.Grimm Power combined.
- 3.2 Holding not less than 5 percent of all voting rights of B.Grimm Power 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 B.Grimm Power, or inconsistent with B.Grimm Power's Objectives, Articles of Association, shareholders' resolutions, or Corporate Governance Policy.

- (2) Matters which are beneficial to only a particular person 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 B.Grimm Power and/or shareholders as a whole.
- (4) Matters which related to the normal operation of the business of B.Grimm Power, 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 B.Grimm Power.
- (6) Matters which are beyond B.Grimm Power’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 B.Grimm Power and the facts of the said matter have 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 B.Grimm Power.
- (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 General Meeting of Shareholders (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 securities 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 B.Grimm Power within the deadline as specified in the announcement of B.Grimm Power noticed to the Stock Exchange of Thailand, to allow the Board of Directors to consider the agenda in sufficient timeframe. The documents can be submitted to the following addresses:

B.Grimm Power Public Company Limited
Company Secretary Department
3rd Floor, Dr. Gerhard Link Building
No. 5 Krungthepkreetha Road, Huamark, Bangkapi, Bangkok 10240
Email Address: companysecretary@bgrimpower.com

- (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, B.Grimm Power shall inform the shareholder(s) as soon as possible.
- (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. B.Grimm Power 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 Director

5.1 Qualifications of a Director

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

- (1) A Director shall have full qualifications according to the law on public companies limited, the laws in connection with the securities and exchange, and the Corporate Governance Policy, as well as qualifications set forth in the Articles of Association of B.Grimm Power.
- (2) A 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 B.Grimm Power.
- (3) An independent director shall have qualifications as specified in the Notifications of the Stock Exchange of Thailand and the Securities and Exchange Commission and any future revision thereof including the Corporate Governance Policy.

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 securities 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. educational background, work experience (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 B.Grimm Power within the deadline as specified in the announcement of B.Grimm Power noticed to the Stock Exchange of Thailand, to allow the Board of Directors to consider the suitability of the person nominated to be elected as a Director in sufficient period. The documents can be submitted to the following address:

B.Grimm Power Public Company Limited
Company Secretary Department
3rd Floor, Dr. Gerhard Link Building
No. 5 Krungthepkreetha Road, Huamark, Bangkok, Bangkok 10240
Email Address: companysecretary@bgrimpower.com

- (2) In case a group of qualified multiple shareholders as set forth in Clause 3 nominate a person to be elected as a 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 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 Compensation 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, B.Grimm Power shall inform the shareholder(s) as soon as possible.
- (5) The name of the person approved by the Board of Directors shall be included in the agenda in the invitation letter to the Annual General Meeting of Shareholders, together with the Board of Directors' opinion. B.Grimm Power shall promptly notify the shareholder of the person to be elected as a Director who has been approved and not been approved by the Board of Directors after the meeting.