

Criteria for proposing the agenda of the shareholders' meeting by minority shareholders

To be in accordance with Good Corporate Governance principles and as per the Securities and Exchange Act (No. 4) BE 2551 on the rights to propose agenda for the General Shareholders Meeting, the Board of Directors agrees that shareholders be able to propose agenda for the upcoming meeting. For the Board of Directors to include the proposed agenda in the shareholders meeting, following criteria must be met:

1. Qualifications of those eligible to propose agenda

- 1.1 Must be a shareholder of the company as of the proposed date.
- 1.2 Must hold not less than 5% of the total number of shares with voting rights
- 1.3 In case of multiple shareholders, all together must hold not less than 5% of the total number of shares with voting rights they must hold shares of the Company.

2. Documents for proposing agenda items

2.1 In the case of a single shareholder

2.1.1 Natural person

- Complete and correctly filled “Agenda Proposal Form for Annual General Meeting of Shareholders 2023”
- Proof of shareholding, such as a copy of share certificate or shareholding certificate from a securities company or other documents showing shareholding rights from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- Certified true copy of ID card (passport, for a foreigner)

2.1.2 Juristic person

- Complete and correctly filled “Agenda Proposal Form for Annual General Meeting of Shareholders 2023” , signed by the authorized director and affix company seal (if any).
- Proof of shareholding, such as a copy of share certificate or shareholding certificate from a securities company or other documents showing shareholding rights from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- Certified true copy of corporate registration certificate, along with a certified true copy of the ID card (passport, for a foreigner) of the director who signed the above form.

2.2 In case of multiple shareholders combined

2.2.1 Natural person

- The supporting documents are the same as in 2.1.1.
- Use the same set of agenda proposals form and signed by all shareholders who wish to propose the agenda of the shareholders' meeting.

2.2.2 Juristic person

- The supporting documents are the same as in 2.1.2
- Use the same agenda item form signed by the authorized director or the authorized person of each juristic person who wishes to propose an agenda for the shareholders' meeting

3. Procedure for proposing agenda items

Shareholders who meet the qualification under 1 are able to propose matters to be included in the agenda by sending the documents according to item 2 to the company via registered mail within the specified time, based on the date of receipt at the originating post office to the following address:

Company Secretary
Food and Drinks Public Company Limited
15th Floor Regent House Building
183 Rajdamri Road
Lumpini, Patumwan
Bangkok 10330
Thailand

Consideration Procedures

1) Company Secretary will review and check the proposed agendas for compliance with related laws and regulations before submitting to the Board of Directors.

2) Board of Directors will consider the proposed agendas that are beneficial to the company to be included in the agendas of the shareholders meeting.

- Matters approved by the Board of Directors will be included as the agenda for the next shareholders' meeting. Agenda proposed by minority shareholders will be identified in the meeting invitation and published on the Company's website (www.foodanddrinks.co.th).
- Matters that are not approved by the Board of Directors, the Company will notify the agenda that have not been considered. Let the shareholders know and the reasons for the shareholders' meeting at the company will be held next time for shareholders to consider that agenda or not.

3) The shareholders will consider the suitability of the agenda proposed by the minority shareholders as follows:

- If the shareholders deem it appropriate to consider the agenda that is not approved by the Board of Directors with a majority vote of the total number of votes of shareholders who attend the meeting and have the right to vote, the Board of Directors shall include such matter. This is the agenda for the next shareholders' meeting.

- If the agenda proposed by the minority shareholders received less than 50 percent of the total number of votes of the shareholders who attend the meeting such agenda shall be canceled.

4. Time to propose the agenda of the meeting

From 15 December 2022 to 15 January 2023

If you have any questions, you can contact us at “Company Secretary Department”
Tel: 02-2535232-3

Agenda Proposal Form for Annual General Meeting of Shareholders 2023

Date

I (Mr./Mrs./Miss) / Juristic person is
a shareholder of Food and Drinks Public Company Limited, amount shares

Address:

.....

Postal Code Country

Tel: fax..... email

Would like to propose the agenda for the Annual General Meeting of Shareholders 2023

Agenda propose:

1.Subject

Objective: for Information for Consideration

Details of the proposed matter

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2.Subject

Objective: for Information for Consideration

Details of the proposed matter

.....

.....

I hereby certify that the information contained in this Agenda Proposal Form for Annual
General Meeting of Shareholders 2021and all supporting documents are correct, complete, and
true.

Signed Shareholder (No. 1)

(.....)

Signed Shareholder (No. 2)

(.....)

Signed Shareholder (No. 3)

(.....)

Signed Shareholder (No. 4)

(.....)

Note: Shareholders are required to submit the following evidences for consideration.

1) A copy of the company's securities holding, including a certificate from the securities company or other evidence from Thailand Securities Depository Company Limited or the Stock Exchange of Thailand or custodian showing the number of shares held by the shareholders or a copy of share certificate which all documents, shareholders must be certified true copy

2) Proof of identity

2.1 In case of natural person: Copy of ID card or passport (In case of a foreigner) with a certified true copy.

2.2 In case of juristic person: Copy of corporate certificate issued within 3 months and a copy of identification card or passport. (In case of a foreigner) of the authorized signatory director who has signed in this book to certify the correct copy

Criteria for shareholders' right to nominate persons to be elected as directors in the annual general meeting of shareholders of 2023

To promote Good Corporate Governance practices and recognize the importance of shareholders equality, Food and Drinks Public Company Limited has granted the rights for shareholders to nominate persons to be directors.

1. Qualifications of persons entitled to nominate persons to be nominated and elected as directors

- 1.1 Must be a shareholder of the company as of the nomination date – December 30, 2022.
- 1.2 Must hold not less than 5% of the total number of shares with voting rights
- 1.3 In case of multiple shareholders, all together must hold not less than 5% of the total number of shares with voting rights they must hold shares of the Company.

2. Nominating persons to be directors

Shareholders who meet all the qualifications according to item 1 can nominate persons to be elected as directors by filling in “Director Nomination Form for Annual General Meeting of Shareholders 2023” with relevant documents. The nominated person will fill out “Personal Data of Proposed Nominee as Director” with complete and relevant documents and evidence. Both forms have to be sent to the company by January 15, 2023 at the following address:

Company Secretary
Food and Drinks Public Company Limited
15th Floor Regent House Building
183 Rajdamri Road
Lumpini, Patumwan
Bangkok 10330
Thailand

3. Procedure for consideration

The company will review the list of nominations submitted by the shareholders. Then, the Nomination and Remuneration Committee will determine the qualified persons to be presented to the Board of Directors for approval.

A person nominated to be a director must meet the following minimum qualifications:

1. A person without a tainted history
2. A visionary and able to comprehend the business
3. Good human relations, moral, proper personality
4. Effective communication skills
5. Forward thinking business concept with systematic decision making
6. Comprehensive knowledge and understanding in finance, commerce, industry with experience in business administration.
7. Have experience as a director of a private company or a state enterprise

Director Nomination Form for Annual General Meeting of Shareholders 2023

Date

I (Mr./Mrs./Miss) / Juristic person is a
shareholder of Food and Drinks Public Company Limited, amount shares

Address:

.....

.....

Postal Code Country

Tel: fax..... email

wishes to nominate (Mr./Mrs./Miss)

to be elected as a director of Food and Drinks Public Company Limited by the said person has
obtained his / her consent and certifies that the information contained in the “Personal Data of
the proposed Nominee as the Director” and supporting documents submitted. Ready, this is
correct and true in all respects.

I hereby certify that the information contained in this form for nominating persons to be elected
as directors for this Annual General Meeting of Shareholders and the supplementary documents
are correct, complete and true in all respects. As evidence, I have signed Name is important.

Signed Shareholder

(.....)

Note: Shareholders are required to submit the following evidences for consideration.

1) A copy of the company's securities holding, including a certificate from the securities
company or other evidence from Thailand Securities Depository Company Limited or the Stock
Exchange of Thailand or custodian showing the number of shares held by the shareholders or a
copy of share certificate which all documents, shareholders Must be certified true copy

2) proof of identity

2.1 In case of natural person: Copy of ID card or passport (In case of a foreigner) with a
certified true copy.

2.2 In case of juristic person: Copy of corporate certificate issued within 3 months and a
copy of identity card citizen or passport (In the case of a foreigner) of the authorized signatory
director who has signed in this letter Ready to certify the correct copy

Personal Data of Proposed Nominee as Director

1. General Information

- (1) Name –Surname in Thai
Original /Previous Name-Surname (if any)
Name –Surname in English
Original /Previous Name-Surname (if any)
- (2) Birth date:/...../..... Age Years
- (3) Nationality
- (4) Marital Status
- (4.1) Name of spouse
Original Name-Surname (if any)
- (5) Number of F&D Shares held Shares, as of Date
Number of Shares held by spouse Shares, as of Date
- (6) Name of Children below legal age
Name age Number of Shares held shares
Name age Number of Shares held shares
Name age Number of Shares held shares

2. Present Address / Contact Address:

Number Building

Moo Soi Street

Tumbol/Sub District Am Phur/District

Province Post Code

Telephone Fax email

3. Present Position

.....
Work Address.....
.....

4. Educational Background

Institute	Degree	Year Graduation
.....
.....
.....

5. Training or Seminar Programs related to the Director Position

Programs	Organizers	Year Attended
.....
.....
.....

6. Work Record during the past 5 years until present

Year	Position	Company / Firm
.....
.....
.....

7. Record of Shares held in other Companies

Company	Ratio of Shares held
.....
.....
.....

I (Mr./Mrs./Miss) hereby agree that my name and other supported document in this form be nominated to be selected and appointed as the Director of the Company and certify that all details as mentioned above are correct, complete and that other attached document are valid and allow the Company to disclose such information and supported document

Signed Proposed Nominee

(.....)

Date