



**Criteria for Shareholders Right to Propose Agenda and
Nomination of Director and Send any Query in Advance
For the Annual General Meeting of Shareholders for the Year 2022**

1. Objective

According to the Good Corporate Governance Policy regarding the rights and equitable treatment of all shareholders, the Board of Directors of Clover Power Public Company Limited (the “Company”) resolved to offer the opportunity to the shareholders to propose any matter(s) as agenda(s) for the Annual General Meeting of Shareholders for the Year 2022 and/or qualified candidate(s) to be elected as the Company’s director(s). The Board of Directors has stipulated procedures and criteria as follows:

2. Qualifications of Shareholders

Shareholder who wishes to propose matter(s) as agenda and/or qualified candidate(s) to be elected as the Company’s director(s) shall meet qualifications as to the followings:

- 2.1 Being the shareholder of the Company on the date of proposing agenda and/or qualified candidate(s) to be elected as the Company’s director(s) which can either be individual shareholder or combined shareholders.
- 2.2 Holding minimum share of not less than 5% of total voting shares of the Company.

3. Criteria for Agenda Proposal

3.1 Matters not to be included in the Meeting Agenda

- 1) The proposal that violates applicable laws, announcements, rules and regulations of the government authorities or involved government authorities, or not in compliance with the objectives, Article of Association, resolution of shareholders’ meeting or Good Corporate Governance of the Company.
- 2) The proposal that is beneficial for specific person or group.
- 3) The proposal that is under authority of the Board of Directors, Audit Committee, Executive Committee except the one causing significant impact on shareholders in general.
- 4) The proposal that the Company has already implemented.
- 5) The proposal that is beyond control of the Company.



- 6) The proposal that is proposed by shareholders who are not fully qualified as specified in Clause 2 or not within specified time.
- 7) The proposal from shareholders whose information provided is incomplete or incorrect, or from shareholders who are unreachable.

3.2 Conditions and Procedures for Consideration

- 1) The qualified shareholder according to Clause 2 shall prepare the Form for Proposing Agenda and other supporting documents beneficial for the Board of Directors' consideration (if any) and send it to the Company through email of the Company Secretary: info@cloverpower.co.th or send the original Form to 159 Soi.RAMA IX 57/1(Wisetsook2), Pattanakarn, Suanluang, Bangkok, Thailand 10250 **within 31 December 2021** so as to provide sufficient time for the Board of Directors to consider.
- 2) In the case where a group of shareholders combines to be qualified under Clause 2., All of the shareholders shall sign their names in the Form for Proposing Agenda and gather evidence of shareholding of each shareholder into one set together with other supporting documents (if any) and send it to the Company through email of the Company Secretary: info@cloverpower.co.th or send the original Form to 159 Soi.RAMA IX 57/1(Wisetsook2), Pattanakarn, Suanluang, Bangkok, Thailand 10250 **within 31 December 2021**
- 3) In the case where the shareholder(s) provides incomplete or incorrect information, the Company Secretary shall notify to such shareholder(s). If the shareholder does not correct and return of the original to the Company in time, the Company shall assume that the shareholder intends to cancel such proposal.
- 4) The Company Secretary shall gather the proposal to the Board of Directors within February 2022.
- 5) The proposal which is approved by the Board of Directors will be included as agenda in the Invitation to the Annual General Meeting of Shareholders together with the Board of Directors' opinion. As for the proposal which is not approved by the Board of Directors shall be informed, with declining reasons, through the Company's website at www.cloverpower.co.th and on the date of the Annual General Meeting of Shareholders.



4. Criteria for Nomination of Director

4.1 Qualifications of Director

- 1) Being fully qualified and not be prohibited under the Public Limited Companies Act B.E. 2535 and the Securities and Exchange Act B.E. 2535 and as amended.
- 2) Having knowledge, skill, expertise and experience in various fields which are advantageous to their performance of director and operation of the Company.
- 3) Being able to fully and sufficiently devote their times to the Company.
- 4) Being meritorious and ethical

4.2 Procedures for Consideration

- 1) The qualified shareholder according to Clause 2. shall prepare the Form for Nominating Director and other supporting documents beneficial for the Board of Directors' consideration such as evidences of shareholding, evidence of consent of nominated person as specified and send it to the Company through email of the Company Secretary: info@cloverpower.co.th or send the original Form to 159 Soi.RAMA IX 57/1(Wisetsook2), Pattanakarn, Suanluang, Bangkok, Thailand 10250 **within 31 December 2021** so as to provide sufficient time for the Board of Directors to consider.
- 2) In the case where a group of shareholders combines to be qualified under Clause 2., All of the shareholders shall sign their names in the Form for Nominating Director and gather evidence of shareholding of each shareholder into one set together with other supporting documents (if any) and send it to the Company through email of the Company Secretary: info@cloverpower.co.th or send the original Form to 159 Soi.RAMA IX 57/1(Wisetsook2), Pattanakarn, Suanluang, Bangkok, Thailand 10250 **within 31 December 2021**
- 3) In the case where the shareholder(s) provides incomplete or incorrect information, the Company Secretary shall notify to such shareholder(s). If the shareholder does not correct and return of the original to the Company in time, the Company shall assume that the shareholder intends to cancel such proposal.
- 4) The Company Secretary shall gather the proposal to the Remuneration and Nomination Committee for considering and select the names of appropriate persons then present to the Board of Directors within February 2022.



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- 5) The nominated person who is approved by the Board of Directors will be listed in agenda in the Invitation to the Annual General Meeting of Shareholders together with the Board of Directors' opinion. As for the nominated person which is not approved by the Board of Directors shall be informed, with declining reasons, through the Company's website at www.cloverpower.co.th and on the date of the Annual General Meeting of Shareholders.

5. Procedures for sending any query in advance

The Board of Directors has considered appropriate to allow shareholders to send any query in advance of the Annual General Meeting of Shareholders. The shareholders should send any query through email of the Company Secretary: info@cloverpower.co.th or send the original Form to 159 Soi.RAMA IX 57/1(Wisetsook2), Pattanakarn, Suanluang, Bangkok, Thailand 10250 *within 31 December 2021*.

The company secretary will collect all the questions and presenting to the Board of Directors for considering and inform the shareholders on the day of the meeting, or clarify via email, or the other channels appropriately.