



**Criteria and Procedures for Proposing the agenda and nominating persons
to be elected as the Company's directors in advance
of the Annual General Meeting of Shareholders 2021
Better World Green Public Company Limited**

1. Objective

Better World Green Public Company Limited ("the company") recognizes the rights and equitable treatment of all shareholders which is set forth in the good corporate governance principles. The Company would like to invite and set the criteria for the shareholders, to propose any matter considered important and truly beneficial to the Company as agenda and nominating persons to be elected as the Company's directors in advance of the Annual General Meeting of Shareholders 2021. The criteria are as follows:

2. The Qualifications of Shareholder

Single or multiple shareholders Holding shares and having voting rights in aggregate not less than 5% of the total number of shares with voting rights of the Company

3. Information for consideration

The proposer shall submit supporting documents and information as follows:

3.1 Proof of identity

- (1) **Natural persons** : A copy of valid ID or government officer ID or state enterprise employee card or driver's license or passport (for foreigner), having certified true copy by the owner
- (2) **Juristic persons** : A copy of affidavit or corporate document to prove its status. The document shall contain names of current directors and issued no longer than one (1) year, together with a copy of the identity card Or copy of passport (In case of a foreigner) that has not expired Of the authorized director who has signed Ready to sign for authentication.

Where several shareholders jointly propose an agenda item or nominate a director candidate, please provide proof of identity and shareholding of each shareholder (certified true copy by the document owner and submit documents as an integral set). Shareholders shall also submit a power of attorney assigning one shareholder as their representative to contact the Company. The Company shall deem that the communications made with the representative are the communications with all shareholders who jointly proposed the matter to the Company.

3.2 Proof of shareholding : A copy of the share certificate, or statement issued by a securities company, or any other proof provided by Thailand Securities Depository Co., Ltd. or by the Stock Exchange of Thailand or by a custodian, showing the shareholding proportion as indicated in item 2, having certified true copy by the shareholder.



3.3 Certified true copies of other supporting documents beneficial for the Board's consideration (if any).

3.4 Forms. The shareholder who meets all the qualifications and requirements specified in items 2 may choose an appropriate form below. The forms can be downloaded from the Company's website at http://www.betterworldgreen.com/ir_index.php?general_meeting

- Form for Proposing Agenda in Advance for the Annual General Shareholders' Meeting of the year 2021
- Form for Proposing Director Nominee for the Annual General Shareholders' Meeting of the year 2021

In case that shareholder proposes many agenda items, please fill in the form by item or by director candidate.

3.5 Additional documents for the proposal for director candidate are following :

- Supporting documents on qualifications, i.e., the personal profile, educational background, working experience and training record of the director candidate;
- Letter of consent from the director candidate;
- Certification from the director candidate that he/she does is qualified as a director of a listed company in the Stock Exchange of Thailand; and
- Other useful information for consideration, such as facts, reasons, issues, etc.

4. Criteria and Procedures for Proposing the agenda

4.1 *The proposal that will not be placed on the agenda :*

- (1) The proposal that violates applicable laws, announcements, rules and regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives, the Company's articles of association, the resolution of shareholder's meeting and the good corporate governance of the Company.
- (2) The proposal that is beneficial for specific person or group.
- (3) The proposal lying under management authority of the Company, except the ones causing material impacts on shareholders in general.
- (4) The proposal that the Company has already implemented.
- (5) The proposal that is beyond the control of the Company.
- (6) The proposal from shareholders who are not fully qualified as specified in Section 2 and whose information provided is incomplete or incorrect, or from shareholders who are unreachable.
- (7) The proposal that information provided is incomplete or incorrect or proposed by those shareholders who cannot be contacted, or proposed in the overtime specified period.
- (8) The proposal that the Board deems unnecessary to place on the agenda.



4.2 Procedures for proposing the agenda:

- (1) The Company Secretary will initially review the proposal and supporting documents in relation thereto before proposing to the Board of Directors for consideration. In case the information or documents are incorrect or incomplete, the Office of Corporate Secretary will notify the shareholders. If the shareholders fail to correct and submit the proposal to the Company within the due date noticed to the shareholders, the Office of Corporate Secretary reserves the rights not to submit the shareholders' proposal to the Board of Directors for consideration.
- (2) The proposal approved by the Board of Directors will be included in the agenda of The notice of the Annual General Meeting of Shareholders, along with the Board's opinion.
- (3) The proposal declined by the Board of Directors will be notified to the shareholders via The Stock Exchange of Thailand online system and will also be informed at the Annual General Meeting of Shareholders.

5. Criteria and Procedures for nominating persons to be elected as the Company's directors

5.1 Director Qualifications : The Company will consider the director nominee who must possess the following qualifications:

- (1) Being fully qualified and not be prohibited according to:
 - The Public Company Act
 - The Securities and Exchange Act
 - The Securities and Exchange Commission
 - The Capital Market Supervisory Board
 - The Stock Exchange of Thailand
 - The Company's Articles of Association
- (2) Having the knowledge, skills, experiences and capability such or being qualified in other areas that are beneficial to the Company's business.
- (3) Dedicating time and effort to the discharge of duties as per his/her responsibility.
- (4) Being a person who do not operate or participate in any act which has the same, and in competition with the business of the Company or in a way that would be beneficial for oneself or other persons benefits.
- (5) Independent Director Qualifications having the qualification according to the company's definition of "Independent Director"

5.2 Procedures for nominating persons to be elected as the Company's directors

- (1) In case the information or documents are incorrect or incomplete, the Office of Corporate Secretary will notify the shareholders. If the shareholders fail to correct and submit the proposal to the Company within the due date noticed to the shareholders, the Office of



Corporate Secretary reserves the rights not to submit the shareholders' proposal to the Nomination and Compensation Committee shall recommend.

- (2) In case the Nomination and Compensation Committee finds that a director candidate is qualified and suitable, the Nomination and Compensation Committee shall recommend to the Board of Directors for further consideration.
- (3) Persons who do not pass the approval of the Board of Directors Will notify shareholders and clarify the cause through channels of the Stock Exchange of Thailand. And the company's website at www.betterworldgreen.com. As well as notifying the shareholders' meeting again on the meeting date.

6. Submission channel

The shareholder shall complete, sign and submit Proposal for Agenda or Proposal for Director Candidate, together with complete supporting documents, to the Company within 28th, January 2021 by hand or via registered post at the address shown below:

Board of Nomination and Remuneration Committee
or Corporate Secretary
Better World Green Public Company Limited
488 Soi Ladprao 130 (Mahadthai 2), Klongchan, Bangkok,
Bangkok 10240, Thailand.

For further information required please contact Secretarial Company Department
Tel. 02 012 7888 ext. 533,346 Fax. : 02 012 7889

Before sending the original documents, the shareholder may email a copy of the documents to Company Secretary at siriphorn.s@bwg.co.th

7. Submission timeline for the AGM

The Company shall receive the Proposal for Agenda and Proposal for Director Candidate from November 16th, 2020 to January 19th, 2021



**Submission of the Question regarding the Company
for the Annual General Meeting of Shareholders in advance**

Qualification of shareholders who are entitled to submit questions in advance

Being a shareholder who is entitled to attend and exercise his/her voting rights in the AGM when the Company sets the Record Date to determine the right of shareholders to attend the shareholders meeting.

Matter of Question

- Must be relevant to the agenda of the AGM.
 - 1) To consider and certify the Board of Directors' report on the operating performance of the Company for the year.
 - 2) To approve the Financial Statement for the year.
 - 3) To approve the dividends payment for the year.
 - 4) To approve the allocation of net profit for the year as legal reserve fund
 - 5) To consider and approve the appointment of the auditor and the audit fee for the year.
 - 6) To consider and approve the election of the directors replacing those retired by rotation and the remuneration of the directors for the year.

- Significant Information of the Company.

Consideration Process

- All qualified shareholders are able to submit their questions in advance by using the submission form as attached herewith and e-mail questions to the Company Secretary at E-mail: Siriphorn.s@bwg.com or fax them to number 02 012 7889. However, The shareholders must submit such documents to the Company by March 31st, 2021.

- All questions submitted will be initially considered by the Company Secretary and then Present them to the Board of Directors or the management team for preparing explanation of such questions in the meeting.
