Criteria for Proposal of Agenda and Director Nominees in advance for the Annual General Meeting of Shareholders for the year 2027 of NSL Foods Public Company Limited

Clause 1 Objectives

NSL Foods Public Company Limited has set up comprehensible criteria in accordance with the Good Corporate Governance for the shareholders to propose agenda and director nominee in advance with the purpose of ensuring equitable and fair treatment of all shareholders and ensuring that the agenda will be carefully selected and truly beneficial to the company and that the director nominee possesses suitable qualifications.

Clause 2 Definition

"The Company" means NSL Foods Public Company Limited. "Agenda" means the agendas of the Annual General Meeting of Shareholders for the year 2027 of NSL Foods Public Company Limited. "The Board" means the Board of Directors of NSL Foods Public Company Limited. "Directors" means the directors of NSL Foods Public Company Limited.

Clause 3 The Qualification of Shareholders

Shareholders who wish to propose any agenda or nominate any director must possess such qualifications as follows:

3.1 Being the shareholders, either individually or collectively, holding at least 5 percent of the total number of voting rights of the Company.

3.2 Holding the Company' shares as from the date holding shares until the date such agenda is proposed or the name of director to be nominated for at least 1 year.

Clause 4 Proposal of the Agenda

4.1 Proposing the agenda

(1) Proposal must be made by the shareholder(s) possessing qualifications as set out in Clause 3

(2) The shareholders are required to complete "**The Proposed Agenda to the 2027 Annual General Shareholders' Meeting Form (Form A)**" and submit the original documents of **Form A** with additional supporting documents directly to the Company before **December 31, 2026** in order to have sufficient time to consider the agenda to the below address:

The Office of the Company Secretary
NSL Foods Public Company Limited
55/22 Moo 3, Bangbuathong – Nonthaburi bridge (345) road
Lampo, Bangbuathong, Nonthaburi 11110

In addition, shareholders may submit the unofficial documents by email address: ir@nslfoods.com

(3) In case of collective shareholders whose qualification fully met with Clause 3, to propose the agenda for the meeting of shareholders, they must complete "**Form A**" and sign as evidence, then submit altogether to the Company.

4.2 Method for Consideration

1. The Board will consider the agenda proposed by the shareholder(s), which must not possess the following restricted matters;

(1.1) Matters as specified in Section 89/28 of the Securities and Exchange Act (B.E. 2535) amendment (1) are as follows:

1) Matters prescribed in the first paragraph of Section 89/28. (A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the company.)

2) Matters that are relevant to the ordinary business operation and the fact given by the shareholders do not indicate any reasonable grounds to suspect their irregularity of such matter.

3) Matters that are beyond objectives or authority of the Company.

4) Matters that shareholder already proposed in shareholder meetings within the past 12 months and were supported by less than 10% of total voting shares, provided that the facts of said matters have not yet changed significantly.

5) Any matter specified by the Capital Market Supervisory Board.

(1.2) Matters that violate the laws, notifications, rules, regulations and requirements of government agencies or regulatory agencies or are not in compliance with the Company's objectives, Articles of Association, the shareholders' resolutions or the good corporate governance and business ethics of NSL Foods Public Company Limited.

(1.3) Matters already implemented by the Company.

(1.4) Matters in which the shareholders provide incomplete, insufficient or incorrect information and the proposer cannot be contacted or violate the rules specified by the Company.

2. Company Secretary will scrutinize the agendas to further include on the agenda in the Notice of the Annual General Meeting of Shareholders prior to proposing to the Managing Director and the Board for approval.

3. Matters that the Board deems appropriate to propose to the shareholders for approval in the Notice of Meeting with the Board's opinion, or if the Board disapproves the proposed agenda, the Company will inform the shareholders together with the reason of disapproval through available communication channel of the Stock Exchange of Thailand or any other appropriate channels, and will include such matter as an agenda for acknowledgement in the Shareholders' Meeting.

Clause 5 The Nomination of the Director

5.1 Method for Proposal

1. Proposal must be made by the shareholder(s) possessing qualifications as set out in Clause 3

2. The shareholders is required to complete "**Form to Nominate Director (Form B)**" and "**Resume of Director Nominee (Form C)**" and submit the original documents of **Form B** and **Form C** with its supporting documents to the Company by **December 31, 2026** in order for Committee to have sufficient time to consider the qualifications prior to proposing to the Board for approval. The shareholders may submit the unofficial documents by email address: ir@nslfoods.com.

3. In case of collective shareholders proposing candidate to be appointed as directors, they must complete "Form B" and affix their signature as evidence, then submit to the Company in one batch.

5.2 Criteria for the Proposal of Agendas

1. The Board will consider the proposed director nominee, who must not possess the following qualification(s).

(1.1) Having such qualifications without any prohibited characteristics under the Public Limited Companies Act, The Securities and Exchange Act, the Good Corporate Governance, and Business Ethics of NSL Foods Public Company and relevant Cabinet Resolutions.

(1.2) Having knowledge and skill in the areas that are significantly beneficial to the Company. The Company specifies in strengthen strategies and expand business opportunities, and the organization transformation in order to support the organizational change and development, technology and legal. Nonetheless, the company may also consider other skill mix areas apart from the aforementioned as appropriate.

(1.3) Should not serve more than 3 board positions in listed companies.

(1.4) Must not serve more than 3 board positions in state enterprises and/or juristic persons with state enterprise's shareholding.

2. The Board will propose list of persons with appropriate experience and qualifications who do not have restricted qualifications as per (1) to the Board for further consideration and approval in accordance with Corporate Governance Policy.

3. Name of the director nominee approved by the Board will be included in the agenda along with the Board's opinion (if any).

4. If the Board disapproves the proposed director nominee, the Company will inform the shareholder together with the reason of disapproval through available communication channel of the Stock Exchange of Thailand or any other appropriate channels, and will include such matter as an agenda for acknowledgement in the Shareholders' Meeting.