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**Criteria for Shareholders to propose AGM Agenda and Director Nominee in
advance for the Annual General Meeting of the year 2023
Bluebik Group Public Company Limited**

According to the good corporate governance regarding the rights and equitable treatment of shareholders, Bluebik Group Public Company Limited invites the shareholders to propose any beneficial matter as agenda for 2023 Annual General Shareholders' Meeting and names of qualified nominees for the company's board of directors in advance. The criteria are as following:

1. The Qualifications of Shareholders

The shareholders who wish to propose the agenda and/or director nominees must possess qualifications according to the criteria as follows:

Holding shares for not less than 5% of the total number of shares issued and fully paid, being a shareholder of the Company, which can be either one shareholder or combined shareholders and must have continuously held those shares for at least one year by the date that the shareholder proposes the agenda item for AGM and director nominee. Furthermore, the shareholder must have the right to attend the Annual General Shareholders' Meeting.

2. Proposal of the Agenda

Conditions for consideration of proposals for agenda in the AGM 2023, the Company will consider and propose only the appropriate agenda under the appropriate circumstance. The Company will reserve its right not to propose the following issues in the AGM agenda items:

- (1) A proposal that violates applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives, Articles of Association, the resolution of shareholders' meeting and the good corporate governance of the company;
- (2) A proposal that is beneficial for specific person or group;
- (3) A proposal lying under management authority of the company, except the ones causing material impacts on the company and/or shareholders in general;



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- (4) The proposal that the company has already implemented;
- (5) The proposal that is beyond the control of the company;
- (6) The proposal whose information provided is incomplete or incorrect, or from shareholders who are unable to contact;
- (7) The proposal is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter;
- (8) The proposal was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;

3. The Nomination of the Company's Directors

3.1 Details for Director Nominees consist of:

- First name, last name, age, nationality
- Contact address and Home/Office Phone or Mobile number
- Education qualifications
- Education background
- Training background on director's duties
- Working experience
- Current positions: in listed companies / limited companies / other agencies
- Shareholding in the company and its subsidiaries
- Other useful information

3.2 Qualifications for Company's Directors

Those who are nominated for the company's directors must have the following qualifications:



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- (1) Being fully qualified and not be prohibited according to:
 - Public Company Act
 - Securities and Exchange Act
 - Securities and Exchange Commission
 - The Stock Exchange of Thailand
 - The Company's Articles of Association
 - The Principles of the Company's Good Corporate Governance
- (2) Having knowledge, skills and experiences that are advantage to the company's business lines such as in law, accounting and finance; or being qualified in other areas that are beneficial to the company's business.
- (3) Being dedicated to perform all the duties as assigned.

4. Consideration Procedure

4.1 Proposal of the Agenda for Annual General Shareholders' Meeting (AGM)

- (1) The Company Secretary will initially gather the proposals as set by the criteria and act according to the company procedure before proposing to the meeting of Executive Committee and Company's Board of Directors for consideration before proposing to the AGM.
- (2) The proposals approved by the Company's Board of Directors will be included in the agenda of the AGM notice, as agenda proposed by shareholders.
- (3) The proposals disapproved by the Company's Board of Directors to include in the Agenda of the AGM, the company will notify the proposed shareholders after the Board of Directors' Meeting. Reasons will be notified through the Company's website at www.bluebik.com and announced to the shareholders again on the meeting date.



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4.2 The Nomination of the Director

- (1) The Company Secretary will initially gather the correctness and completeness of information and qualifications of director nominees and act according to the company procedure before proposing to the Compensation and Nomination Committee and the Company's Board of Directors.
- (2) The names of nominees approved by the Compensation and Nomination Committee and the Company's Board of Directors along with the board opinion will be included in the agenda of the AGM notice, as nominees proposed by shareholders.
- (3) For the names of nominees disapproved by the Compensation and Nomination Committee and the Company's Board of Directors, the company will notify the proposed shareholders after the Board of Directors' Meeting. Reasons will be notified through the Company's website at www.bluebik.com and announced to the shareholders again on the meeting date.

4.3 The Company's Board of Directors will consider the appropriate of proposals proposed by shareholders. The board's judgment is final.

5. Supplementary Documents to be enclosed

Shareholders must enclose Supplementary Documents with the proposal as follows:

- 5.1 The evidence of shareholding, i.e. certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- 5.2 The evidence of Combined Shareholders:
 - (1) Natural persons: copy of valid identification card / passport (in case of non-residents);
 - (2) Juristic persons: A copy of juristic person's affidavit issued no more than 3 months previously, and copy of valid identification card or passport (in case



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of non-residents) of authorized signatories, attached with certifying signatures of the authorized signatories.

5.3 Supporting documents required for proposal of the agenda

- (1) Form of AGM Agenda Proposal If combined shareholders wish to propose the agenda, all of them must fill out the “**Form of Agenda Proposal for the Annual General Meeting of the year 2023**” and sign or affix their names as evidence. Then gathered each of these forms into one set, each set for one proposal. In addition, all combined shareholders must fill out a name of a person who will be their consent. In this regard, any contacts between the Company and the consent means the ones between the Company and all signed combined shareholders.
- (2) Certified true copies of other supporting documents beneficial for the Board’s consideration (if any)

5.4 Supporting documents required for proposal of director nominees

- (1) Form of Director Nomination If combined shareholders wish to propose names of nominees for the Company’s Board of Directors, all of them must fill out the “**Form of Director Nomination for the Annual General Meeting of the year 2023**” and sign or affix the names as evidence. Then gather each of these forms into one set, each set for one nominee. In addition, all combined shareholders must fill out a name of a person who will be their consent. In this regard, any contacts between the Company and the consent means the ones between the Company and all signed combined shareholders.
- (2) Nominee Profile, signed by the nominee himself/herself
- (3) Certified true copies of relevant documents such as evidence of education qualifications, working/training experiences, evidence of shares held
- (4) Certified true copies of other supporting documents beneficial for the Board’s consideration (if any)



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In case the proposal of agenda and/or nomination of to be considered and elected as director made by combined many shareholders, then gather of those the form of documents evidence of shareholding, proof of identity and a list of documents required for proposal of the agenda and / or for proposal of director nominees together into one set.

6. Channels for submitting proposed agenda items

In order to facilitate shareholders, unofficial sending proposal through the Company is allowed before sending an official letter to the Board. Channels for submitting proposed agenda items as follows:

6.1 Sending unofficial proposal through E-mail address:

Email Address : IR@bluebik.com

6.2 Sending official proposal to:

Bluebik Group Public Company Limited

Investor Relations Department

51 Naradhiwas Rajanagarindra Rd, Silom, Bang Rak,

Bangkok 10500

6.3 For further information required call Tel. 02-636-7011 or email: IR@bluebik.com

7. Deadline for proposal submission: Allowed deadline submission within December 31, 2022