

Preliminary information of Directors who are retiring by rotation and will be proposed to be re-elected as directors of the Company for another term



Mr. Thana Thienachariya

Type of director proposed for appointment	:	Chairman of the Board of Directors / Director
Current Position	:	Chairman of the Board of Directors / Director
Age	:	54 Years
Nationality	:	Thai
Appointment date as a director	:	17 March 2021 (The date that the Company converted to public company limited)
Number of years as director and independent directors	:	3 years (from the date of conversion to a public company in 2021)

Education:

- Master of Business Administration, Washington State University, USA.
- Bachelor of Economics (2nd Class Honor), Chulalongkorn University

Training from Thai Institute of Directors (IOD):

- Director Certification Program (DCP 181/2013)

Shareholding proportion: in the Company	Director :	0.09%
	Spouse / underage child:	0.01%
(As of 31 December 2023)		

Relationship with Management: -None-

Professional Experiences in the 5 Preceding Years :

 Positions in Listed Company – The Stock Exchange of Thailand		
- 2021–Present	Chairman of the Board of Directors / Director	Bluebik Group Public Company Limited
- 2020–Present	Independent Director/Member of Audit Committee	TQM Corporation Public Company Limited
- 2013–Present	Independent Director	Sappe Public Company Limited



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Positions in Other Organizations / Institutes / Businesses (Non-Listed Company)

- 2023-Present Chairman of the Board of Directors and Independent Director Laundry You Company Limited
- 2022-Present Director Builk One Group Company Limited
- 2022-Present Advisor Show No Limit Company Limited
- 2022-Present Corporate Business Development Advisor EVME Plus Company Limited
- 2022-Present Advisor BJC BIGC ACADEMY OF SMART ENTREPRENEURS
- 2021-Present Director Card X Company Limited

Positions in Other Business that may cause conflicts of interest or in competition with the Company

-None-

Meeting Attendance in 2023:

- Board of Directors 7/7 (100.00%)

Nomination Criteria and Procedure: The Board of Directors has agreed with the proposal made by the Nomination and Compensation Committee which undertook nomination procedures by carefully considering appropriateness of qualifications, knowledge, capability, and experience of the retired directors. It is of the view that the candidates are fully qualified, under the Public Limited Companies Act, without any prohibited characteristics, for election as directors of the Company, under the criteria of the Office of The Securities and Exchange Commission and other regulatory agencies, including that he is qualified for the business operation of the Company and he does not take any position in other organization that competes with/related to the Company.

Relationship with the Company	Status	
1. Related by blood or legal registration as a father, a mother, a spouse, a sibling, a son/daughter or a spouse of a son/daughter of other directors, executives, major shareholders, controlling persons, or an individual to be nominated as directors, executives, or controlling parties of the Company or subsidiary.	-None-	
Criminal offense record during the past 10 years	Qualification	
1. Being adjudged of convicting a crime or being on trial for convicting a crime.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None
2. Being adjudged bankrupt or a receiver is appointed.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None
3. Being a management in the Company of partnership which is adjudged bankrupt, or a receiver is appointed.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None



Mr. Chalakorn Panyashom

Type of director proposed for appointment	:	Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee / Independent Director
Current Position	:	Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee / Independent Director
Age	:	48 Years
Nationality	:	Thai
Appointment date as a director	:	17 March 2021 (The date that the Company converted to public company limited)
Number of years as director and independent directors	:	3 years (from the date of conversion to a public company in 2021)

Education :

- Master of Economics Program (Business Economics), National Institute of Development Administration
- Bachelor of Engineering (Instrumentation Engineering), King Mongkut's Institute of Technology Ladkrabang

Training from Thai Institute of Directors (IOD):

- Director Accreditation Program (DAP 133/2017)


Shareholding proportion: in the Company	Director :	-None-
	Spouse / underage child:	-None-
(As of 31 December 2023)		

Relationship with Management:		-None-
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Professional Experiences in the 5 Preceding Years :

 Positions in Listed Company – The Stock Exchange of Thailand		
- 2021-Present	Chairman of the Nomination and Remuneration Committee / The Audit Committee Member / Independent Director	Bluebik Group Public Company Limited
- 2013-Present	Director / Chief Operating Officer	Workpoint Entertainment Public Company Limited
 Positions in Other Organizations / Institutes / Businesses (Non-Listed Company)		
- 2023-Present	Director	Bae Kaban Company Limited
- 2022-Present	Independent Direct/ the Audit Committee Member/ Chairman of the Nomination and Remuneration	Learn Corporation Public Company Limited

	Committee/ the Risk Management Committee Member	
- 2022-Present	Director	Jungka Plus Studuo Company Limited
- 2022-Present	Director	Finale Acting Studio Company Limited
- 2021-Present	Director	Skybox Entertainment Company Limited
- 2021-Present	Director	T-pop Incorporation Company Limited
- 2020-Present	Director	Nanonesia Company Limited
- 2020-Present	Director	Zaap Onsale Company Limited Advertising through the website
- 2015-Present	Director	Siampicganesha Company Limited
- 2013-Present	Director	Thai Broadcasting Company Limited

 Positions in Other Business that may cause conflicts of interest or in competition with the Company
-None-

Meeting Attendance in 2023:

▪ Board of Directors	7/7	(100.00%)
▪ Audit Committee	4/4	(100.00%)
▪ Nomination and Remuneration Committee	2/2	(100.00%)

Nomination Criteria and Procedure: The Board of Directors has agreed with the proposal made by the Nomination and Compensation Committee which undertook nomination procedures by carefully considering appropriateness of qualifications, knowledge, capability, and experience of the retired directors. It is of the view that the candidates are fully qualified, under the Public Limited Companies Act, without any prohibited characteristics, for election as directors of the Company, under the criteria of the Office of The Securities and Exchange Commission and other regulatory agencies, including that he is qualified for the business operation of the Company and he does not take any position in other organization that competes with/related to the Company.

Additional Qualifications of Nominated Independent Director: The Board of Directors has carefully considered that he can express his opinions independently and prescribe by the relevant regulations which has been reviewed by the Nomination and Remuneration Committee.

Relationship with the Company	Status
1. Related by blood or legal registration as a father, a mother, a spouse, a sibling, a son/daughter or a spouse of a son/daughter of other directors, executives, major shareholders, controlling persons, or an individual to be nominated as directors, executives, or controlling parties of the Company or subsidiary.	-None-

Criminal offense record during the past 10 years	Qualification	
1. Being adjudged of convicting a crime or being on trial for convicting a crime.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None
2. Being adjudged bankrupt or a receiver is appointed.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None
3. Being a management in the Company of partnership which is adjudged bankrupt, or a receiver is appointed.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None

Information for considering the election of Independent Directors :

Having the following interest with the Company / subsidiaries / associates or any legal entities that have conflicts, at present or in the past 2 years		
1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary	:	None
2. Being a professional service provider (i.e., Auditor, Legal Consultant or Financial Advisory)	:	None
3. Having business relation that is material and could be barrier to independent judgement (i.e., the purchase / sale of raw material / product / service, lending or borrowing)	:	None
4. Being a businessperson or being a director who is involved in management, employee, consultant who receives a regular salary or holding shares exceeding one percent of the total number of shares with voting rights of businesses with the same conditions and significant competition	:	None



Mr. Pochara Arayakarnkul

Type of director proposed for appointment	:	Director / Chairman of the Executive Committee / Member of Risk Policy Committee
Current Position	:	Director / Chairman of the Executive Committee / Member of Risk Policy Committee
Age	:	36 Years
Nationality	:	Thai
Appointment date as a director	:	17 March 2021 (The date that the Company converted to public company limited)
Number of years as director	:	3 years (from the date of conversion to a public company in 2021)

Education:

- MBA (Distinction) in Strategy, Finance and Marketing, Kellogg School of Management Northwestern University.
- Bachelor of Engineering (1st Class Honors), Computer Engineering, Chulalongkorn University

Training from Thai Institute of Directors (IOD):

- Director Accreditation Program (DAP 167/2019)


Shareholding proportion: Director : 29.60% (Including the shareholding indirectly through Bluebik Group Holding Company Limited)

in the Company Spouse / underage child: -None-


(As of 31 December 2023)

Relationship with Management: -None-

Professional Experiences in the 5 Preceding Years :

 Positions in Listed Company – The Stock Exchange of Thailand

- 2021-Present	Director / Chairman of the Executive Committee / Member of Risk Policy Committee / Chief Executive Officer/ Acting Chief Operating Officer	Bluebik Group Public Company Limited
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 Positions in Other Organizations / Institutes / Businesses (Non-Listed Company)

- 2023-Present	Director	Innoviz Solutions Company Limited
- 2023-Present	Director	Bluebik Vulcan Company Limited
- 2023-Present	Director	Sauce Skills Company Limited
- 2023-Present	Director	ECOX Company Limited
- 2022-Present	Director	Bluebik Global Company Limited
- 2022-Present	Director	GMVPI Company Limited
- 2022-Present	Director	National Electronics and Computer Technology Center (NECTEC)



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|----------------|-------------------------------|---------------------------------------|
| - 2021-Present | Executive Chairman / Director | Orbit Digital Company Limited |
| - 2020-Present | Director | Bluebik Addenda Company Limited |
| - 2020-Present | Director | Bluebik Group Holding Company Limited |
| - 2020-Present | Director | BB Global Capital Company Limited |
| - 2019-Present | Director | Keeps & Co Company Limited |
| - 2019-Present | Director | Virtu Ventures Company Limited |
| - 2017-Present | Director | Ingenio Company Limited |

Positions in Other Business that may cause conflicts of interest or in competition with the Company
-None-

Meeting Attendance in 2023:

- | | | |
|-------------------------|-------|-----------|
| ▪ Board of Directors | 7/7 | (100.00%) |
| ▪ Risk Policy Committee | 4/4 | (100.00%) |
| ▪ Executive Committee | 11/12 | (91.67%) |

Nomination Criteria and Procedure: The Board of Directors has agreed with the proposal made by the Nomination and Compensation Committee which undertook nomination procedures by carefully considering appropriateness of qualifications, knowledge, capability, and experience of the retired directors. It is of the view that the candidates are fully qualified, under the Public Limited Companies Act, without any prohibited characteristics, for election as directors of the Company, under the criteria of the Office of The Securities and Exchange Commission and other regulatory agencies, including that he is qualified for the business operation of the Company and he does not take any position in other organization that competes with/related to the Company.

Relationship with the Company	Status	
1. Related by blood or legal registration as a father, a mother, a spouse, a sibling, a son/daughter or a spouse of a son/daughter of other directors, executives, major shareholders, controlling persons, or an individual to be nominated as directors, executives, or controlling parties of the Company or subsidiary.	-None-	
Criminal offense record during the past 10 years	Qualification	
1. Being adjudged of convicting a crime or being on trial for convicting a crime.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None
2. Being adjudged bankrupt or a receiver is appointed.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None
3. Being a management in the Company of partnership which is adjudged bankrupt, or a receiver is appointed.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None

Criteria and methods for nominating directors Audit Committee and independent directors

In order for the nomination and appointment of the Company's directors to be rigorous and transparent in accordance with the principles of good corporate governance, The Board of Directors meeting no. 1/2021 held on Thursday 11 February 2021 has appointed the Nomination and Remuneration Committee. ("Nomination Committee") to consider the selection of directors when the position is vacant or vacant due to retire by rotation including recruiting executives and the person with authority to manage the Company by defining policies, rules and procedures in nominating that are transparent to propose to the Board of Directors' meeting and/or the shareholders' meeting to consider and approve.

1. Nomination and Appointment of Directors and Independent Directors

1.1 Nomination and Appointment of Directors

a) New Directors

- Have qualifications in accordance with applicable laws, rules, regulations, requirements and the Articles of Association
- Have knowledge, competence, skills and a wide range of experiences in various professional fields that are beneficial to the performance of the director's duties.
- Be necessary to the elements of the Board of Directors by considering the Board Skill Matrix that is beneficial to the Company and is consistent with the Company's business direction.
- Have stake or conflicts of interest that may occur with the Company.

b) Existing Directors

- Performance in the previous year
- Beneficial opinions and suggestions
- Devoting time to perform duties for the Company
- Participation in various activities of each director

In the election of directors to replace the vacant positions other than retiring by rotation, the Nomination and Remuneration Committee may recruit and nominate qualified candidates for the Board of Directors to elect a director in replacement of the vacant position with a vote of not less than three-fourths of the number of remaining directors. The person who replaces the vacant position will have the same term of office as the remaining term of the director he replaces.

At every Annual General Meeting, one-third (1/3) of the Directors, or, if their number is not a multiple of three, then the number nearest to one-third, must retire from office. The Directors retiring in the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the Director who has been longest in office shall retire. A retiring Director is eligible for re-election. Voting for the election of directors at the annual general meeting of shareholders will use individual ballots. The criteria and methods of election according to the Company's Articles of Association are as follows:

- (a) Each shareholder shall have one vote per share in electing one (1) director
- (b) Each shareholder may cast all his/her vote(s) according to (a) to elect one or several candidates as directors, but cannot allot the votes to any candidate at any number.
- (c) The candidates receiving the highest number of votes in the respective order of the votes shall be elected as directors until all of director positions are filled. In the event that the number of

candidates receiving an equal number of votes, which would otherwise cause the number of directors to be exceeded, a Chairman of the meeting shall have one (1) casting vote.

1.2 Nomination and Appointment of Independent Directors

In the selection and propose to appoint independent directors, the consideration is based on the number of independent directors in the composition of the Board of Directors by

- Have full qualifications in according to notifications of the Capital Market Supervisory Board and notifications of the Stock Exchange of Thailand and in according to the regulations of the Securities and Exchange Commission (SEC)
- Be according to the definition of independent director of the Company.

Qualifications of Independent Director

The principles for the appointment of Independent Director of the Company are of the same definition and in accordance with the minimum requirement for Independent Director as determined by the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand which are qualifications as follows:

- 1) An independent director holds no more than one percent of the total voting shares of the Company, parent company, subsidiary, associate, major shareholders, or controlling person of the Company including the shareholding of persons related to the independent directors.
- 2) An independent director is not currently be or never been the Company's executive director, worker, employee, salaried consultant, or controlling parties, parent company, subsidiary, associate, same-level subsidiary, major shareholders, or controlling person of the Company during the period of two preceding years. Relaxation of this requirement is in the case where the person is retired as a government official or as a consultant of a government agency which is a majority shareholder or has controlling interest for less than two years.
- 3) An independent director is not related by blood or legal registration as a father, a mother, a spouse, a sibling, a son/daughter or a spouse of a son/daughter of other directors, executives, major shareholders, controlling persons, or an individual to be nominated as directors, executives, or controlling parties of the Company or subsidiary.
- 4) An independent director does not have or never has had a business relationship with the Company, its parent company, subsidiaries, associates, major shareholders or controlling persons in such a manner that may obstruct the exercise of independent discretion. Moreover, an independent director is not or was not a significant shareholder or a controlling person of any party that has a business relationship with the Company, its parent company, subsidiaries, associates, major shareholders or controlling persons, unless such status has ended no less than two years before the date of filing.

The business relationship under the first paragraph includes any normal business transaction, rental or lease of immovable property, the transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which results in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the Company, or above Baht 20 million, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of the value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The

consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.

- 5) An independent director is not or was not an auditor of the Company, its parent company, subsidiaries, associates, major shareholders or controlling persons, and is not a significant shareholder or a controlling person of the Company or a partner of auditing companies that employ auditors of the Company, its parent company, subsidiaries, associates or controlling persons, unless such status has ended no less than two years before the date of filing.
- 6) An independent director is not or was not a provider of any professional services including those as a legal consultant or a financial consultant that receives service fees of more than Baht 2 million per year from the Company, its parent company, subsidiaries, associates, major shareholders or controlling persons of the Company, and is not a significant shareholder, a controlling person or a partner of providers of professional services, unless such status has ended no less than two years before the date of filing.
- 7) An independent director is not a director appointed as a representative of director of the Company, major shareholders or shareholders related to the major shareholders.
- 8) An independent director does not undertake any business of the same nature and in competition with the Company or its subsidiaries or is not a significant partner in a partnership or is an executive director, an employee, a staff member, a consultant with monthly salary or holds more than 1 percent of the total number of voting shares of other companies which undertake any business of the same nature and in competition with the Company or its subsidiaries.
- 9) An independent director does not have any other characteristics which can compromise the expression of free views about the Company's business operations.