



**Criteria for proposing the agenda item and nominating the qualified candidate to be elected as directors  
in the 2023 Annual General Meeting of Shareholders**

**1. Objective**

To enhance and adhere to the good corporate governance principles regarding the right and equitable treatment of shareholders, Bound and Beyond Public Company Limited ("**Company**") opens an opportunity for its shareholders to propose the additional agenda item and nominate the qualified candidate to be elected as director in the 2023 Annual General Meeting of Shareholders in advance.

**2. Shareholders eligible for submissions**

Shareholders who wish to propose the additional agenda item and nominate the qualified candidate to be elected as director in the 2023 Annual General Meeting of Shareholders shall have the following qualifications:

- 2.1 Being a holder or a group of holders of the Company's shares;
- 2.2 Holding at least 3 percent shares of the Company's total issued shares; and
- 2.3 Providing evidence to confirm the foregoing qualifications, such as copy of share certificate or the confirmation letter of shareholding from the securities company, or other certificated documents issued by Thailand Securities Depository Company Limited or the Stock Exchange of Thailand.

**3. The proposal of agenda item, and the nomination of qualified candidate to be elected as director**

**3.1 The proposal of agenda item**

The shareholders who possess the qualifications as described in Clause 2 above are entitled to submit "**The form for proposal of agenda item**" to the Company where such form shall clearly clarify the objective of such matter whether for acknowledgement, for consideration or for approval. In this regard, the shareholders are requested to unofficially submit such form to the Board Secretary Department through an email address at [Comsec@boundandbeyond.co.th](mailto:Comsec@boundandbeyond.co.th) and deliver the original document to the address as detailed below together with the evidence to confirm the shareholding as stipulated in Clause 2 and other supporting documents which will be beneficial to the consideration of the Board of Directors (if any). In doing so, all documents shall be delivered to the Company within **February 1<sup>st</sup>, 2023**.

**Board Secretary Department**

Bound and Beyond Public Company Limited

Sindhorn Tower 2, 15<sup>th</sup> Floor, No. 130 – 132, Wireless Road

Lumpini Sub – District, Pathumwan District, Bangkok 10330, Thailand



The Board of Directors reserves its right not to place the following matters as meeting agenda;

- 1) Matters that violate laws, rules, regulations of government agencies or other governing agencies, or that do not comply with the objectives, the Articles of Association, the shareholders' resolution and good corporate governance of the Company;
- 2) Matters that are beneficial for a specific person or group;
- 3) Matters relating to normal business practices of the Company;
- 4) Matters that are beyond the authority of the Company;
- 5) Matters that shareholders have already proposed to the shareholder meetings within the past 12 months, and those given support by less than 10 percent of the total voting shares, given that the factual events have not changed significantly; or
- 6) Other matters that the Board of Directors deems unnecessary or inappropriate to place as meeting agenda.

The Company will specify in the invitation letter that which agenda has been proposed by the shareholders together with the opinion of the Board of Directors. However, in case that the Board of Directors refuses to include any matters in the meeting agenda, the Company will inform the shareholders about such refusal with the reason through its website or other appropriate channels.

### **3.2 The nomination of qualified candidate to be elected as director**

The shareholders who possess the qualifications as described in Clause 2 above are entitled to submit **"The form for nomination of qualified candidate to be elected as director"** together with profile of the nominated candidate to the Company. In this regard, the shareholders are requested to unofficially submit such document to the Board Secretary Department through email address at [Comsec@boundandbeyond.co.th](mailto:Comsec@boundandbeyond.co.th) and deliver the original document to the below address together with the evidence to confirm the shareholding as stipulated in Clause 2 and other supporting documents which will be beneficial to the consideration of the Board of Directors (if any). In doing so, all documents shall be delivered to the Company within **February 1<sup>st</sup>, 2023**.

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The candidate must have qualifications in compliance with the relevant laws and regulations. In this regard, the Nomination and Remuneration Committee will consider the qualifications of the nominated candidate and provide suggestion for supporting the consideration of the Board of Directors in order to further propose to the shareholders' meeting for the consideration and appointment as director.

The Company will specify in the invitation letter that who is the candidate nominated by the shareholders together with the opinion of the Board of Directors. However, in case that the Nomination and Remuneration Committee or the Board of Directors refuses to propose the candidate nominated by the shareholders to the shareholders' meeting, the Company will inform the shareholders about such refusal with the reason through its website or other appropriate channels.