

Guidelines for attending the AGM via Electronic Devices (E-AGM), Identification Documents for Verification, Appointment of Proxies, Voting and Vote Counting

Bound and Beyond Public Company Limited will convene the 2023 Annual General Meeting of Shareholders via Electronic Devices only on Tuesday, April 25, 2023, in which the Company will not prepare the meeting room or provide onsite registration on the meeting day. Thus, all shareholders are requested to attend the meeting via Electronic Device.

The Company has engaged Quidlab Company Limited (**Quidlab**) to be the meeting system provider to provide the service and system for the meeting by Electronic Device. The Shareholders who would like to attend the meeting via Electronic Device, please proceed in accordance with the following guidelines:

Guidelines for attending the AGM via Electronic Devices (E-AGM)

1. For shareholders who wish to attend the E-AGM in person

- 1.1 Please complete, sign and attach the required identification documents for verification of the right to attend the E-AGM as follows:

Individual shareholders

- Registration Form for attending the AGM via Electronic Devices (E-AGM) (**Attachment No. 6**) signed by the shareholders. Please provide **“your e-mail address and mobile phone number”** **clearly** which will be used for the E-AGM registration.
- Valid evidence issued by governmental authorities such as identification card, government officer card, driver’s license, or passport, including the evidence of name or last name’s change (if any).

Juristic person shareholders – The authorized person of the juristic person to attend the E-AGM by him/herself

- Registration Form for attending the AGM via Electronic Devices (E-AGM) (**Attachment No. 6**) signed by the shareholders. Please provide **“your e-mail address and mobile phone number”** **clearly** which will be used for the E-AGM registration.
- Valid evidence documents issued by governmental authorities such as identification card, government officer card, driver’s license, or passport of the authorized person of the juristic person attending the Meeting, certified as true and correct copy by him/her.
- Copy of an affidavit of the juristic person certified as true and correct copy by the authorized person attending the E-AGM, with the statement showing that such authorized person is empowered to act on behalf of such juristic person as the shareholder.

Please submit the Registration Form for attending the AGM via Electronic Devices (E-AGM) together with identification documents as specified above to the Company within April 24, 2023.

via the following channels

Email: comsec@boundandbeyond.co.th

Post: Company Secretary Department,
Bound and Beyond Public Company Limited
No. 130 -132 Sindhorn Tower 2, 15th Floor, Wireless Road,
Lumpini, Pathum Wan, Bangkok 10330.
Phone: 02-028-2626 EXT. 9101-2

- 1.2 When the Company receives all required documents specified in 1.1, the Company will verify the documents in order to confirm the meeting attendance. Once the verification is completed, Quidlab Company Limited, as assigned by the Company, will send you an e-mail with your username, password, and weblink for logging in to the E-AGM system to your e-mail address, which has been provided to the Company.

If the shareholders or proxies are not approved, you will receive an email indicating the underlying reasons, and you will be able to submit additional documents or documents that have been amended.

- 1.3 Please keep the username and password as confidential information which shall be not disclosed to others. The shareholders hereby accept that the attendance, voting, and/or any actions carried out by using such username and password shall be deemed as having been attended and voted by shareholders with legally valid and binding effect.

In the case that the username and password are lost, or you have not received it within April 24, 2023, please contact the Company immediately.

2. For shareholders who wish to appoint a proxy to attend the E-AGM

In the event that shareholders are unable to attend the Meeting on their own, the shareholders can appoint other persons as their proxies to attend the Meeting and vote on their behalf. The Company has provided 3 Proxy Forms in accordance with the forms specified by the Department of Business Development, the Ministry of Commerce, details appeared in **Attachment No. 8**.

Form A. is a general form that is simple and uncomplicated.

Form B. is an explicit form that sets out specific details of authorization.

Form C. is a form to be used specifically by shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository.

The Company has sent the Proxy Form B. together with the notice of meeting. However, shareholders can download Proxy Form A., Form B., and Form C. from the Company's website at www.boundandbeyond.co.th.

2.1 Procedures for the appointment of a proxy, are as follows:

- (1) General shareholders, both individual and juristic person, may choose to use either Proxy Form A. or Form B only.
- (2) Shareholders who are foreign investors and have appointed a custodian in Thailand to be a shared depository and keeper may choose to use either Proxy Form A, Form B, or Form C. only.
- (3) The shareholders, who appoint the proxy, shall appoint only one proxy to attend the Meeting and cast a vote. The shareholders cannot split his/her number of shares into different proxies for separate voting. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.
- (4) The shareholders can appoint either one of the Company's independent directors whose Name and details are provided in **Attachment No. 4**. In case of appointing the independent director as a proxy, the Registration Form for attending the AGM via Electronic Device (E-AGM) (**Attachment No. 6**) is not required to be submitted.

- (5) The proxy form must be correctly and clearly filled in and arranged to be signed by the grantor and the proxy as well as affixed with a Baht 20 stamp duty bearing the crossed-out mark. The completed and executed proxy shall be submitted together with the required documents for the appointment of proxy as specified in clause 2.2 to the Company within April 24, 2023, for verification or by scanning or taking photos and sending to the Company via the following channels:

Email: comsec@boundandbeyond.co.th

Post: Company Secretary Department,
Bound and Beyond Public Company Limited
No. 130 -132 Sindhorn Tower 2, 15th Floor, 132 Wireless Road,
Lumpini, Pathumwan, Bangkok 10330.
Phone: 02-028-2626 EXT. 9101-2

Please be informed that for your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the Meeting.

2.2 Required document for the appointment of a proxy

Individual shareholders to appoint a proxy

- (1) Registration Form for attending the AGM via Electronic Devices (E-AGM) (**Attachment No. 6**) by the proxy.
- (2) One of the Proxy Forms as attached to the Notice to Shareholders (**Attachment No. 7**) (Any type), completely filled up and signed by the grantor and the proxy with the stamp duty affixed in full.
- (3) Copy of valid evidence document issued by governmental authorities such as identification card, government officer card, driver's license, or passport of the grantor, certified as true and correct copy by grantor.
- (4) Copy of valid evidence document issued by governmental authorities such as identification card, government officer card, driver's license, or passport of the proxy, certified as true and correct copy by the proxy.

Juristic person shareholders to appoint a proxy

- (1) Registration Form for attending the AGM via Electronic Devices (E-AGM) (**Attachment No. 6**) signed by the proxy.
- (2) One of the Proxy Forms as attached to the Notice to Shareholders (**Attachment No. 7**) (Any type), completely filled up and signed by the grantor and the proxy with the stamp duty affixed in full.
- (3) Copy of valid evidence document issued by governmental authorities such as identification card, government officer card, driver's license, or passport of the authorized person (as the grantor), certified as true and correct copy by grantor.
- (4) Copy of valid evidence document issued by governmental authorities such as identification card, government officer card, driver's license, or passport of the proxy (as the proxy), certified as true and correct copy by grantor.
- (5) Copy of affidavit certified as true and correct copy by the authorized person as the grantor, with the statement showing that such authorized person is empowered to act on behalf of such juristic person as the shareholder.

For Foreign Investor appointing the Custodian in Thailand

- (1) In case Custodian appointed as depositary by foreign investors, documents as under juristic person clause 2, shall be applied by selecting one of any Proxy Form (either Form A, Form B or Form C) duly filled in and signed by shareholder and proxy;
- (2) In the event custodian has been authorized to sign on a proxy, the following documents shall be produced
 - A power of attorney appointing such custodian to sign on a proxy, and;
 - A confirmation letter that the signatory has been licensed to engage in custodian business.

In case of any changes of Title/ Name/ Surname, a copy of such evidence of such changes, certified as true and correct copy, shall be submitted.

For the foreign language document, if the original supporting documents are not in English, English translation of such documents is required and must be certified as a true translation by the shareholders or the authorized person of the juristic person.

3. In case of Proxy

3.1 Proxies must vote as specified by the grantor in the proxy form only. If the proxy's vote on any agenda is not as defined in the proxy form, it shall be deemed invalid and shall not be regarded as the shareholder's vote.

3.2 If the grantor does not specify his or her intention to vote on any item on the agenda in the proxy form or it is not clearly stated, or in case the meeting considers or passes a resolution on any matter other than that specified in the proxy form, including in cases of change or addition of any facts, proxies are entitled to consider and vote on their behalf as they deem appropriate.

- **Meeting Registration**

The commencement for registration to attend the Meeting will start from 13.00 hrs. **However, the streaming live/ live broadcast will begin at 14.00 hrs. only.**

- **Voting**

1. As this meeting is conducted via electronic devices, the ballots for voting will not be printed.
2. A vote in each agenda shall be made openly and one share shall be entitled to one vote. Shareholder or proxy shall make only one vote for "Approve", "Disapprove", or "Abstain". For the shareholders who do not vote on any agenda, the system will automatically count your vote as "Approve". The vote is not allowed to be split unless the Custodian votes.
3. In Case of Proxy
 - 3.1 The Proxy shall solely vote in accordance with the authorization by the grantor as specified in the Proxy Form. Any vote not in accordance with the Proxy Form is invalid and shall not be counted as the vote of the shareholder.
 - 3.2 In case the shareholder does not specify the authorization or the authorization is unclear, the Meeting considers any agenda other than which specified in the Proxy Form, or there is any change of fact, the Proxy shall be authorized to consider and vote such matter as it may deem appropriate.

● **A resolution of the meeting of shareholders shall be made by the following votes:**

1. In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes.
2. Other cases in which the law or the Company's Articles of Association stipulated otherwise: the resolution shall conform to the law or the Company's Articles of Association which the Chairman shall inform the Meeting before voting in each agenda.
3. In the event of a tie vote, the Chairman of the Meeting an additional vote as a casting vote.
4. A shareholder who has any special interest in a resolution cannot vote on such a resolution.

Please carefully read **the E-AGM user manual**, which will be sent with your username and password, by email from Quidlab.

If you have any technical queries or problems in using/ accessing the E-AGM system before or during the Meeting, **please contact Quidlab** via the following channels:

Tel: 02-013-4322 or 080-008-7616

Email: info@quidlab.com Or other channels specified in the email sent by Quidlab