



Criteria for proposing the agenda and nominating the qualified person to be appointed as directors in the 2024 Annual General Meeting of Shareholders

1. The objectives

In order 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 and nominate the qualified person to be appointed as director in the 2024 Annual General Meeting of Shareholders in advance.

2. The shareholders eligible for proposing

The shareholders who wish to propose the additional agenda and/or nominate the qualified person to be appointed as director in the 2024 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 of the Company’s total issued shares;

In this regard, it is required to provide the evidences confirming the foregoing qualifications, such as the copy of share certificate or the shareholding confirmation documents issued by the securities company or Thailand Securities Depository Company Limited.

3. The proposal of agenda and the nomination of qualified person to be appointed as director

3.1 The proposal of agenda

The shareholders possessing the qualifications as described in Clause 2 above are entitled to submit “**The form for proposal of agenda**” to the Company, where such form shall clarify the objective of such matter clearly that it is proposed for acknowledgement or consideration. In this regard, it is requested to submit such form, together with the evidences to confirm the shareholding as described in Clause 2 and other supporting documents which will be beneficial to the consideration of the Board of Directors (if any), to the Company Secretary Department through an email address at Comsec@boundandbeyond.co.th, or to deliver those documents to the following address. In doing so, the documents shall be submitted or delivered to the Company **by 31st January 2024**.

Company Secretary Department

Bound and Beyond Public Company Limited

Sindhorn Tower 2, 15th Floor, No. 130 – 132, Wireless Road

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

The Board of Directors reserves its right to not include the following matters in the meeting agenda;

- 1) The matters that violate laws and/or criteria of government agencies and/or governing agencies, and/or that do not comply with the Company’s objectives and/or Articles of Association and/or resolution of shareholders;



- 2) The matters that are beneficial for the specific person and/or group of persons;
- 3) The matters relating to normal business operation of the Company;
- 4) The matters that are beyond the authority of the Company;
- 5) The matters that shareholders have proposed to the shareholders' meeting within the past 12 months and was given support by less than 10 percent of the total voting shares, given that the factual events have not changed significantly;
- 6) The other matters that the Board of Directors deems unnecessary and/or inappropriate to include in the meeting agenda.

The Company will inform that which agenda has been proposed by the shareholders, by indicating in the invitation letter together with the opinion of the Board of Directors and informing in the 2024 Annual General Meeting of Shareholders. 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 and will inform in the 2024 Annual General Meeting of Shareholders as well.

3.2 The nomination of qualified person to be appointed as director

The shareholders who possess the qualifications as described in Clause 2 above are entitled to submit **“The form for nomination of qualified person to be appointed as director”**, together with profile of the nominated person, to the Company. In this regard, it is requested to submit such form, together with the evidence to confirm the shareholding as described in Clause 2 and other supporting documents which will be beneficial to the consideration of the Board of Directors (if any), to the Company Secretary Department through an email address at Comsec@boundandbeyond.co.th, or to deliver those documents to the following address. In doing so, the documents shall be submitted or delivered to the Company **by 31st January 2024**.

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The candidate shall possess qualifications in compliance with the relevant laws and criteria of the government agencies and/or governing agencies. In this regard, the Nomination and Remuneration Committee will consider the qualifications of the nominated person 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 inform that who is the candidate nominated by the shareholders, by indicating in the invitation letter, together with the opinion of the Board of Directors and informing in the 2024 Annual General Meeting of Shareholders. However, in case that the Nomination and Remuneration Committee or the Board of Directors refuses to propose such candidate to the shareholders' meeting, the Company will inform the shareholders about such refusal with the reason through its website and will inform in the 2024 Annual General Meeting of Shareholders as well.