

Criteria and Procedures for Directors Nomination for  
the Annual General Meeting of Shareholders Year 2024

**1. Objective**

To be accordance with the Good Corporate Governance regarding the right of shareholder as well as fair and equitable treatment of shareholders, BBGI Public Company Limited ("the Company"), provides the right to shareholders to nominate qualified candidate director for election in advance according to the Company's criteria and procedures.

**2. Shareholder's Qualification**

Shareholders who require to nominate qualified candidate director for election must be qualified as follows:

2.1 Being one or more shareholders of the Company.

2.2 Holding total shares proportion as follows:

2.2.1 At least 0.1% of the total number of shares sold of the Company and continuously hold those shares for at least 6 months until the date of proposing the candidate director in the shareholders' meeting; or

2.2.2 At least 5% of the total number of shares sold of the Company

**3. Nomination of Directors**

3.1 Prohibited Qualification and Characteristic of Nominated Director

(1) Duly qualified and have no prohibited characteristic in accordance with the Public Limited Company Act, the Securities and Exchange Act, the Company's Articles of Association and the Good Corporate Governance policy of the Company.

(2) Being leadership, wide vision, moral, ethical and having good work experience.

(3) Being expert with knowledge, capability and experience that benefit to the Company's business.

(4) Interesting in the Company's business and be able to devote sufficient time to the Company. For candidate who had ever been director before, their performance as director in the past will be taken into consideration.

(5) Not being a member of political office, house of representative, senator, local assemblymen or local administrators, or officer or any person holding any position of political party.



### 3.2 Consideration Procedure

(1) Qualified shareholders to be complied with clause 2 above must complete and submit the attached Director Nomination Form, or the proposal may be submitted unofficially information via E-mail of the Legal and Company Secretary Office: [BBGI-Secretary@bbgigroup.com](mailto:BBGI-Secretary@bbgigroup.com) before delivery the original of Director Nomination Form and supporting documents to the Board of Directors as follow:

- The evidence of share ownership i.e. shareholding certificates issued by a registered securities company, or other certificated documents issued by the Thailand Securities Depository Company Limited or the Stock Exchange of Thailand.

- The written consent from a candidate to be nominated.

- The evident of nominated candidate for consideration of qualification i.e. Curriculum Vitae including the education background and work experience together with any support documents which will benefit to consideration process (if any).

All original documents should be submitted to the Company within 31 December 2023 at following address:

The Legal and Company Secretary Office

BBGI Public Company Limited

Head Office No. 2098, M Tower Building, 5th Floor, Sukhumvit Road,

Phra Khanong Tai, Phra Khanong, Bangkok 10260 Thailand

(2) In case of group of shareholders with fully qualified as criteria clause 2 above jointly submit director nomination proposal, the first shareholder must complete and sign the Director Nomination Form, while all other shareholders must complete only part 1 and 2 of the Director Nomination Form and sign separately, and then together submit the completed Director Nomination Form and support documents (if any) to the Board of Directors.

(3) In case of qualified shareholder or a group of shareholders as criteria clause 2 above would like to nominate multiple directors, the shareholders must use separate Director Nomination Form and support documents and evident for each candidate.

(4) The Corporate Secretary will initially review the proposal of nominated candidates, and then propose to the Nomination and Remuneration Committee and the Board of Directors for consideration respectively. The qualified nominated candidate who is considered and selected by the Board of Directors will be proposed to the Annual General Meeting of Shareholders in 2024 together with the Board of Directors' opinion. In term of unapproved candidate, the Company will inform the Shareholders with the reason of the Board of Directors immediately or the next working day after the Board of Directors' Meeting through SETportal and the Company's website.

PS

**Director Nomination Form**

(1) I am (Mr./Mrs./Miss)....., being shareholder of BBGI Public Company Limited, holding.....shares, residing at..... Road....., District....., Province....., Mobile Phone Number ..... Home/Office Phone..... E-mail (if any) .....

(2) I would like to nominate (Mr./Mrs./Miss) ..... Age.....years who is duly qualified in accordance with the criteria of the Company to be the election director. The candidate’s written consent to nomination together with documents to proof the qualification i.e, curriculum vitae, and additional support documents (if any) have been enclosed and duly certified at every page, ..... pages in total.

I hereby certify that the information provided in this forms, shareholding evidence, candidate’s written consent to nomination, and additional support documents are true and correct. Therefore, as evidence, I have signed the name as below:

.....Shareholder  
(.....)  
Date.....

(3) ) I am (Mr./Mrs./Miss) ....., a candidate proposed to be nominated for election as a director in accordance with clause 2 above, hereby consent to my nomination, certify that I am fully qualified in accordance with clause 3.1 of the Criteria and Procedures for Directors Nomination, and agree to undertake the Good Corporate Governance practice of the Company. Therefore, as evidence, I have duly signed my signature below.

..... Candidate  
(.....)  
Date.....

Remark The shareholders must enclose the personal documents with Director Nomination Form as follows:

1. Evidence of shareholding, i.e. shareholding certificates issued by a registered securities company or other certificated documents issued by the Thailand Securities Depository Company Limited or the Stock Exchange of Thailand.
2. Personal documents, i.e. the shareholder as an individual must enclose a copy of identification card or passport (in case of foreigner) with certified true copy; while juristic person must enclose a copy of certificate of company registration not over 3 months and copy of identification cards or passports (in case of foreigner) of the authorized director, who sign this form with certified true copy.
3. Shareholders can submit Director Nomination Form unofficially via the Company Secretary’s email address at [BBGI-Secretary@bbgigroup.com](mailto:BBGI-Secretary@bbgigroup.com) before delivery the original form to the Company.
4. The original Director Nomination Form must be submitted to the Company within 31 December 2023 for the Nomination and Remuneration Committee and the Board of Directors to consider in accordance with the Company criteria and to propose to the Annual General Meeting of Shareholders in 2024 respectively.

