

Criteria and Procedures for Proposing Agenda Item for
the Annual General Meeting of Shareholders Year 2025

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 propose an agenda item for the Annual General Meeting of Shareholders (AGM) in advance according to the Company's criteria and procedures.

2. Shareholder's Qualification

Shareholders who require to propose agenda item must be qualified as follows:

2.1 Being one or more shareholders of the Company.

2.2 Holding total share 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 agenda; or

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

3. Proposal of Agenda Item(s)

3.1 The proposal that will not be considered to be the AGM's agenda

(1) A proposal that defined in the Section 89/28 of the Securities and Exchange Act B.E. 2535 and the Notification of Capital Market Supervisory Board.

(2) A proposal that violates to the law, rules, regulations of government agencies or other governing agencies or does not comply with the objective, the article of association, the shareholders' resolution, and the Good Corporate Governance practice of the Company.

(3) A proposal that is beneficial for specific person or a group of people.

(4) A proposal that is under power and authority of the Board of Directors unless it causes the significant effect on shareholders.

(5) A proposal that was already undertaken.

(6) A proposal that provide incomplete or inaccurate information or submit after the deadline or a proposal that the Company is unable to contact the shareholders who submit the proposal.

(7) A proposal that is proposed by shareholders who are not fully qualified in accordance with the Company's provision.

3.2 Consideration Procedure

(1) Qualified shareholders to be complied with clause 2 above must propose the agenda item by using the Agenda Item Proposal Form as attached herewith, or the proposal may be submitted unofficially information via Email of the Legal and Company Secretary

A small, handwritten signature in blue ink, appearing to be a stylized 'R' or similar character.

Office: BBGI-Secretary@bbgigroup.com before sending the original of the Agenda Item Proposal Form and support documents to the Board of Directors later.

In addition, qualified shareholders must complete and sign the Agenda Item Proposal Form together with evidence of share ownership as criteria clause 2 above, 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, as well as any support documents which will benefit to consideration process (if any). All original documents should be submitted to the Company within 31 December 2024 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 propose agenda item, the first shareholder must complete and sign the Agenda Item Proposal Form, while all other shareholders must complete part 1 and 2 of the Agenda Item Proposal Form and sign separately, and then together submit the completed Agenda Item Proposal 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 propose multiple agenda items, the shareholders must use separate the Agenda Item Proposal Form and support documents for each agenda item.

(4) The proposal that is considered and approved by the Board of Directors will be proposed to the AGM together with the Board of Directors' opinion. In term of unapproved agenda item, 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.



Agenda Item Proposal 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 address (if any)

(2) I wish to propose agenda item for the Annual General Meeting of Shareholders Year 2025. Subject.....

(3) the proposal is for consideration.....
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and have supporting information which is benefit for consideration process (such as fact or rationale etc.)
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and additionally support documents (if any) have been enclosed and certified as a true copy at every page, pages in total.

I hereby certify that the information provided in this form, shareholding evidence and all supporting documents are correct. Therefore, as evidence, I have signed my signature below:

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

Remark The shareholders must enclose the personal documents with Agenda Item Proposal 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 person must enclose a copy of identification card or passport (in case of foreigner) with certified true copy; while juristic person must enclose a copy certificate of company registration not over 3 months and copy of identification cards or passports (in case of foreigner) of authorized directors, who sign this form with certified true copy.
3. Shareholders can submit Agenda Item Proposal Form unofficially via the Company Secretary’s email address at BBGI-Secretary@bbgigroup.com before delivery the original form to the Company.
4. The original Agenda Item Proposal Form must be submitted to the Company within 31 December 2024 for the Board of Directors to consider in accordance with the criteria and propose to the AGM 2025

