



## **Procedures**

### **The opportunity for shareholders to have the right to propose additional agenda for Annual General Meeting and to nominate candidate for director position of year 2023 in advance.**

#### **1. Right for shareholders equally policy**

Business Online Public Company Limited (BOL) has policy to ensure the equal right to all shareholders; especially, the minority shareholders are entitled to propose additional agenda for Annual General Meeting and to nominate candidate for director position of year 2023 in advance. These procedures are to give the opportunity for shareholders, in addition to the right for shareholders under The Articles of Association of company and according to the relevant laws.

#### **2. Objectives**

##### **2.1. To adhere to the best practice of the good corporate governance;**

2.1.1. To give an opportunity and comfort to the minority shareholders propose issues to agenda in advance prior to Annual General Meeting date

2.1.2. To give an opportunity and channel for the minority shareholders to nominate candidate who is qualified to be director.

#### **3. Procedures**

##### **3.1. Criteria for proposal**

3.1.1. Qualifications of shareholders who have the right to propose an issue on the Annual General Meeting agenda or nominate candidate for director position as following:

3.1.1.1. Must have at least 0.10% of the company's paid-up shares

3.1.1.2. Shareholders are either a single or several shareholders combined and has continuous holding period until the agenda proposal date of at least 12 months. Shareholders must also provide evidence of the shareholding; certificate of Securities or Thailand Securities Depository Co., Ltd. or Stock Exchange of Thailand (SET) or other documents that show the securities holding including copy of shareholder's identification card.

3.1.1.3. To acknowledge what is the objective of agenda for consideration or approval.

3.1.1.4. Detail of issue must be explained facts, reasons and issues to consider.

3.1.1.5. The name, address and telephone number for the convenience contact of shareholders

3.1.1.6. The certificate showing that such shareholder shall hold shares in aggregate not less than 0.10% of the total shares of the company on the date of proposing agenda and director candidate.

##### **3.2. In case of nomination for director appointment, should have at least information :-**

##### **3.2.1. Background or information of nominate candidate for director appointment.**

3.2.1.1. Basic Information; The name, age, work experience, education background, company shareholding and picture, etc.

3.2.1.2. Position in competing business or companies whose business is related to the business of the company significantly. (if any)

3.2.1.3. Letter of consent of nominate candidate who proposed to director appointment.

##### **3.2.2. Qualifications of nominate candidate to be a director.**

- 3.2.2.1. Highly qualified and possess none of the characteristics prohibited under the Public Company Limited.
  - 3.2.2.2. Knowledgeable, capable and possess a variety of skills and working experiences that are beneficial for the Company
  - 3.2.2.3. Leadership and have ability to control the management of executive committee effectively.
  - 3.2.2.4. Having and interest in the Company's business with dedication of time to perform the duty.
  - 3.2.2.5. Not being a political official, director or official of a political party.
4. The channel to propose issues:
 

Send the original and all related document to company's address as followed:  
 Company Secretary  
 Business Online Public Company Limited  
 1023 MS Siam Tower, 28th Floor, Rama 3 Road,  
 Chong Nonsi, Yannawa, Bangkok 10120
5. Period of giving an opportunity to propose issue 1-31 December 2022 (On the day of postmark is important)
6. Form
  - 6.1. 2023 Ordinary Shareholders Meeting Agenda Propose Form  
 In case that propose issue to be the agenda in shareholder meeting
  - 6.2. 2023 Ordinary Shareholder Meeting Director Candidate Proposal Form  
 In case that propose nominate candidate for director
7. The proposal that will not be placed on the agenda
  - 7.1. The proposal that violates to the law, rules, regulations of government agencies or other governing agencies or and not complied with to objective, the article of association, the shareholders' resolution, the good corporate governance of the company.
  - 7.2. The proposal that is beneficial for specific person or group.
  - 7.3. The proposal that is the power and authority of the company unless it caused the significant effect on the shareholder in general.
  - 7.4. The proposal that the company has already operated.
  - 7.5. The proposal that is beyond the control of the company.
  - 7.6. The proposal that the shareholders already proposed in shareholders' meeting within the past 12 months and were supported by less than 10% of total voting shares, provided that the facts of said matter have not yet changed significantly.
  - 7.7. The proposal that the information shareholders provided is incomplete or incorrect.
  - 7.8. The proposal that the shareholders who do not fulfill criteria, do not provide adequate documents, or does not propose the agenda during the proposal period.
  - 7.9. The audit committee will consider the proposal before proposing to the board of director.
8. The proposal that will be placed on the additional agenda
  - 8.1. The proposal that directors consider the appropriate to place on agenda of shareholder meeting that will be informed in letter of invitation. The director will give opinion on the agenda that an issue is proposed by shareholders.
  - 8.2. For any issues that are not approved by Board of Director, the company will inform shareholders to acknowledge and explain the reason on website of the company. Also inform this disclosure through the channel of the Stock Exchange of Thailand (SET) and inform once on the date of meeting.