

## **Criteria to Propose AGM Agenda**

### **1. Objective**

Bangkok Insurance Public Company Limited realizes the importance of shareholders to be equally treated, in accordance with the good corporate governance practices. The Company therefore encourages shareholders to propose in advance the appropriate agenda(s) and/or qualified candidate(s) to be nominated for director position as an agenda of the Annual Ordinary General Meeting of Shareholders (AGM). The Board of Directors will consider the proposed agenda and if appropriate will be included as an agenda of the AGM.

### **2. Term of Proposal**

Shareholders are able to propose agenda(s) for the 30<sup>th</sup> AGM (to be held on April 2023) **from 1 October 2022 – 31 December 2022**

### **3. Rule and Procedures for Shareholder to Propose AGM Agenda**

#### **3.1 Qualification of shareholders**

Shareholders who wish to propose the AGM agenda(s) and/or qualified candidate(s) for director position must be the Company's shareholders holding minimum shares of 10,000 shares at the date proposing the AGM agenda(s) and/or qualified candidate(s) for director position either one shareholder or combined shareholders.

#### **3.2 Condition for proposing AGM**

3.2.1 Qualified shareholders as described in clause 3.1 should propose the AGM agenda(s) and/or qualified candidate(s) for-director position in advance before the AGM will be held, normally in April every year. The Company therefore encourages the shareholders to propose agenda(s) at any time from October to December each year.

3.2.2 If combined shareholders propose agenda(s), every shareholders must provide their personal information and signature in the AGM Agenda Proposal Form and their required supporting documents. The documents of every shareholders must be altogether send to the Company.

#### **3.3 Proposed Agenda**

##### **3.3.1 General Agenda**

##### **3.3.2 Nominated Director Election Agenda**

Candidates must have the qualifications in compliance with related laws and regulations as follows:

- The Office of the Securities and Exchange Commission, Thailand
- The Stock Exchange of Thailand
- The Non-Life Insurance Act B.E. 2535
- The Public Company Limited Act B.E. 2535
- The Securities and Exchange Act B.E. 2535
- The Company's Articles of Association

#### **3.4 Details of support information and documents required for a proposed agenda**

3.4.1 Shareholders must enclose the following documents together with the original of the AGM Agenda Proposal Form (as enclosed herewith);

(1) the evidence of shares held, such as a copy of certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Company Limited.

(2) the evidence of every shareholder who have unified the proposal

a) in case shareholders are individual, copy of official identity card or copy of passport (in case of non-Thai nationality) must be enclosed and certified true copies by the shareholder.

b) in case shareholders are legal entities, copy of the company affidavit or other identification of its legal entity status issued by the Registrar Office and copy of identity card or copy of passport (in case of non-Thai nationality) of authorized director is required to enclose and certify true copies by such shareholder.

(3) the letter of consent of qualified candidate for director position (as enclosed herewith) and other support documents, such as educational certificate, training certificate, working experience (resume) and shares certificate. (for the Nominated Director Election Proposed Agenda only)

3.4.2 The completed Proposed Agenda to the AGM Form and supporting documents as stipulated in 3.4.1 should be sent to the following address:

<p><b>Company Secretary</b> Bangkok Insurance Public Company Limited 25 Bangkok Insurance Building, 5<sup>th</sup> Floor, Sathon Tai Road, Thung Maha Mek Sathon, Bangkok, Thailand 10120</p>
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3.4.3 Shareholders are able to unofficially propose agenda(s) by filling out the AGM Agenda Proposal Form (online) as appeared in [www. bangkokinsurance.com](http://www.bangkokinsurance.com). However, shareholders must also send the completed Proposed Agenda on the AGM Form (as attached herewith) together with other supporting documents as stipulated in 3.4.1 to the address as stipulated in 3.4.2

### **3.5 The Company's consideration to approve the proposal**

The proposal approved by the Company along with the Board of Directors' opinion will be included in the AGM agenda. The decision of the Board shall be final.

For the proposal disapproved by the Board of Directors, the Company shall inform the shareholders with the reason of the refusal.