

BANGCHAK SRIRACHA PUBLIC COMPANY LIMITED

Procedures for Proposing Agenda Items for Annual General Meeting and Nomination of Directors

Bangchak Sriracha Public Company Limited ("**Company**") will hold its Annual General Meeting of Shareholders ("**AGM**") in April of every year. At the AGM, a number of directors will retire by normal rotation. The purpose of this memorandum is to describe the procedures and criteria for shareholders to submit proposals for inclusion in the AGM Agenda and for shareholders to submit nominations for directors for election to replace those retiring.

1. Shareholder Eligibility Criteria for Submissions

To qualify to submit agenda proposals or director nominations, a shareholder or a group of shareholders collectively submitting such proposals or nominations must, at the time of such submission, hold shares in the Company representing at least 5% of the total voting rights of the Company.

2. Proposal of Agenda Item(s)

- 2.1 Shareholders satisfying the criteria in item 1 above and wishing to propose agenda items must complete and submit the attached Agenda Item Proposal Form (**Form A**) together with the requisite supporting documents, the accuracy of which should be duly certified. The form must clearly indicate whether the matter proposed is for information only, or for consideration only by the shareholders, or for approval by the shareholders, and shall include details of the proposed matter.
- 2.2 The Company will not include in the AGM agenda inappropriate proposals such as the following:
 - 2.2.1 A proposal that does not comply with the rules specified in paragraph 2.1 above;
 - 2.2.2 A proposal that relates to the normal business operations of the Company and the facts provided by the shareholders do not indicate reasonable suspicion of an irregularity in respect to such matter;
 - 2.2.3 A proposal that is beyond the control of the Company;
 - 2.2.4 A proposal that was submitted to the shareholders meeting for its consideration within the previous twelve (12) months and received the supporting votes of less than 10 percent of the total number of the voting rights of the Company, unless the facts supporting the proposal have significantly changed; or
 - 2.2.5 A proposal specified in the notification of the Capital Market Supervisory Board

3. Nomination of Directors

- 3.1 Shareholders satisfying the criteria in item 1 and wishing to nominate candidates for election as directors must complete and submit the attached Director Nomination Form (**Form B**) together with the requisite supporting documents, the accuracy of which should be duly certified.
- 3.2 Persons nominated as candidates for election as directors and/or independent directors must possess the following qualifications:
 - 3.2.1 Duly qualified in accordance with the provisions of the Public Limited Company Act, the Securities and Exchange Act B.E. 2535 (as amended), Notification of the Capital Market Supervisory Board, and the Stock Exchange of Thailand in relation to qualifications of director and/or independent directors (as the case may be); and
 - 3.2.2 Knowledgeable in matters pertaining to the Company's area of business

4. Manner of and Period for Submission

- 4.1 Shareholders submitting Form A or Form B must furnish evidence of ownership of all shares held, such as certificates of shares issued by a registered securities company, or a certificate issued by the Stock Exchange of Thailand or Thailand Securities Depository Company Limited evidencing such ownership. Where a shareholder is a registered business, a copy of the certificate of commercial registration must also be enclosed.
- 4.2 Where a group of individual shareholders collectively submit a joint agenda proposal, or a joint director nomination proposal, each shareholder must separately complete and sign the relevant Form, the same agenda proposal or director nomination should be entered into each Form, and the Forms should be consolidated and submitted together as a set under cover of a letter describing the joint proposal.
- 4.3 Where a shareholder or a group of shareholders would like to propose multiple agenda items or nominate multiple directors, separate forms should be utilized for each agenda item or for each nomination.
- 4.4 Where shareholders have changed their titles or names from those appearing in the share ownership documents, suitable evidence of such name or title change, duly certified as true shall be provided.
- 4.5 Qualified shareholders shall submit their proposal forms to the Company by Fax or by letter marked to the attention of:
- Investor Relations/Company Secretary
Bangchak Sriracha Public Company Limited
3195/21-29, Rama IV Road, KlongTon
Klong Toey District, Bangkok 10110
Email: bsrcIR@bangchak.co.th
- 4.6 The duly completed original proposal forms along with all supporting documents should reach the Company by 5 pm on February 1, 2024. Proposals submitted after this deadline will not be considered.
- 4.7 The Company will not consider any proposal that is incomplete or inaccurate or not consistent with the instructions provided in this memorandum, or where the shareholder/s submitting the proposal cannot be contacted.

5. Consideration of Proposals

The Board of Directors will consider all agenda proposals and director nominations that are submitted in accordance with this memorandum and that meet the criteria set out in this memorandum. The decision of the Board of Directors shall be final and conclusive. If a proposal is turned down, the Company will provide an explanation of such refusal in the AGM.

AGENDA ITEM PROPOSAL FORM
Annual General Meeting of Shareholders for Year
of
Bangchak Sriracha Public Company Limited

Date:

Name of Shareholder:

Address:
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Telephone:

Facsimile (if any):

Email Address (if any)

Number of shares held: Shares as of

Proposed Agenda Item:
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Objectives: (For information, for consideration, or for approval)
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Basis and Support Information:
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By my signature below, I hereby certify that the information provided in this form and in the attached documents are true and correct.

(Signed) _____ Shareholder
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DIRECTOR NOMINATION FORM
Annual General Meeting of Shareholders for Year
of
Bangchak Sriracha Public Company Limited

Date:

A. Shareholder's Information

Name of Shareholder:

Address:

Telephone:

Facsimile (if any):

Email Address (if any)

Number of shares held: Shares as of

B. Information on Proposed Qualified Candidate:

1. Names of Proposed Qualified Candidate:

2. Nationality:

3. Date of Birth:

4. Address:

5. Occupation/Office:

6. Education: (Please identify name of institution(s) and relevant B.E. year)

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7. Working Experience during the past 5 years: (Please identify name of institution(s) and relevant B.E. year)

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8. Shareholding(s) in the Company

8.1 Qualified Candidate: Shares as of

8.2 Spouse: Name: Shares as of

8.3 Minor Children Name: Shares as of

8.4 Juristic person(s) Name:
 considered a Shares as of
 "Related Person" in
 accordance with the
 Securities and
 Exchange Act
 and/or Notifications
 of the Securities and
 Exchange
 Commission and/or
 Capital Market
 Supervisory Board

9. Having an direct or indirect interest in the Company, its subsidiaries, associated companies and related companies (please specify nature of the transaction and characteristics of such interests, including transaction value)

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10. Shareholding and directorships in subsidiaries, associated companies and related companies of the Company (in case of shareholding, please specify company's names, number of shares held, percentage of shareholding or in case of being director, please specify company's name)

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11. Shareholding, partnership, or directorship in a company which operates a business of similar nature with the Company and which and is in competition with the Company (please specify partnership's name, company's name, number of shares held, percentage of shareholding and its nature of business)

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By my signature below, I hereby certify that the information provided in this form and in the attached documents are true and correct.

(Signed) _____ Shareholder
 (_____)

Remarks

The shareholder submitting Form B must additionally enclose:

- (i) a copy of the identification card or passport (in the case of a non-Thai national) of the proposed qualified candidate duly certified as a true and correct copy of such identification card or passport by such proposed qualified candidate, and
- (ii) his/her consent to the nomination as director for election in the form attached to this Form B.

**Consent and Certification
Of
Qualified Candidate Nominated for Election of Director**

I, _____, a candidate proposed to be nominated for election as a director of Bangchak Sriracha Public Company Limited at the Annual General Meeting of Shareholders for year _____ of Bangchak Sriracha Public Company Limited, hereby consent to my nomination for election as director, and certify that all information specified in the Director Nomination Form (Form B) and other supporting documents are true and correct.

(Signed) _____ Candidate's Signature
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