

## **Procedure to propose meeting agenda and director nomination for the 2022 Annual General Meeting of Shareholders - BLA**

In order to comply with the principles of Good Corporate Governance to ensure that all shareholders are fairly and equitably treated, Bangkok Life Assurance Public Company Limited ("Company") has set up the criteria for shareholders to propose the agenda and nominate the director in advance by the following criteria and methods:

### **1. Proposal of the Agenda**

- 1.1 Shareholders wishing to propose the agenda must be the shareholders of the Company at the date proposing the agenda holding a minimum of five percent of the total shares issued by Company, which can be either owned by one shareholder or combined shareholders.
- 1.2 Shareholders possessing the qualifications as specified in 1.1 above must complete the "Agenda Proposal Form for 2022 Annual General Meeting of Shareholders" and submit required documents and evidences to the Company Secretary or E-mail address of [companysecretary@bangkoklife.com](mailto:companysecretary@bangkoklife.com) from now until December 31, 2021 to make proposal to the Board of Directors.
- 1.3 If many shareholders have unified to propose the agenda, to must complete the "Agenda Proposal Form for the 2022 Annual General Meeting of Shareholder" and sign their names together as evidence.
- 1.4 Criteria for the Agenda Proposals that will not be accepted:
  - 1.4.1 Matters defined in Section 89/28, of the Securities and Exchange Act (No. 4) B.E. 2551<sup>1</sup>
  - 1.4.2 Matters that violate the laws, rules, regulations of government agencies and other governing agencies or that are not complied with the objectives, the Articles of Association, the Shareholders' resolution and the Good Corporate Governance of the Company.
  - 1.4.3 Matters that the Company has already implemented.
  - 1.4.4 Matters proposed by the shareholder who fill in incomplete or incorrect information or is unable to contact or do not follow the Criteria required by the Company.
  - 1.4.5 Matters proposed for personal benefits or special benefits for particular group of persons.
- 1.5 In the case that the Board of Directors approves the proposed matters, the Company will include those matters in the meeting agenda remarked as "agenda from shareholders" in the notice to shareholders.
- 1.6 In the case that the Board of Directors denies the proposed matters, the Company will report those matters for acknowledgement and provide rationales at the Annual General Meeting of Shareholders.

### **2. The Nomination of the Director**

- 2.1 Shareholders wishing to propose any candidate for being a director must be the shareholders of the Company at the date proposing the candidate.

<sup>1</sup> Matters defined in Section 89/28, Paragraph 2 of the Securities and Exchange Act (No.4) B.E. 2551 are as follows:

- (1) The proposal does not comply with rules as specified in the first paragraph (A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the company);
- (2) The proposal is relevant to the ordinary business operation and the fact given by the shareholder does not indicate any reasonable ground to suspect the irregularity of such matter;
- (3) The proposal is beyond the company's power to produce the proposed result;
- (4) The proposal was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;
- (5) Any other cases as specified in the notification of the Capital Market Supervisory Board.

- 2.2 Shareholders possessing the qualifications as specified in 2.1 above must complete the "Director Nomination Form for 2022 Annual General Meeting of Shareholders" and submit required documents and evidences to Company Secretary or E-mail address of [companysecretary@bangkoklife.com](mailto:companysecretary@bangkoklife.com) from now until December 31, 2021 to make proposal the Nomination and Remuneration Committee to consider before passing to the Board of Directors.
- 2.3 If many shareholders have unified to propose the candidate, to must complete the "Director Nomination Form for the 2022 Annual General Meeting of Shareholder" and sign their names together as evidence.
- 2.4 Any candidate to be proposed for being a director must possess the following key qualifications and does not have prohibited characteristics:
  - 2.4.1 Possessing the required qualifications and not having prohibited characteristics of a director according to the Life Insurance Act, Public Limited Companies Act, the Securities and Exchange Act, and the Good Corporate Governance of the Company;
  - 2.4.2 Having knowledge and skill in the areas significantly beneficial to the Company;
  - 2.4.3 Does not serve as directors of more than 4 other listed companies.
- 2.5 The candidate agreed by the Board will be included in the Agenda and remarked as "proposed by shareholders" in the notice to shareholders.

Note If you have any questions, please contact Company Secretary Section, Bangkok Life Assurance Public Company Limited, 1415 Krungthep-Nonthaburi Road, Wongsawang, Bangsue, Bangkok 10800 E-mail address: [companysecretary@bangkoklife.com](mailto:companysecretary@bangkoklife.com) Tel: 0-2777-8845 Fax: 0-2777-8899