(English Translation)

Criteria for Shareholders to Propose AGM Agenda Items

and to Nominate Candidates for Director Election of the Company

Objective

Boutique Corporation Public Company Limited ("**the Company**") recognizes importance of the shareholders' rights and the equitable treatment to all shareholders. In order to comply with the Securities and Exchange Act, B.E. 2535, Notification of Capital Market Supervisory Board and Good Corporate Governance principles, the Company would like to invite shareholders to propose matter(s) to be included as agenda items and to nominate candidate(s) to be elected as director of the Company for the 2025 Annual General Meeting of Shareholders ("**AGM**") according to the Company's criteria as follows:

1. **Qualifications of Shareholder**
   1.1. Being the Company's shareholder either individually or collectively.
   1.2. Holding shares and entitled to vote in aggregate not less than 5 percent of the total voting rights of the Company.
   1.3. Holding shares in proportion as specified in clause 1.2 on the date of proposing agenda items and/or nominating director.
2. **Proposal of the Agenda Items**
   2.1. The shareholder who is fully qualified as defined in clause 1 must completely fill in the "Agenda Proposal Form" and submit the Form together with the required documents to the Company from 1 November 2024 to 31 January 2025 through the channels specified in clause 4.
   2.2. The Board of Directors shall consider the appropriateness of the proposed agenda items and reserve the right not to include the following matters as agenda items of the meeting:
      a. Matters that violate the laws, notifications, rules, and regulations of government agencies or regulatory agencies, or that are not in compliance with the objectives, the Articles of Association, the shareholders' resolutions, or the good corporate governance of the Company;
      b. Matters that are related to the Company's normal business operation and the fact given by the shareholder does not indicate the reasonable causes of doubts regarding the irregularity of such matters;
      c. Matters that are beyond the Company's power to proceed with;
      d. Matters that were proposed to the shareholders' meeting for consideration within the past 12 months and obtained the affirmative vote of less than 10 percent of the total voting rights, unless the fact of the said matters has materially changed from the fact proposed to the previous shareholders' meeting;

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e. Matters in which the shareholder provides incomplete, insufficient or incorrect information, documents or evidence;

f. Any other cases as announced by the Securities and Exchange Commission, the Capital Market Supervisory Board, or any other regulatory agencies.

2.3. Proposals approved by the Board of Directors shall be included as agenda items in the Invitation Letter to the AGM and remarked as agenda items proposed by the shareholder.

2.4. Proposals disapproved by the Board of Directors shall be notified to the shareholders with reasons through the Stock Exchange of Thailand's disclosure platform and the Company's website, as well as put in the matter for acknowledgment at the AGM.

3. Nomination of candidates for director election of the Company

3.1. The shareholder who is fully qualified as defined in clause 1 must completely fill in the "Director Nomination Form" and submit the Form together with the required documents to the Company from 1 November 2024 to 31 January 2025 through the channels specified in clause 4.

3.2. Qualifications of a candidate

a. A candidate shall be a knowledgeable person with competency, integrity and ethics.

b. A candidate shall have experience beneficial to the Company's business operation such as investment business, private equity business, hospitality business, wellness business and property business.

c. A candidate shall meet all required qualifications and not possess prohibited characteristics, as set out in the Public Company law, the laws relating to Securities and Exchange, and other relevant laws.

d. A candidate is prohibited from engaging in a business in similar nature and in competition with the business of the Company, or becoming a partner in an ordinary partnership or becoming an unlimited liability partner in a limited partnership, or becoming a director of any private company or public company that operates a business in similar manner and in competition with the business of the Company, whether or not it is to serve the director's own interests or the interests of any other persons, unless such candidate had notified the shareholders' meeting prior to the resolution for his/her appointment.

e. A candidate for an independent director of the Company shall meet and have the qualifications of independence pursuant to guidelines prescribed in the notifications of the Capital Market Supervisory Board, be a person who possesses fiduciary duty to all shareholders in equitable manner so as to prevent a conflict of interest, and be able to attend the meeting of the Board and independently opine in such a meeting. As such, an independent director shall be non-executive and independent from management, major shareholders and any controlling person, and shall not have business relationship with the Company in a manner that his/her independence may be deviated.

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f. A candidate shall be adequately available to serve effectively on the Board. Candidate shall not take on board directorships in more than four (4) other listed companies.

3.3. The Nomination and Remuneration Committee shall consider and deliberate the appropriateness of candidates to be nominated and further propose such nomination to the Board of Directors for consideration.

3.4. The candidates approved by the Board of Directors shall be included in the agenda of director election in the Invitation Letter to the AGM and remarked as the candidate proposed by shareholders.

3.5. The candidates disapproved by the Nomination and Remuneration Committee or the Board of Directors shall be notified to the shareholders with reasons through the Stock Exchange of Thailand's disclosure platform and the Company's website, as well as put in the matter for acknowledgment at the AGM.

4. Channels for Submission of Proposal

4.1. In order to facilitate shareholders, the "Agenda Proposal Form" and/or "Proposal Form for Director Nomination" may be sent unofficially via email comsec@boutiquecorporation.com before sending the original Form to the Company as specified in clause 4.2.

4.2. The shareholder must submit the original "Agenda Proposal Form" and/or "Proposal Form for Director Nomination" attached with the complete and accurate documents and evidence to the Company within 31 January 2025 at the following address:

Company Secretary Division
Boutique Corporation Public Company Limited
170/67, 21st Floor, Ocean Tower 1, Soi Sukhumvit 16 (Sammitr)
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Tel: 02 620 8777 or 084 427 0166