

List of independent directors proposed by the company as proxy holders



1) Ms. Srirat Chuchottaworn

52 years

Position Independent Director
Chairman of Audit Committee
Member of Nomination and Remuneration Committee

Address: Business Alignment Public Company Limited

92/45 Sathorn Thani Building 16th Floor, North Sathorn Rd., Silom, Bangrak, Bangkok 10500

Stakeholder in the following agenda: None

Special interests different from other directors on each agenda proposed in this meeting: None



2) Mr. Vipoota Trakulhoon

54 years

Position Independent Director
Member of Audit Committee
Chairman of Nomination and Remuneration Committee

Address: Business Alignment Public Company Limited

92/45 Sathorn Thani Building 16th Floor, North Sathorn Rd., Silom, Bangrak, Bangkok 10500

Stakeholder in the following agenda: None

Special interests different from other directors on each agenda proposed in this meeting: None



3) Mr. Thanawat Lertwattanak

50 years

Position Independent Director
Member of Audit Committee
Member of Nomination and Remuneration Committee

Address: Business Alignment Public Company Limited

92/45 Sathorn Thani Building 16th Floor, North Sathorn Rd., Silom, Bangrak, Bangkok 10500

Stakeholder in the following agenda: None

Special interests different from other directors on each agenda proposed in this meeting:

Agenda 5 To consider and approve the appointment of new directors replacing those retired by rotation

Qualifications of Independent Directors of Business Alignment Public Company Limited

The company has defined the “Independent Director” in accordance with the requirement set by the SEC and SET, as follows:

1. Holds shares – not exceeding 1% of the total shares with voting rights of the company, the parent company, subsidiaries, associates, major shareholders or controlling parties of the company. In this regard, the shares of related persons of the aforesaid Independent Director shall be counted as well.
2. Is not or has never been an Executive Director, employee, staff, advisor with regular salary, or controlling person of the company, parent company, subsidiaries, associates, same-level subsidiaries, major shareholder or controlling person of the company, unless the foregoing status has ended for not less than two (2) years prior to the date of submitting the application to the Office of the Securities and Exchange Commission. In this regard, such prohibited characteristics shall not include the case that such an Independent Director has been an official or advisor of a government unit which is a major shareholder or controlling party of the company.
3. Is not an individual who has a relationship by blood or legal registration with the status of father, mother, spouse, brother, sister, and child, including spouse of a daughter or son of an Executive, major shareholder, controlling person or person who is in the process of nomination to be Management or controlling person of the company.
4. Does not have nor used to have a business relationship with the company, the parent company, subsidiaries, associates, major shareholders or controlling parties of the company which may interfere with the independent judgment of said Independent Director, including not being nor has ever been a significant shareholder or controlling person of any party having a business relationship with the company, the parent company, subsidiaries, associates, major shareholders or controlling parties of the company, unless such status has ended for not less than two (2) years prior to the date of submitting the application to the Office of the Securities and Exchange Commission.
5. Is not or has never been the auditor of the company, parent company, subsidiaries, associates, major shareholders or controlling parties of the company, and is not a significant shareholder, controlling person, or partner of the auditing firm employing the external auditor of the company, parent company, subsidiaries, associates, major shareholders or controlling parties of the company, unless such status has ended for not less than two (2) years prior to the date of submitting the application to the Office of the Securities and Exchange Commission.
6. Is not or has never been a professional service provider including, but not limited to, legal service or financial advisor and receiving a service fee exceeding Baht 2 million per year from the company, parent company, subsidiaries, associates, major shareholders or controlling parties and is not a significant shareholder, controlling person, or partner of a firm providing such professional services, unless the foregoing status has ended for not less than two (2) years prior to the date of submitting the application to the Office of the Securities and Exchange Commission.
7. Is not a Director who has been appointed to be the representative of the Directors of the company, the major shareholders, or any other shareholder who is a related person connected to any major shareholder.
8. Does not operate the same or a significantly competitive business with the business of the company or subsidiaries, is not a significant partner in a partnership, neither is an Executive, employee, staff or advisor receiving regular salary, nor holds shares in the amount exceeding 1% of the total shares with voting rights of any other company which operates the same and significantly competitive business with the business of the company.
9. Does not having any characteristics which may hinder the ability to provide an independent opinion about the company’s operations.
10. Independent Directors with such qualifications may be assigned by the Board of Directors to make decisions on the business operations of the company, parent company, subsidiaries, associates, same-level subsidiaries, major shareholders or controlling parties in the form of a collective decision.