

Proxy Form C. (For custodian)



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Written at.....

Date .....Month.....A.D.....

(1) I/We, ....., Nationality: .....,

No. ...., Road: ....., Tambol/Sub district: .....,

Amphoe/District: ....., Province: ....., Postal Code:.....

(2) As a shareholder of **Business Alignment Public Company Limited**,

holding a total of..... shares; and have the right to vote equal to..... votes as follow :

Ordinary share.....shares and have the right to vote equal to..... votes

Preference share.....shares and have the right to vote equal to..... votes

(3) Hereby appoint

1) .....age.....years Address no.....

Road..... Tambol/Sub district..... Amphoe/District.....

Province..... Postal Code..... or

2) .....age.....years Address no.....

Road..... Tambol/Sub district..... Amphoe/District.....

Province..... Postal Code..... or

3) .....age.....years Address no.....

Road..... Tambol/Sub district..... Amphoe/District.....

Province..... Postal Code.....

Only one person as my/our representative to participate in and vote at the meeting of the 2022 Annual General Meeting of the Shareholders on Friday, April 8, 2022 at 2:00 p.m., at Conference Hall 1-2 Glowfish Sathorn Thani Building 2, 2<sup>nd</sup> Floor, Silom, Bang Rak, Bangkok 10500 or which may be postponed to any other date, time and place.

All acts undertaken by the proxy at the Meeting shall be treated as if they have been undertaken by myself/ourselves in all respects.

(4) In this meeting, I/We hereby intend to have the proxy vote as follows :

The voting right in all the voting shares held by us is granted to the proxy.

The voting right in part of the voting shares held by us is granted to the proxy as follows:

Ordinary shares..... shares in total, which are entitled to cast .....votes; and

Preference shares..... shares in total, which are entitled to cast .....votes; and

Total..... votes

(5) hereby appoint a proxy to vote on my behalf in this meeting as follows.

Agenda 1 To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021

(a) grant the proxy the right to consider and vote on my/our behalf at its own discretion

(b) grant the proxy the right to vote in accordance with my/our intention as follows

Approve .....Votes

Disapprove .....Votes

Abstain .....Votes

Agenda 2 To acknowledge the results of operations of the company during the past year.  
(Agenda acknowledges No voting on this agenda).

Agenda 3 To consider and approve the audited Financial Statements for the year ended 31 December, 2021

(a) grant the proxy the right to consider and vote on my/our behalf at its own discretion

(b) grant the proxy the right to vote in accordance with my/our intention as follows

Approve .....Votes

Disapprove .....Votes

Abstain .....Votes

Agenda 4 To consider and approve the allocation of net profits as legal reserve

(a) grant the proxy the right to consider and vote on my/our behalf at its own discretion

(b) grant the proxy the right to vote in accordance with my/our intention as follows

Approve .....Votes

Disapprove .....Votes

Abstain .....Votes

Agenda 5 To consider and approve the dividend payment to the shareholders from the operating results for the year ended 31 December, 2021 in the form of common stock and cash, and set the date to determine the shareholders' right to receive the dividend, and to acknowledge the interim dividend payment

(a) grant the proxy the right to consider and vote on my/our behalf at its own discretion

(b) grant the proxy the right to vote in accordance with my/our intention as follows

Approve .....Votes

Disapprove .....Votes

Abstain .....Votes

Agenda 6 To consider and approve the increase of the Company’s registered capital of THB 110,000,000 from the current registered capital of THB 220,000,000 to the registered capital of THB 330,000,000 by issuance of 220,000,000 newly-issued ordinary shares at the par value of THB 0.50 per share

- (a) grant the proxy the right to consider and vote on my/our behalf at its own discretion
- (b) grant the proxy the right to vote in accordance with my/our intention as follows

- Approve .....Votes
- Disapprove .....Votes
- Abstain .....Votes

Agenda 7 To consider and approve the amendment to Clause 4 of the Company’s Memorandum of Association regarding the registered capital in order to be in line with the increase of the Company’s registered capital

- (a) grant the proxy the right to consider and vote on my/our behalf at its own discretion
- (b) grant the proxy the right to vote in accordance with my/our intention as follows

- Approve .....Votes
- Disapprove .....Votes
- Abstain .....Votes

Agenda 8 To consider and approve the allocation of the newly-issued shares of the Company in the amount of not exceeding 220,000,000 shares at the par value of THB 0.50 per share in order to accommodate the stock dividend payment in the amount of not exceeding 200,000,000 shares and to accommodate the adjustment of rights of BIZ-W1 in the amount of not exceeding 20,000,000 shares

- (a) grant the proxy the right to consider and vote on my/our behalf at its own discretion
- (b) grant the proxy the right to vote in accordance with my/our intention as follows

- Approve .....Votes
- Disapprove .....Votes
- Abstain .....Votes

Agenda 9 To consider and approve the appointment of new directors replacing those retired by rotation

- (a) grant the proxy the right to consider and vote on my/our behalf at its own discretion
- (b) grant the proxy the right to vote in accordance with my/our intention as follows

- Approve with appointment all team
- Approve .....Votes
- Disapprove .....Votes
- Abstain .....Votes

Approve with partial of team as follows  
9.1 Ms. Srirat Chochottaworn (Independent Director)

Approve .....Votes

Disapprove .....Votes

Abstain .....Votes

9.2 Mr. Vipoota Trakulhoon (Independent Director)

Approve .....Votes

Disapprove .....Votes

Abstain .....Votes

9.3 Mr. Sompong Chunekitiyanone (Director)

Approve .....Votes

Disapprove .....Votes

Abstain .....Votes

Agenda 10 To consider and approve the remuneration of the directors and the sub-committees for the year 2022

(a) grant the proxy the right to consider and vote on my/our behalf at its own discretion

(b) grant the proxy the right to vote in accordance with my/our intention as follows

Approve .....Votes

Disapprove .....Votes

Abstain .....Votes

Agenda 11 To consider and approve the appointment of auditor and the determination of remuneration of auditor for the year 2022

(a) grant the proxy the right to consider and vote on my/our behalf at its own discretion

(b) grant the proxy the right to vote in accordance with my/our intention as follows

Approve .....Votes

Disapprove .....Votes

Abstain .....Votes

Agenda 12 To consider other business (if any)

(a) grant the proxy the right to consider and vote on my/our behalf at its own discretion

(b) grant the proxy the right to vote in accordance with my/our intention as follows

Approve .....Votes

Disapprove .....Votes

Abstain .....Votes

- (6) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.
- (7) If I/we have not expressed my/our intention with respect to votes in any item, or such intention is unclear or if the meeting takes into consideration any matters other than those specified above, including the amendment, alteration or addition of any facts, the proxy shall be entitled to consider and vote on my/our behalf in all respects as the proxy deems fit;

All acts undertaken by the proxy at the Meeting shall be treated as if they have been undertaken by myself/ourselves in all respects.

Signed: .....Grantor  
( )

Signed: .....Grantee  
( )

Signed: .....Grantee  
( )

Remark

- 1. This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
- 2. The necessary evidence to be enclosed with this proxy form is:
  - (1) The power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
  - (2) A certification that the authorised signatory of the proxy form is licensed to operate the custodial business.
- 3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
- 4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
- 5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form C.

**Supplement to Proxy Form C.**

Appointment of Proxy as Shareholder of Business Alignment Public Company Limited

For the Meeting of the 2022 Annual General Meeting of the Shareholders on Friday, April 8, 2022 at 2:00 p.m., at Conference Hall 1-2 Glowfish Sathorn Thani Building 2, 2<sup>nd</sup> Floor, Silom, Bang Rak, Bangkok 10500 or which may be postponed to any other date, time and place.

- Item..... Subject.....
- (a) grant the proxy the right to consider and vote on my/our behalf at its own discretion
- (b) grant the proxy the right to vote in accordance with my/our intention as follows
  - Approve .....Votes
  - Disapprove .....Votes
  - Abstain .....Votes

- Item..... Subject.....
- (a) grant the proxy the right to consider and vote on my/our behalf at its own discretion
- (b) grant the proxy the right to vote in accordance with my/our intention as follows
  - Approve .....Votes
  - Disapprove .....Votes
  - Abstain .....Votes

- Item..... Subject.....
- (a) grant the proxy the right to consider and vote on my/our behalf at its own discretion
- (b) grant the proxy the right to vote in accordance with my/our intention as follows
  - Approve .....Votes
  - Disapprove .....Votes
  - Abstain .....Votes

- Item..... Subject.....
- (a) grant the proxy the right to consider and vote on my/our behalf at its own discretion
- (b) grant the proxy the right to vote in accordance with my/our intention as follows
  - Approve .....Votes
  - Disapprove .....Votes
  - Abstain .....Votes