

Bangkok Lab and Cosmetic Public Company Limited
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(Translation)

Management Document of Bangkok Lab Cosmetic
BLCP 10-052

Criteria and Procedures for Nomination and Appointment of Directors

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(Translation)



Bangkok Lab and Cosmetic Public Company Limited

Criteria and Procedures for Nomination and Appointment of Directors

Approved by *Assist. Prof. Dr. Wanchai Sutananta*
(Chairman of the Board of Directors)

Based on the Resolution of the Board of Directors Meeting
No. 8/2025 on December 22, 2025

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(Translation)

Table of Contents

Criteria and Procedures for Nomination and Appointment of Directors..... 2

(Translation)

Criteria and Procedures for Nomination and Appointment of Directors

Bangkok Lab and Cosmetic Public Company Limited (the “Company”) is aware of and attaches importance to the nomination and appointment of directors to ensure that the selected persons can perform their duties effectively in line with the Company’s business strategy. Therefore, the Company has established criteria and methods for the nomination and appointment of directors to ensure that the nomination and appointment of directors are carried out in accordance with the criteria and in a transparent manner following rules, regulations, and relevant laws under the principles of good corporate governance. The Nomination and Remuneration Committee is responsible for considering and selecting the Company’s directors and subcommittee members. The nomination and appointment process follows these criteria and procedures:

1. Provide an opportunity for the Company’s shareholders (who may be individual shareholders or a combination of shareholders) holding at least 5% of the total voting rights of the Company (or at least 30 million shares calculated from the Company’s current paid-up capital) on the date of the advance agenda proposal to nominate qualified individuals with the necessary knowledge and abilities for consideration for appointment as directors. The Company will notify the deadline, method, and conditions for the nomination of directors through the Stock Exchange of Thailand in advance of the Annual General Meeting of Shareholders.

2. The Nomination and Remuneration Committee may consider the names of qualified persons from the list of directors and the director’s pool of credible organizations, such as the list of professional directors in the IOD Chartered Director and/or compilation of a list of people with knowledge, abilities, and expertise in various fields that will be beneficial to the Group’s business operations.

3. Individuals nominated as directors must possess all necessary qualifications and comply with all applicable laws, rules, regulations, and requirements. They must also not exhibit any characteristics that would render them unsuitable to be entrusted with managing a business with public shareholders, as defined by the Securities and Exchange Commission and/or the Capital Market Supervisory Board. In the case of a nomination for the appointment of an independent director, the qualifications for independence will be additionally considered in accordance with the notification of the Capital Market Supervisory Board.

4. The Nomination and Remuneration Committee is responsible for nominating directors to replace those who are due to retire according to their term or other circumstances. This involves reviewing and selecting qualified candidates in accordance with Clause 3, from the list nominated by the shareholders and/or the Nomination and Remuneration Committee under Clauses 1 and 2. The Committee also considers diversity in the composition of the Board of Directors; transparency; integrity; knowledge; competence; professional skills; expertise; and specialized experience that are valuable and aligned with the Company’s business strategy, as outlined in the Board Skill Matrix. Additionally, there is no restriction or discrimination based on gender, age, race, nationality, religion, or place of origin before proposals are submitted to the next meeting of the Board of Directors and/or the shareholders’ meeting for consideration and approval.

5. At every Annual General Meeting of Shareholders, the directors must retire from office according to the term of office of one-third (1/3). However, if the number of directors scheduled to retire at the end of their term cannot be evenly divided by three, then the number closest to one-third will retire, along with the director who has served the longest. Directors who retire at the conclusion of their term are eligible for re-election. The performance over the past year, dedication of time to work, and participation in various activities, both as directors and subcommittee members, must be given additional consideration.

6. If the position of director becomes vacant due to reasons other than the end of the term of office, the Board of Directors shall, according to the recommendation of the Nomination and Remuneration Committee, appoint a person who meets the qualifications specified in Clause 3 as a substitute director at the next meeting of the Board of Directors. The Board of Directors may refrain from appointing a replacement unless the term of the director is less than 2 months. The directors who are appointed for replacement must only hold office for the remaining term of the directors whom they replace.

The criteria and procedures for the nomination and appointment of directors were approved by the Board of Directors’ Meeting No. 8/2025 on December 22, 2025, with effect from December 23, 2025, onward.