

2024 AGM EABC BOARD OF DIRECTORS ELECTION PROCESS VOTING

GENERAL INFORMATION ON ANNUAL GENERAL MEETING

- Date: 25 April 2024
- Location: Oriental Residence Bangkok
- Registration time: 4.00 PM (Bangkok time)
- Starting time of AGM: 5.00 PM (Bangkok time)
- Voting starting time: 6.00 PM (Bangkok time)
- Voting closing time: 6.15 PM (Bangkok time)
- Announcement of results: 6.15 PM (after closing of vote)

GENERAL INFORMATION ON ONLINE ELECTRONIC VOTING SYSTEM

- Voting platform: www.electionbuddy.com
- Equipment needed: A mobile phone, tablet OR a laptop + an Internet connection

EABC has selected www.electionbuddy.com, which offers a secure and confidential environment:

- Each voter will receive a QR code on the event date to connect to the electronic voting platform
- Each vote will be anonymous, so that voters' choices cannot be linked to voters
- EABC's team will be able to who has voted but not for whom, to avoid any reclamation
- The results will be accessible to EABC's team and to the voters, only after voting ends
- EABC's will be able to announce the results of the election right after the voting is closed

ELECTION OF EABC'S BOARD OF DIRECTORS

INTRODUCTION

Chapter 6 (Board of Directors) of the ByLaws of the European Trade Association for Business and Commerce (EABC), describes how the Board of Directors is established and how it works. Clause 19 of ByLaws covers nomination and election of Ordinary Directors. All candidates are obligated to abide by these governing documents.

There are two types of directors: Ordinary Director and Special Director. This document is about Ordinary Directors, with some information about Special Directors.

Ordinary Members (companies) nominate candidates (for Ordinary Director) leading up to the General Meeting, and secure approval for them from at least two other Ordinary Members. Then, the General Meeting elects not more than eleven candidates who gain the greatest

number of votes as Ordinary Directors, and in accordance with the resolution of the General Meeting.

In the case of a tie vote, the General Meeting must re-pass a resolution about the candidates in the tie vote, and if there is another tie vote, the last Director shall be determined by drawing lots. Term of appointment is two years or, roughly, until the next AGM. As it happens, all current Ordinary Directors' terms are expiring at AGM 2024.

In addition to up to eleven Ordinary Directors, there are up to eleven Special Directors. The Special Directors are not voted at a General Meeting; they are the Chairs of Advocacy Groups who have been so selected by the members of the Working Group, and who accept to be members of the Board and are then appointment by the President, for terms of two years at a time. Special Directors and Ordinary Directors have the same rights and duties, once in office.

CANDIDATES

The mandatory conditions to be eligible to stand for election as an Ordinary Director are:

- Representative of a member company (Ordinary Member) in good standing according to the Bylaws section 11
- Proposed by two ordinary EABC members in good standing (Nomination Form)
- Have a valid work permit in Thailand (if being required to carry out certain director functions such as signing of financial statements) or being Thai Citizen
- A natural person who confirms his or her willingness to be an Ordinary Director by filling in and signing the Nomination Form Directors and the Board of Directors Application Form
- The application form should be submitted to the office before the AGM. It will only be published on EABC's website and shared with Members before the AGM if it is received by EABC's team before Friday, 19th April 2024 before 17:00 hrs.
- The nominee must fill in the Form for Candidates to provide a short self-description (max 200 words, no more) about themselves and ideally including how the candidate would contribute to EABC. They also must send a passport photo of themselves at the same time. This information will be placed on EABC website. All candidates for Ordinary Director will need to do a short statement (or pre-recorded video if the candidate is unable to attend the AGM) of up to 2 minutes maximum at the AGM. The video must be provided to EABC's office by Friday, 19th April 2024 before 17:00 hrs.

If you wish to be a candidate for Ordinary Director, please download the Nomination Form and the Form for Candidates here on EABC's website <https://www.eabc-thailand.org/publications/2024-agm-materials/> and send them duly filled in and signed to EABC's office by Friday, 19th April 2024 before 17:00 hrs.

VOTERS

Only persons fulfilling the following criteria are able to vote:

- Any Representative of an EABC member in good standing prior to the AGM, including a Second Representative (where relevant) and in accordance with Bylaws clause 11

- Appointed Proxy Form properly completed, must be provided to the EABC before or no later than Tuesday, 25th April 2024 at 17:00 hrs. Please download the Appointed Proxy Form here on our website: <https://www.eabc-thailand.org/publications/2024-agm-materials/>

WITHDRAWAL OF NOMINATION

A candidate may withdraw his/her nomination by notifying the EABC office at least 2 days before AGM. The withdrawal notification must be submitted by either the nominator or the candidate. In any case, both the nominee and the candidate must be informed to verify and confirm the withdrawal before it can be formally accepted.

ELECTION TIMELINE

Date	Time	Activity
18 th March 2024	14:00	Call for candidates and start of Candidate Director Nomination period
19 th April 2024	17:00	End Director Nomination submission period for all applications to be published on EABC's website.
19 th April 2024	17:00	Any candidate with an existing nomination must confirm candidature by written notice to EABC. The short statement is also required of all candidates. Details above
19 th April 2024	17.00	All membership must be paid up to be eligible to vote and to be a candidate
19 th April 2024 - target	10:00	End of registration for the AGM (including Proxies counting)
25 th April 2024	17.30	All candidates will be given 2 minutes maximum to introduce themselves during the AGM Candidates who cannot be present at the AGM are invited to submit a 2-minute video of introduction and to send it to EABC's office by Friday, 19 th April 2024 before 17:00 hrs.
25 th April 2024	18.00	Starting time of voting platform
25 th April 2024	18.15	Closing time of election and announcement of results

ELECTION

According to EABC's ByLaws, the general election of the Board of Directors should strictly comply with the following process:

- The election shall take place only during the Annual General Meeting. Voting before or after the Annual General Meeting will not be permitted.
- Only the names of the candidates meeting the mandatory conditions detailed here above shall appear on the ballots and shall be allowed to run for election.
- Only the representatives of the Ordinary Member meeting the mandatory conditions detailed here above shall be allowed to vote.
- There is no limit for the number of candidates running for election, but only a maximum of eleven (11) candidates can be elected as Ordinary Directors of the Board. The term of office of each Director of the Board shall be two (2) years.
- The General Meeting shall elect not more than eleven (11) candidates who gain the greatest number of votes as Ordinary Directors, and in accordance with the resolution of the respective General Meeting.
- In the case of a tie vote in respect of the last vacancy, the General Meeting must re-pass a resolution in relation to the candidates gaining the tie vote, and if there is another tie vote, the last Director shall be determined by drawing lots.
- There shall be only one (1) vote per Ordinary Member.
- In case the representative of an Ordinary Member is not able to vote during the Annual General Meeting in person the Ordinary Member may vote by proxy or appointing a Second Representative.
- The Ordinary Member can appoint one Second Representative who must be someone associated with the Ordinary Member company. This must be done by written notice (including email with confirmed receipt) to EABC.
- A proxy appointment ('Proxy') must be in writing, signed on behalf of the Ordinary Member by its Representative, and given to a Representative of another Ordinary Member, who must acknowledge it in writing. The Proxy must be provided to EABC prior to the General Meeting. No Representative may hold more than two Proxies for any General Meeting.
- Voters may vote for eleven (11) candidates or less among the list of candidates meeting the mandatory conditions allowing them to run for the election.

To be valid, a ballot shall:

- Be cast by an authorized voter (only one per Ordinary Member) during the Annual General Meeting before the closing time of the vote as the Authorised Representative or Second Representative
- Select up to eleven (11) candidates who comply with the ByLaws and meet the mandatory conditions to be allowed to run for the election.
- Be readable, clearly state the choice of the voter and avoid any possible confusion regarding the selection of candidates.

Any ballot which doesn't meet these criteria shall be considered as invalid and shall not be counted.

Remark: Board Assignment

In the first Board meeting after the AGM the Board of Directors will elect among its members a President, Vice President(s), Treasurer, and (if relevant) other officers, which are supported by the ByLaws.

For more information, or to download all materials for the AGM 2024, please visit:
<https://www.eabc-thailand.org/publications/2024-agm-materials/>