

**Criteria for Unitholder to propose agenda
for the 2023 Annual General Meeting of Unitholders
of BTS Rail Mass Transit Growth Infrastructure Fund**

Objective

BBL Asset Management Company Limited (the “Management Company”) as the Management Company of BTS Rail Mass Transit Growth Infrastructure Fund (the “Fund”) would like to encourage good corporate governance and to equate treatment to all unitholders. The Management Company then grants the opportunity for unitholders to participate in proposing the additional agenda, deemed to be important and beneficial to the Fund, for the 2023 Annual General Meeting of Unitholders (“AGM”). The Management Company shall consider the unitholders’ right to propose the additional agenda under the following criteria and procedures prescribed by the Management Company.

Criteria and procedures for proposing the additional agenda

1. Qualification of unitholders who are entitled to propose agenda in AGM

- (1) Being a unitholder or group of unitholders of the Fund; and
- (2) Holding the unit of the Fund with no less than 0.5% of the total units issued by the Fund
(Holding the units of the Fund for at least 6 months prior to the date of submission of the proposal and record date for the 2023 AGM)

2. Proposal of the agenda

2.1 Conditions and procedures

- (1) The unitholders qualified under Clause 1 of the criteria are entitled to propose their suggested agenda in advance by completing the “Agenda Proposal Form for the 2023 Annual General Meeting of Unitholders” as attached herewith or may informally submit this form to Email Address: btsgif_agm@bblam.co.th, prior to submitting the original copy of the “Agenda Proposal Form for the 2023 Annual General Meeting of Unitholders” to the Management Company thereafter.

The unitholders must submit the duly signed original of the “Agenda Proposal Form for the 2023 Annual General Meeting of Unitholders” together with all the relevant documents and evidence to the Management Company by April 24, 2023 at the following address:

<p>Real Estate and Infrastructure Investment Department (Proposal for Agenda) BBL Asset Management Company Limited 175 Sathorn City Tower, 21st South Sathorn Road, Thung Maha Mek, Sathorn, Bangkok 10120</p>
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- (2) In case where the agenda are mutually proposed by a group of unitholders, each of unitholder must fill the “Agenda Proposal Form for the 2023 Annual General Meeting of Unitholders” and sign their names as evidence separately and gather to submit as a one set. The unitholders have to fill out a name of their representative contact person in the form. When the Management Company contacts the appointed person, it shall be deemed that the Management Company contacts all unitholders.

2.2 The following agendas that the Management Company reserves the right not to include as agenda in the AGM

- (1) An agenda that violates the laws, rules and regulations of government agencies or the regulators who regulate the fund manager and the Fund or an agenda which is not in accordance with the Fund’s prospectus;
- (2) An agenda that is beneficial to any particular individual or any specific group and clearly not beneficial to the Fund;
- (3) An agenda that is under the authority of Real Estate and Infrastructure Investment Advisory Committee (REIAC), but the Management Company shall not limit any agendas beneficial to the unitholders;
- (4) An agenda that the Fund has already executed;
- (5) An agenda that is beyond the authority of the Management Company;
- (6) An agenda proposed by unitholders who do not meet the qualification criteria in Clause 1;
- (7) An agenda that contains incomplete information and/or documentation, and/or an agenda that is submitted after the specified deadline, and/or an agenda whereby the proposer cannot be contacted to request for additional information;
- (8) An agenda that Real Estate and Infrastructure Investment Advisory Committee (REIAC) considers being not necessary or appropriate agenda.

2.3 Procedures for consideration

- (1) The fund manager shall gather the agendas proposed by unitholders and propose them to Real Estate and Infrastructure Investment Advisory Committee (REIAC). The fund manager, however, reserves the right to consider only the forms that fill in completely and have sufficient documents, including delivering to the Management Company in accordance with the rules specified herein. In addition, the agendas are matters that the fund manager considers to be beneficial to the Fund and unitholders as a whole and comply with the relevant laws and regulations.
- (2) Real Estate and Infrastructure Investment Advisory Committee (REIAC) shall consider and approve the agendas of the AGM which are not the matters under Clause 2.2
- (3) The agendas approved by Real Estate and Infrastructure Investment Advisory Committee (REIAC) shall include as additional agendas in the invitation letter for AGM.

- (4) In case the information provided is incomplete, incorrect or the unitholders are not considered fully qualified according to criteria, the Management Company will notify the unitholders via official letter that their proposed agenda will not be considered by the Real Estate and Infrastructure Investment Advisory Committee (REIAC).
- (5) In case, Real Estate and Infrastructure Investment Advisory Committee (REIAC) considers the agenda being not necessary or appropriate, the Management Company shall notify the unitholders that their proposed agenda will not be considered by Real Estate and Infrastructure Investment Advisory Committee (REIAC) within next business day.