



Criteria for Shareholders to propose AGM Agenda, Director Nomination and Questions Submission in advance of Nava Nakorn Public Company Limited

Objective

In order to enhance the good corporate governance regarding the rights and equitable treatment of shareholders, therefore, Nava Nakorn Public Company Limited has given the opportunity to its shareholders to propose the Annual General Shareholders's Meeting agenda, Director Nomination and Question Submission in advance, with reference to the criteria as described below.

1. The Qualification of Shareholders

Qualifications of shareholder who is eligible to propose matter to be included as an agenda ahead of the AGM is required to possess the following qualifications:

1.1 Being the shareholder of the Company holding minimum shares of 5 percent of total paid-up share capital (102.412 million shares) either by one or several shareholders combined; and

1.2 Shareholder(s) must have held those shares continuously for at least 12 months by the date the shareholders propose the item on the agenda.

2. Criteria

2.1 Rights of Shareholders to Propose Agenda

2.1.1 The shareholder, fully qualified as in criteria No.1 hereof, shall fill out the "Agenda Proposal Form for the Annual General Shareholder's Meeting Nava Nakorn Public Company Limited", with other complete supplementary documents as required by the Company, indicating whether it is the matter proposed for information, for consideration or for approval, as the case may be, and submit it to the Company within the proposal period and via the channel as specified in criteria No. 4 hereunder.

In case where several shareholders would jointly propose the agenda, each of them must fill out the "Agenda Proposal Form for the Annual General Shareholder's Meeting Nava Nakorn Public Company Limited", and sign their names as evidence separately. Then the forms should be gathered into one set.

2.1.2 For an efficient meeting, the Company reserves its right not to include the following matters as the meeting agenda;

- 1) Matters relating to normal course of business of the Company
- 2) Matters that are beyond authority of the Company
- 3) Matters that shareholders already proposed in AGM within the past 12 months, and those under support by less than 10% of total voting shares, given that the factual events have not changed significantly



- 4) Matters proposed by shareholders who are not fully qualified, or do not provide adequate documentation, or proposals to the agenda outside the proposal period
- 5) Matters unlikely to benefit the Company
- 6) Matters or evidence sufficed by shareholders is incomplete or untrue or ambiguous
- 7) Matters lying under management authority of the Company, except the ones causing material impacts on shareholders in general
- 8) Matters that violates applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives, Articles of Association and its business ethics
- 9) Matters, as stipulated by laws, for consideration at AGM, which has been pursued regularly by the Company
- 10) Matters already undertaken by the Company
- 11) Matters previously submitted for consideration by other shareholders

2.2 Director Nomination

2.2.1 The shareholder, fully qualified as in criteria No.1 hereof, shall fill out the “Agenda

1) Director Nomination Form

2) Nomination Consent Form for a Candidate for Director

3) Background and Personal Information of a Nomination for Company’s Director

And submit it to the Company within the proposal period and via the channel as specified in criteria No. 4 hereunder.

In case of proposing more than one nominee, please use a copy of this Form (1 form for 1 nominee) must fill out the “Director Nomination Form”

2.2.2 Person who is nominated as a candidate for Company’s Director must possesses qualifications as follows:

- 1) Being a person who has no prohibited characteristic under the Securities and Exchange Act B.E. 2008 and Good Corporate Governance
- 2) Being a person who has no prohibited characteristic under the Rules & Regulations of the Stock Exchange of Thailand or the Security and Exchange Commission
- 3) Possess the knowledge and abilities beneficial to the business operations of the Company, and having at least five years of relevant experiences
- 4) Not being a Company’s Executive Directors of more than five companies



2.3 Submission of the Question

2.3.1 The shareholder, fully qualified as in criteria No.1 hereof, shall fill out the “Submission of the Question Form”, with other complete supplementary documents and submit it to the Company within the proposal period and via the channel as specified in criteria No. 4 hereunder.

3. Consideration Process

3.1 Proposal of the agenda

The matters proposed by shareholders will be consider by Chief Executive Officer and Company Secretary before proposed to the Board of Directors for consideration. Any matters, under approval by the Board, will be included in the AGM agenda as shown in the Notice for AGM.

3.2 Director Nomination

The Director Nomination by shareholders will be consider by Chief Executive Officer and Company Secretary before proposed to the Nomination and Remuneration Committee for considerate and the Nomination and Remuneration Committee will propose to the Board of Directors for further consideration.

3.3 Submission of the Question

All questions submitted will be considered by the Chief Executive Officer and Company Secretary before propose to the Board of Directors or the management team for preparing explanation of such questions in the Annual General Shareholder’s Meeting.

4. Period and channel to propose the agenda

The Company will offer the opportunity to propose the Annual General Shareholder’s Meeting agenda, Director Nomination and Inquiry submission form starting from December 23, 2020 until January 22, 2021, send by e-mail address: secretary@navanakorn.co.th or by facsimile number (662) 529-2176 or via registered mail to the following address:

Company Secretary
Nava Nakorn Public Company Limited
No. 999 Moo 13 Phaholyothin Road, Klong Nueng Sub-district,
Klong Luang District, Pathumthani 12120

5. Conditions for Consideration

The decision of the Board of Directors shall be final. For the proposal disapproved by the Board, the Company shall further inform the shareholder with the reason of the Board’s refusal.