

Conditions, rules and regulations for attending and conducting the shareholders meeting, Details of Registration, Documents
required to be presented at the meeting, Proxy and Voting
of
Noble Development Public Company Limited

Step for requesting Username, Password and Link for attending the E-AGM via e-Request system

The e-Request for Username, Password and URL Link for attending the 2022 E-AGM will be available for the shareholders to access from April 19, 2022 at 8.30 hrs. to April 28, 2022 until the end of the E-AGM. Shareholders or proxies can submit the form for obtaining Username, Password, and Link for attending the E-AGM through e-Request system at <https://app.inventech.co.th/NOBLE102736R> or scan the below QR Code to access the e-Request system:



1. For Shareholders who would like to attend the E-AGM by themselves, please prepare required documents as detailed in [Attachment 4](#) and submit a request to attend the E-AGM via e-Request system as detailed above.
2. For appointing proxy who is not independent director of the Company, please complete and sign the proxy form together with required documents as detailed in [Attachment 4](#) and submit a request to attend the E-AGM via e-Request system as detailed above.
3. For appointing an independent director of the Company as the proxy, please complete and sign the proxy form together with required documents as detailed in [Attachment 4](#), (no e-Request required).

Please submit the proxy form (original copy) together with required documents, certified true and correct, as detailed in Attachment 4 to the Company via postal mail to the following address by April 27, 2022 at 17.00 hrs.

Company Secretary

Noble Development Public Company Limited

Noble Building, 1035 Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330

(For shareholders' meeting)

Tel. (662) 251-9955 Ext. 1405, 1407

4. If shareholders have any problems with the software, please contact **Inventech Call Center: Tel. 02-931-9134**, available during 19 – 28 April 2022 at 08.30 – 17.30 hrs. (Specifically excludes holidays and public holidays).
5. The electronic conference system for E-AGM will be available on April 28, 2022 at 08.00 hrs. (2 hours before the opening of the Meeting). Shareholders or proxy holders shall use the obtained Username and Password and follow the Guidelines for attending the Annual General Shareholders' Meeting for the year 2022 via Electronic Means by Inventech Connect ([Attachment 5](#)) to access the system.
6. Shareholders shall carefully study the details of meeting agenda before appointing a proxy.
7. The proxy shall vote according to the shareholder's directions. If the proxy fails to comply with such directions, the damaged shareholder shall have the right to pursue legal action.

Shareholders who wish to attend the E-AGM are required to proceed in accordance with the Guidelines for attending the Annual General Shareholders' Meeting for the year 2022 via Electronic Means by Inventech Connect ([Attachment 5](#)).

This document is approved by the Company's Board of Directors Meeting No. 1/2020, held on February 27, 2020, in order to be used for the Shareholders meeting of the Company. For the purpose of peace, harmony, transparency and fairness in the Shareholders meeting for all parties. This document is considered as a regulation for all shareholders and attendances of the meeting to comply with, so long as it is not opposed to the Company's Articles of Association.

1. Registration

- Shareholder or Proxy can register and present supporting documents or evidences required to be verified at the registration 2 hour prior to the start of the meeting.

- Shareholder or Proxy who will attend the meeting must sign and submit the registration form as enclosed.

2. Documents required to be presented at the meeting

For Ordinary Person

- Thai Shareholder

Self-Attending: Original identification card or government officer identification card

Proxy

1. Proxy Form signed by the grantor and the proxy with stamp duty of Baht 20
2. Certified true copy of unexpired identification card or government officer identification card of the grantor
3. Certified true copy of unexpired identification card or government officer identification card of the proxy

- Foreign Shareholder

Self-Attending: Passport

Proxy

1. Proxy Form signed by the grantor and the proxy with -stamp duty of Baht 20
2. Certified true copy of unexpired passport of the grantor
3. Certified true copy of unexpired identification card or government officer identification card or passport (in case of foreigner) of the proxy

For Juristic Person

- Juristic Person Registered in Thailand

1. Proxy Form signed by the authorized director(s) as shown in the Affidavit, affixed the company seal (if any) and stamp duty of Baht 20
2. Certified true copy of the Affidavit, certified by the Ministry of Commerce not later than 6 months, signed by the authorized director(s) as shown in the Affidavit, affixed the company seal (if any)
3. Certified true copy of unexpired identification card or government officer identification card or passport (in case of foreigner) of the authorized person(s)
4. Certified true copy of unexpired identification card or government officer identification card or passport (in case of foreigner) of the proxy

- Juristic Person Registered in Foreign Countries

1. Proxy Form signed by the authorized director(s) as shown in the Affidavit, affixed the company seal (if any) and stamp duty of Baht 20
2. Certified true copy of the Affidavit, issued not later than 6 months by the government authority that has juristic power in the country where the juristic person is domiciled. The Affidavit must be certified by the Notary Public officer and by authorized government official not later than 6 months
3. Certified true copy of unexpired identification card or government officer identification card or passport (in case of foreigner) of the authorized person(s)
4. Certified true copy of unexpired identification card or government officer identification card or passport (in case of foreigner) of the proxy

In the case where the shareholder is a juristic person incorporated in foreign country and is a foreign institutional investor who appoints a commercial bank in Thailand to be a Custodian, the Custodian will be able to exercise rights under the proxy granted by the shareholder whereby the Company may not require additional identification documents of the shareholders if a Custodian is able to show in written that (1) the shareholder is a foreign institutional investor, (2) the commercial bank in Thailand represents as a Custodian of the shareholder (3) the commercial bank has a duty to provide and has already provided Know Your Customer (KYC) and Customer Due Diligence (CDD) in compliance with the internal policies and has complied with the Bank of Thailand's regulations including Ministerial Regulation Prescribing Rules and Procedures for Customer Due Diligence B.E. 2556 (2013) issued under the Anti-Money Laundering Act B.E. 2542 (1999).

The Company reserves the right to request additional documents as the Company deems fit or proper.

The shareholders who would like to appoint a proxy, the Company has prepared Proxy Form B, (Proxy Form containing specific details) as enclosed, please complete the detail of the proxy who is authorized to attend and vote at the meeting, and sign the name of the shareholder. Shareholders who desire to vote for each agenda shall have the right to either approve or disapprove or abstain by fill in the detail in Proxy Form. Furthermore, shareholder may download Proxy Form A (General Proxy Form) or Proxy Form C (Proxy Form for foreign shareholder who has custodians in Thailand only) on company website www.noblehome.com. Shareholder may select the most appropriate Proxy Form, one form only.

Dead Shareholder

The administrators of a view may attend the meeting or empower other person to attend the meeting, by additionally bringing order of the court for being appointed as the administrators of a view certified as true copy by authorized officer not later than 6 months, and certificate of the case being a final judgment issued by the court having territorial jurisdiction before the meeting. In case the case has not become final due to it is in the appeal period or in process of application for certificate, the administrators of a view must make a certification that there was no appeal of the order of the court.

Youth Shareholder

Father-Mother or guardian by law may attend the meeting or empower other person to attend the meeting and bring copy of census of the youth shareholder.

Incompetent or Quasi Incompetent Shareholder

The guardian or the curator may attend the meeting or empower other person to attend the meeting, by additionally bringing the order of the court for being appointed as the guardian or curator, certified as true copy by authorized officer not later than 6 months, and certificate of the case being a final judgment issued by the court having territorial jurisdiction before the meeting. In case that the case has not become final due to it is in the appeal period or in process of application for certificate, the guardian or the curator must make a certification that there was no appeal of the court order appointing the guardian or the curator.

3. Voting

1. One share held equals one vote.
2. For the agenda of the election of the Company's directors, each shareholder must exercise all the votes he/she has under clause 1 to elect one or several persons as directors or a group of director but cannot divide his/her votes to any person particularly.
3. If the grantor prescribes votes in a proxy, the Proxy must vote as prescribed in the proxy only.
4. The Chairman of the meeting will determine the voting and the counting, taking into consideration tradition and regularity. The Shareholder or Proxy must register at the registration area before exercise the rights to vote in the meeting for each agenda. In the case where the attendances desire to leave the meeting early, the attendance must inform the officer and sign their name before leaving the meeting room.
5. The Shareholders meeting's resolution must be passed by the votes as follow:
 - in case of normal voting, the majority of the votes of the shareholders who attend the meeting and cast their vote. In case of a tie vote, the Chairman of the meeting shall have an additional casting vote.
 - in the case where relevant laws and/or the Company's Articles of Association prescribes other than normal voting, the Company will proceed as so prescribed.

4. The Shareholders meeting's Regulations

1. Before the meeting start, the Chairman of the meeting shall inform the shareholders for the number of the attending shareholders, Proxy and the amount of shares held by them.
2. The shareholder who has a special interest in a matter, cannot vote on such matter unless it is a voting for the Board of Directors election. The Chairman of the meeting may ask such shareholder to temporally leave the meeting room.
3. In case of ballot voting, the shareholder and Proxy shall receive a ballot. Before voting, the Chairman of the meeting will explain for voting methods. When the shareholders casted votes, the Chairman of the meeting or the assignment shall

gather ballots and count votes. When voting results comes, the Chairman of the meeting will announce the result by identify lists and amount of shares which are agree, disagree or abstain. If there is a void ballot, the Chairman of the meeting shall report to the meeting.

4. In case of argument or trouble relating to the conduct of the shareholders meeting occurs, the Chairman of the meeting shall make a final decision taking into consideration good faith of relevant persons and tradition of the meeting.
5. A person is prohibited from taking photo (still or moving), sound recording, video recording or taking memo or any other media without permission from the Chairman of the meeting. In case of disobedience, the Chairman of the meeting is entitled to give a leaving order and have the equipment brought out of the meeting room. The Company reserves the right to take possession of the photo, video, record file or media or message or any other media. The aforementioned equipment are prohibited from bringing into the room.
6. The Chairman of the meeting is entitled to manage the meeting peace and fair for the shareholders. The Chairman of the meeting has absolute right to manage the meeting for sake of harmony and benefit of the meeting.
7. One wishing to make a speech must raise his hand and, then, stand in order to make a speech when the permission is granted by the Chairman of the meeting.
8. The Chairman of the meeting is entitled and has discretion to disallow anyone who is not related to the meeting from attending the meeting or presenting at the meeting room.
9. Speech, making in the meeting room, must relate to the matter being in consideration. If the Chairman of the meeting views that the speech has been made at the certain proper level, the Chairman of the meeting may order the person to end the speech.