

Criteria to propose subject matters to be included as the agenda and
qualified candidate to be nominated as the director for
the Annual General Shareholders' Meeting for the year 2023

Objective

Noble Development Public Company Limited ("the Company") fully embraces the importance of equitable and fairness treatment of all shareholders. To comply with good corporate governance practice, the Company provides the opportunity for the shareholders to propose subject matters to be included as the agenda, and qualified candidate to be nominated as the director for the Annual General Shareholders' Meeting for the year 2023, according to the company's criteria as follows:

Criteria

1. The Qualifications of Shareholder

The shareholders who wish to propose subject matters to be included as the agenda or qualified candidate to be nominated as the director must have continuously held the Company's shares, at least 5% of total outstanding shares, either individually or collectively, for a continuous period of at least 12 months from the holding date until the proposed date.

2. Proposing subject matters to be included as the agenda

2.1 The shareholders who fulfill requirement qualifications in Clause 1 shall submit the Form to propose subject matters to be included as the agenda for the Annual General Shareholders' Meeting for the year 2023 (Form A) and enclose the following documents:

- Evidence of shareholding such as the certified letter of the securities company or other evidences certified by the Thailand Securities Depository Company Limited or the Stock Exchange of Thailand
- Evidence of Identification such as (a) for ordinary person must enclose certified true copy of identification card or passport (in case of foreigner), (b) for juristic person: *Juristic Person Registered in Thailand* must enclose the certified true copy of the Affidavit, certified by the Ministry of Commerce not later than 1 months, signed by the authorized director(s) as shown in the Affidavit, affixed the company seal (if any) and certified true copy of identification card or passport (in case of foreigner) of the authorized directors who sign the Form A. : *Juristic Person Registered in Foreign Countries* must enclose the certified true copy of the Affidavit, the Affidavit must be certified by the Notary Public officer and by authorized government official, issued not later than 1 months by the government authority that has juristic power in the country where the juristic person is domiciled, signed by the authorized director(s) as shown in the Affidavit, affixed the company seal (if any) and certified true copy of identification card or passport (in case of foreigner) of the authorized directors who sign the Form A.
- Other additional supporting documents that considered useful considerations (if any).

Please submit the form and documents to the Company within **December 15, 2022** to this following address

Company Secretary

Noble Development Public Company Limited

Noble Building, 1035 Ploenchit Road,

Lumpini, Pathumwan Bangkok 10330 Thailand

In case many shareholders aggregate to propose subject matters to be included as the agenda and possess all qualifications in Clause 1, each shareholder must affix his/her names as evidence, and submit the evidence of shares' held, support documents (if any) all together into one set, and subscribe all the names to appoint one person (1 name) hereinafter referred to as "contact person". If the Company contacts this "contact person", it shall be deemed that the Company contacts all shareholders who have affixed their names.

In case the shareholders propose more than one subject matters to be included as the agenda, the shareholders must fill Form A separately (one Form A per one agenda), and affix their names as evidence completely.

2.2 To compose an effective Annual General Shareholders' Meeting, the company reserves the right not to include the following subject matters as the agenda:

- A proposal that violates applicable laws, notifications, codes, rules, and regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the Company's objectives, Articles of Association, the resolution of shareholders' meeting, and good corporate governance policy.
- A proposal that is beyond the control of the Company.
- A proposal that is unlikely to be beneficial to the Company operations.
- A proposal that is within the management authority of the Company, except those matters which will significantly affect the shareholders in general.
- A proposal that is routine or related to normal business operation.
- A proposal that the shareholders who do not possess all required qualification.
- A proposal that provides information that is incomplete, incorrect, or having inaccurate statement, ambiguous proposal, and unable to contact the shareholder or unable to propose within the time limit.
- A proposal that the company has already operated.
- The proposal was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the Company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting.
- A proposal, as stipulated by laws, for consideration at Annual General Shareholders' Meeting, which has already been included as the agenda by the Company.

2.3 The above proposal by the shareholders shall meet scrutiny by independent directors before further submission to the Board of Directors for consideration. The proposal, under approval by the Board of Directors, will be included as the agenda for the Annual General Shareholders' Meeting for the Year 2023. For the proposal disapproved by the Board of Directors, the Company will inform the shareholders with reasons of the Board's disapproval through the Company's website or other appropriate communication channels.

2.4 The company reserves the rights not to propose subject matters to be included as the agenda in Annual General Meeting agenda if the shareholders do not completely fill the form or not enclose evidences regarding their identities and shareholdings according to the company's requirement or the shareholders do not meet the qualifications of shareholder.

3. Procedure to propose qualified candidate to be nominated as the director

3.1 The shareholders who possess qualification according to Clause 1 of the criteria may propose qualified candidate to be nominated as the director by fill in the Form to propose qualified candidate to be nominated as the director for the Annual General Shareholders' Meeting for the year 2023 (Form B) and affix the nominee's signature and enclose the following documents:

- Evidence of shareholding such as certified letter of the securities company or other evidences certified by the Thailand Securities Depository Company Limited or Stock Exchange of Thailand
- Evidence of Identification such as (a) for ordinary person must enclose certified true copy of identification card or passport (in case of foreigner), (b) for juristic person: *Juristic Person Registered in Thailand* must enclose the certified true copy of the Affidavit, certified by the Ministry of Commerce not later than 1 months, signed by the authorized director(s) as shown in the Affidavit, affixed the company seal (if any) and certified true copy of identification card or passport (in case of foreigner) of the authorized directors who sign the Form B : *Juristic Person Registered in Foreign Countries* must enclose the certified true copy of the Affidavit, the Affidavit must be certified by the Notary Public officer and by authorized government official, issued not later than 1 months by the government authority that has juristic power in the country where the juristic person is domiciled, signed by the authorized director(s) as shown in the Affidavit, affixed the company seal (if any) and certified true copy of identification card or passport (in case of foreigner) of the authorized directors who sign the Form B.
- Complete Detail of qualified candidate to be nominated as the director Form (Form C), affix name of nominated person as evidence of consent and certified true copy of related documents from nominated person such as of identification card, house registration, marriage registration (if any), education certification, seminar/training certification, 1- inch or 2-inch front view photo.

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Company Secretary

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In case many shareholders aggregate to propose qualified candidate to be nominated as the director, each shareholder must affix his/her names as evidence, and submit the evidence of shares' held, support documents (if any) all together into one set. The shareholders shall appoint the same person as a "contact person". If the Company contacts this "contact person", it shall be deemed that the Company contacts all shareholders who have affixed their names.

In case the shareholders propose more than one qualified candidate to be nominated as the director, the shareholders must fill in Form B separately (One Form B per One nominee), together with **Detail of qualified candidate to be nominated as the director Form (Form C)** and affix their names as evidence completely.

3.2 The qualified candidate to be nominated as the director must possess required qualifications and having none of the forbidden qualification according to the following:

- Possess authentic qualification and are not prohibited person under the Public Limited Company Act, the Securities and Exchange Act, related rule and regulations, and good corporate governance policy.
- Having no conflict of interest with the company by either carry on a business or being a partner in a general partnership or being an unlimited liabilities partner in a limited partnership or a director in other private or public company, which carry on the same business nature or in competition with the business of the company, neither for self-benefit nor benefit of anyone else

3.3 The Nomination and Remuneration Committee will consider, scrutinize, and select the qualified candidate who provides information and evidences that is complete, correct, and sufficient, to be nominated as the director. The qualified candidate to be nominated as the director approved by the Board of Directors will be included in the election of the Company's director agenda of the Annual General Shareholders' Meeting for the Year 2023. Those who are nominated but are not approved by the Board of Directors, the Company will inform the shareholders with reasons of the Board's disapproval through the Company's website or other appropriate communication channels.

3.4 The company reserves the rights not to propose any qualified candidates for the director nomination in the cases that the shareholders and the nominees for the director nominations do not complete the form or enclosed incomplete evidences of the shareholders and the nominees; the shareholders and the nominees for the director are disqualified.