

Criteria for shareholders to propose shareholders' meeting agenda
and nominate the directors

Meb Corporation Public Company Limited

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In accordance with good corporate governance and equitable treatment of shareholders, Meb Corporation Public Company Limited ("MEB") hereby allows shareholders to propose shareholders' meeting agenda and nominate directors in advance with reference to the criteria as followings:

1. Qualifications of shareholders

In order to propose agenda or nominate directors, shareholders must:

- 1.1 Being the shareholders of MEB holding minimum shares of 5% of total paid-up share capital either by one or several shareholders combined: or
- 1.2 Being the shareholder(s) of MEB and continuously holding minimum of 0.1% of paid-up and issued shares for at least 1 year up to the date of proposal shareholders meeting agenda or nominate the directors and until the record date for that shareholders' meeting.

In this regard, if, after MEB having checked the name of the shareholder(s) on the record date (as stipulated in 1.2) and it appears that such shareholder(s) in 1.2 does not hold the shares as stipulated in 1.2. MEB reserves the right not to propose the agenda or the candidate to the shareholders' meeting for consideration even though the agenda or the candidate has been included in the notice of the shareholders' meeting.

2. Proposal of meeting agenda

2.1 The criteria for the agenda proposals that will not be accepted:

- Matters relating to MEB's normal business operations and facts cited by shareholders that illustrate unreasonable doubts
- Matters that are beyond MEB's authority
- Matters that were proposed in the shareholders meeting for consideration in the past year and was supported by less than 10% of the total eligible voting rights and such factual events have not changed significantly
- Matters that violate with the law, announcements, regulations, and rules issued by government agencies or regulators, or matters that go against MEB's objectives, Articles of Association, shareholders' resolutions, or corporate governance
- Matters that do not benefit to MEB or potentially leading to significant damage to shareholders as a whole

- Matters that already undertaken by MEB
- Matters that propose for personal benefits or special benefit for particular group of persons or potentially cause conflicts of interest with MEB's related parties

2.2 Procedure

- 2.2.1 Qualified shareholders under 1. must prepare and submit a "Agenda Proposal Form for Shareholders' Meeting" (downloadable on MEB's website) along with complete and accurate supporting documents to the company secretary by 15 January of each year, and must clearly state whether such matters are to be proposed for acknowledgement, consideration, or approval. The address is:

Company Secretary
Meb Corporation Public Company Limited
99/27 Software Park 8th Floor, Chaengwattana Road,
Klong klue, Pak Kret, Nonthaburi 11120

The Company might request for more details for consideration. In case of shareholders fail to submit the complete and accurate documents within the specified deadline, MEB, then, acknowledge that such shareholders do not exercise their right to propose the shareholders' meeting agenda.

- 2.2.2 The company secretary will preliminarily screen the documents before proposing to the Board of Directors ("the Board") to consider. The proposed agenda shall not characterize as prescribe in 2.1.
- 2.2.3 The Board will consider the necessity and suitability of the proposed agenda and decide whether they should be added to the shareholders' meeting agenda or not. The Board's decision shall be final.
- 2.2.4 The matters approved by the Board will be added to the agenda in the meeting notice together with the Board's opinions. Otherwise, MEB will notify shareholders at the shareholders' meeting.

3. Nomination of directors

3.1 Directors' qualifications are as follow:

- 1) Be an ordinary person and
 - (a) have come of legal age;
 - (b) are not bankrupt, incompetent persons or quasi-incompetent persons;
 - (c) have never been sentenced with final judgement to imprisonment for an offence relating to corruption;
 - (d) have never been dismissed or removes from government service, government organization or agencies for malfeasance.
- 2) Be well-informed and capable, be honest and ethical, in the conduct of business, and have adequate time to dedicate knowledge and skills in order to perform duties to the Company.

- 3) Be fully qualified and not be under any of the prohibitions prescribed in the Public Limited Company Act, the Securities and Exchange Act and other related laws. In addition, directors must not possess any distrustful characteristics unsuitable for the Company's management position according to SEC's announcement.
- 4) Not conduct businesses in similar conditions which are in competition with MEB's business, or be a partner of any ordinary partnership, or be a partner with unlimited liability of a limited partnership, or be a director of any private companies or other companies conducting similar business to those of MEB, whether for his/her own or other's interests, unless such information is notified in the shareholders' meetings before the appointment resolution is reached.
- 5) Independent directors must have qualifications regarding independence in accordance with the guidelines specified in the criteria and conditions announced by the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand, and must be persons who can protect the interests of all shareholders equally to prevent any conflicts of interest.

3.2 Procedure

- 3.2.1 Qualified shareholders under 1. must prepare and submit the "Nomination of Directors Form" (downloadable on MEB's website) along with complete and accurate supporting documents to the company secretary by 15 January of each year. The address is:

Company Secretary

Meb Corporation Public Company Limited

99/27 Software Park 8th Floor, Chaengwattana Road,

Klong klue, Pak Kret, Nonthaburi 11120

The Company might request for more details for consideration. In case of shareholders fail to submit the complete and accurate document within the specified deadline, MEB, then, acknowledge that such shareholders do not exercise their right to nominate directors.

- 3.2.2 The company secretary will preliminarily screen the documents before proposing to the Nomination and Remuneration Committee ("**NRC**") to consider. NRC will consider the qualification of nominated candidate and provide their opinion to the Board whether they should be nominated at shareholders' meeting or not. The Board's decision shall be final.
- 3.2.3 The candidate(s) agreed by the Board will have their names put up on the agenda item for election of directors together with the Board's opinions. For those that fail the screening by NRC or the Board, MEB will notify shareholders at the shareholders' meeting or through other channels.