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

In accordance with good corporate governance and equitable treatment of shareholders, ZALEKTA Public Company Limited ("ZAA") hereby allows shareholders to propose shareholder's 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 shareholder of ZAA 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 ZAA and continuously holding minimum of 0.1% of paid-up and issued shares (equivalent to 650,060 shares (six hundred fifty thousand and sixty 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 shareholders' meeting.

2. **Proposal of meeting agenda**

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

   - Matters relating to ZAA's normal business operation and facts cited by shareholders that illustrate unreasonable doubts
   - Matters that are beyond ZAA's authority
   - Matters that were proposed in the shareholders' meetings for consideration in the past year and was supported by less than 10% of the total eligible voting right 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 ZAA's objectives, Articles of Association, shareholders' resolutions, or corporate governance
   - Matters that do not benefit to ZAA or potentially leading to significant damage to shareholders as a whole
   - Matters that already undertaken by ZAA
   - Matters that propose for personal benefits or special benefit for particular group of persons or potentially cause conflicts of interest with ZAA's related parties

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2.2 Procedure

2.2.1 Qualified shareholders under 1. must prepare and submit a "Agenda Proposal Form for Shareholders' Meeting" (downloadable on ZAA's website) along with complete and accurate supporting documents to corporate@zalekta.com the Company Secretary by 15 January of each year, and must clearly state whether such matters are to be proposed for acknowledgment, consideration, or approval.

In case of shareholders fail to submit the complete and accurate documents within the specified deadline, ZAA, 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. Such 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, ZAA will notify shareholders at the shareholders' meeting.

3. Nomination of directors

3.1 Directors' qualifications are as follow:

3.1.1 Be an ordinary person and

- have come of legal age;
- are not bankrupt, incompetent persons or quasi-incompetent persons;
- have never been sentenced with final judgement to imprisonment for an offence relating to corruption;
- have never been dismissed or removed from government service, government organizations or agencies for malfeasance

3.1.2 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

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3.1.3 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

3.1.4 Not conduct businesses in similar conditions which are in competition with ZAA'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 businesses to those of ZAA, whether for his/her own or other's interests, unless such information is notified in the Shareholders' Meetings before the appointment resolution is reached.

3.1.5 Must not serve as a director of more than 4 other listed companies on the Stock Exchange of Thailand.

3.2 Procedure

3.2.1 Qualified shareholders under 1. must prepare and submit a "Nomination of Directors Form" (downloadable at ZAA's website) along with complete and accurate supporting documents to corporate@zalekta.com by 15 January of each year.

In case of shareholders fail to submit the complete and accurate documents within the specified deadline, ZAA, 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 Board whether they should be nominated at shareholders' meetings 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 the Board, ZAA will notify shareholders at the shareholders' meeting or through other channels.

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