

The criteria for shareholders' right to propose the agenda and to nominate director for the Annual General Meeting of Shareholders for the year 2023

The Navakij Insurance Public Company Limited (“the Company”) has an intention to operate the business by adhering to the principles of good corporate governance. The Company realizes the importance of equitability and fair treatment of shareholders. In order to participate in business operation, the shareholders are granted to propose matter to be agenda of the Annual General Meeting of Shareholders (“AGM”) and nominate qualified candidates to be elected as directors in advance of the 2023 AGM which will be held in April 2023.

The Company invites the shareholder to propose matter to be agenda of the AGM and nominate qualified candidates to be elected as directors during 1 September 2022 to 31 December 2022 according to the Company’s criteria and procedures as follows:

1. Qualifications of Shareholders

Either single shareholder or a group of shareholders of the Company who hold not less than 5% of total number of the voting rights shall have the rights to propose the matter or nominate qualified persons. The shareholders shall hold the Company’s shares continuously for a period of not less than 1 year from the date of shareholding until the date of proposing matter or nominating qualified person.

2. Proposal of the agenda

The Company reserves the Company’s right not to place the following matters on the agenda

2.1 A proposal that concerning the Company’s normal business, unless there is indication of irregularity

2.2 A proposal that is beyond the authority of the Company

2.3 A proposal that the shareholders have been proposed to the shareholders’ meeting during the past 12 months and was supported by less than 10% of total voting shares, provided that the facts of the stated matter have not yet changed significantly

2.4 A proposal that is beneficial for specific person or group

2.5 A proposal that is the Board of Director’s authority unless the matter that causes significant damage to shareholders

2.6 A proposal that the Board of Director has been considered and deems that un-appropriate to contain in the agenda. The Board shall clarify a reason for disapproving the matter to the shareholders.

2.7 Any other matters as specified in the notifications of the Securities and Exchange Commission, the Capital Market Supervisory Board and other related regulators.

3. Nomination for directors

The qualifications of the persons being nominated as directors shall be as follows:

3.1 Possessing authentic qualifications and not being prohibited person as specified by the Public Limited Company Act, the Securities and Exchange Act and Non-life Insurance Act and other relevant laws as well as the articles of association and the good corporate governance of the Company. In case of nomination of independent director, the nominated person shall be fully qualified as specified by the Company.

3.2 Having abilities suitable and necessary for the Company's business and be able to dedicate their time and effort to their duties

3.3 Giving their consent for being nominated for appointment as the Company's directors

4. Proposing the agenda and nominating person

4.1 Completely fill and sign in the Agenda Proposal Form or the Director Nomination Form, 1 form per 1 matter/director and enclose the required documents as indicated in clause 5

4.2 In case that a group of shareholders proposes matter/person, all shareholder in a group shall complete and sign in the form and enclose the required documents as indicated in clause 5

4.3 In case that a shareholders proposes more than one matter/person, such shareholder shall provide each form for each matter/person and enclose the required documents as indicated in clause 5

4.4 The complete form shall be submitted unofficially to the company secretary at the facsimile number 02 636 7999 or via email charuwan_c@navakij.co.th to provide sufficient time for the Board of Directors for consider

4.5 Submit the original form with signature and supporting documents to be evidence to the Board of Directors for consider by registered mail to:

Office of Company Secretary
The Navakij Insurance Public Company Limited
100/48-55, 90/3-6, 26 floor, Sathorn Nakorn Building,
North Sathorn Road, Silom, Bangrak,
Bangkok Thailand 10500

5. Required documents

5.1 Shareholders' document (1 copy of document per 1 proposal of matter or 1 nomination of person)

1) A share certificate issued by Securities Company or any other evidence issued by the Stock Exchange of Thailand

2) Proof of identity, certified true and correct copy

Individual shareholder

- A copy of the identification card or governmental officer identification card or driver license of passport (for foreigner)

Juristic shareholder

- Copies of the corporate affidavit issued not less than 6 months
 - A copy of the identification card or governmental officer identification card or driver license of passport (for foreigner) who signed the form on behalf of the Company
- 3) A copy of change of name certificate in case that the shareholders change their name or family name

5.1 Nominated person's document

- 1) A Data of Person to Be Nominated as Director Form
- 2) Evidence on education and work experience
- 3) A copy of the identification card or governmental officer identification card or driver license of passport (for foreigner)

6. Conditions and Procedures for considering

6.1 Chairman of the Executive Board initially reviews the proposal of shareholders prior to submitting to the Board of Directors

6.2 The Nomination Committee shall consider the qualification of nominated person to be elected as director prior to submitting to the Board of Directors

6.3 The Board of Directors' consideration based on the criteria specified. The judgment is deemed the matter comes to an end

6.4 The proposal approved by the Board of Directors will be included in the agenda of the AGM, indicated that such agenda is proposed by the shareholders

6.5 The Company shall inform the shareholders with a reason in case that the proposal is disapproved by the Board of Directors on the Company's website

6.6 The nominated person approved by the Board of Director shall be proposed to be elected as the Company's director in the AGM

6.7 The Company shall inform the shareholders and clarify a reason in case that the Board of Directors disapproves the nominated person on the Company's website and in the AGM

7. Submission Period

Submission is allowed from 1 September 2022 to 31 December 2022

Agenda Proposal Form

For the Annual General Meeting of Shareholders for the year 2023

1. (1) I, Mr./Mrs./Ms.....,
Shareholder of the Navakij Insurance Public Company Limited (NKI)
No. of shareholding.....share
Accessible Address.....
.....
Telephone Number.....
Mobile Phone Number.....
E-mail address.....

 - (2) I, Mr./Mrs./Ms.....,
Shareholder of the Navakij Insurance Public Company Limited (NKI)
No. of shareholding.....share
Accessible Address.....
.....
Telephone Number.....
Mobile Phone Number.....
E-mail address.....

 - (3) I, Mr./Mrs./Ms.....,
Shareholder of the Navakij Insurance Public Company Limited (NKI)
No. of shareholding.....share
Accessible Address.....
.....
Telephone Number
 - Mobile Phone Number.....
E-mail address.....
2. Agenda Proposed
 1.
 2.
 3.

3. Objective

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Reason

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Further supporting documents as true copies.....pages are attached along with this form

I hereby to certify that the information and the attached supporting documents are accurate, complete and that the Company has my permission to disclose the information or the said supporting documents.

.....Shareholder
(.....)

.....Shareholder
(.....)

.....Shareholder
(.....)

Remark

1. Shareholders have to provide evidence to proving share ownership such as certified letter from Securities Company or other evidence from the Stock Exchange of Thailand
2. Individual shareholder must submit a certified copy of the identification card or passport (for foreigner) and juristic shareholder must submit certified copies of the Company Certificate and identification card or passport (for foreigner) of the director who signed the form on behalf of the Company
4. Evidence and supporting documents of several shareholders must be included in the same form
5. All agendas which proposed would be contained legible details
6. Shareholders have to provide evidence to proving changing of the name or surname
7. Agenda proposals would not be considered by the Company if there is insufficient information, no contact details or not comply with the fixed regulation

Director Nominating Form

For the Annual General Meeting of Shareholders for the year 2023

1. (1) I, Mr./Mrs./Ms.....,
Shareholder of the Navakij Insurance Public Company Limited (NKI)
No. of shareholding.....share
Accessible Address.....
.....
Telephone Number.....
Mobile Phone Number.....
E-mail address.....

 - (2) I, Mr./Mrs./Ms.....,
Shareholder of the Navakij Insurance Public Company Limited (NKI)
No. of shareholding.....share
Accessible Address.....
.....
Telephone Number.....
Mobile Phone Number.....
E-mail address.....

 - (3) I, Mr./Mrs./Ms.....,
Shareholder of the Navakij Insurance Public Company Limited (NKI)
No. of shareholding.....share
Accessible Address.....
.....
Telephone Number
Mobile Phone Number.....
E-mail address.....
2. I would like to propose below persons to be the Company's director
1. Mr./Mrs./Ms.....Age.....years
 2. Mr./Mrs./Ms.....Age.....years
 3. Mr./Mrs./Ms.....Age.....years

Those are possess authentic qualifications and are not prohibited persons as specified by the Company's regulations to be directors of the Navakij Insurance Public Company Limited. Attached herewith I have information of such candidate as well as his/ her supplementary documents as true copies totaling.....pages along with this form.

I hereby to certify that the information and the attached supporting documents are accurate, complete and that the Company has my permission to disclose the information or the said supporting documents.

.....Shareholder
(.....)

.....Shareholder
(.....)

.....Shareholder
(.....)

3. Statement of Consent

1. Mr./Mrs./Ms.....
2. Mr./Mrs./Ms.....
3. Mr./Mrs./Ms.....

Nominated Person as item 2, consent to nominating myself as a candidate for the Company's Director and possess authentic qualifications and are not prohibited persons as item 2, including accepted to practice with the Company's guideline. I hereby to certify that above information was correct and complete.

.....Nominated Person
(.....)

.....Nominated Person
(.....)

.....Nominated Person
(.....)

- (4) **The number of the Navakij Insurance Public Company Limited securities held** (including spouses and children who is not juristic, a juristic person in which the spouse or minor child hold more than 30 percent of the total voting rights)

Number of NKI Common shares.....

- (5) **Conflict of Interest direct/indirect** (Please specify the transaction, the stake and the value of the transaction)

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- (6) **Other important information** that will be beneficial to the Board's consideration (if any)

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2. Absence of prohibited characteristics and consent

I (Mr./Mrs./Ms.).....acknowledged and consented to be nominated for election as a director of the Navakij Insurance Public Company Limited to the Annual General Meeting of Shareholders and hereby certified that my information above, the documents and evidence submitted together herewith are correct, complete, not false or lacking any information which should be notified in essence. I qualified and did not have any prohibited characteristics under the law of a public limited company, securities and The Stock Exchange of Thailand, rules and regulations of the Company, related regulatory agencies and corporate governance of the Company. If I am selected by the Board of Directors nominating to the shareholders' meeting, I will cooperate with the Company very well and comply with the regulations of the Company.

.....Nominated person

(.....)

Date.....