

Criteria for Minority Shareholders to Propose the Agenda and to nominate the Candidate for Being Directors ( the “Candidate”) at the AGM in advance

1. Objective

Humanica Public Company Limited (“Company”) has stressed on the importance for the good corporate governance that is a main factor of its business operation in order to serve the best interest of every shareholder. Company has a strong recognition of equitable treatment of any shareholder in according to the corporate good governance. Company would like to invite the shareholders to propose the agenda for the 2019 AGM of shareholders and the names of the qualified candidates for being nominated as company’s Board of Directors in accordance with the criteria as announced in advance on the condition below:

1.1 To propose the agenda of AGM in order to consider and approve.

1.2 To propose the name of the qualified candidates for being nominated as company’s Board of Director.

2. Definitions

“The Board”	mean	The Board of Directors
“Company”	mean	Humanica Public Company Limited
“AGM”	mean	2019 Annual General Meeting of Shareholder

3. The qualifications of shareholder

The shareholders who wish to propose the agenda that must be the shareholder(s) or the company which can be either one shareholder one combined shareholders, holding the number of share not less than 5 percent of the total voting rights of the company ( must hold those shares as stipulated the mention on the date on which the agenda or the candidate is proposed.)

4. Proposal of the agenda

The board will propose the agenda to AGM except for the case where the board have a right to refuse to accept the agenda as follows;

- (1) The proposal that is not according to these rules
- (2) The proposal that deals with the matter in the ordinary cause of business of the company and information referred to by the shareholder(s) does not indicate any irregularity
- (3) The proposal that beyond the control of the company
- (4) The proposal that the shareholder proposed in the shareholders' meeting during the past 12 months and was voted in favor by less than 10% of the voting rights of the company and the facts of the said matter have not been changed in a material manner.

5. The Proposal of the agenda of AGM for acknowledgment, for consideration or approval

5.1 Shareholder(s) must submit the form of AGM agreement proposal (Form A) including the supporting documents to company in accordance with the procedure of No.7 below.

In case of the fact that company consider any documents or information to be benefit for it's the Board, company shall request more documents or information.

5.2 Consideration procedure.

5.2.1 The company's secretary will initially consider screening. If the information is not complete. The company's secretary will notify the shareholders in order to make corrections. If the information is complete, it will be presented to the Board. In order to consider the appropriateness of the agenda proposed by the shareholders, the decision of the Board shall be final

5.2.2 The agenda proposal is approved by the Board will be included in the agenda of AGM of Shareholders' notice of the meeting together with the opinion of the Board

5.2.3 For the agenda proposal disapproved by the Board, the company will instantly inform the shareholder after the meeting with the reason.

6. A nomination or more to be presented as director

6.1 The person who has been nominated for proposal as a director must have the following qualifications:

6.1.1 Must have qualifications and do not have the prohibited characteristics as specified in the Public Company Act , Securities and Exchange Act and any other regulations of the Stock Exchange of Thailand or other relevant regulations As well as the Good Corporate Governance policy of company.

6.1.2 Have a ability, knowledge, independence and able to perform duties as a director with care, honesty and experience that is important to the business of the company such as Information Technology Business, Accounting, Finance and Human Resources Management

6.1.3 Able to perform duties efficiently and with responsibility to the company in the case of holding many directors positions at the same time .

6.2 Shareholders must prepare the documents of the directors' nominees for the Board's consideration

6.2.1 Copy of Curriculum Vitae.

6.2.2 Copy of educational degree and background.

6.2.3 Copy of The certificate of employment (if any)

6.2.4 Copy of ID card or passport (In case of being a foreigner) and house registration.

6.2.5 Proof of consent of the person nominated for selection as a director

The company may request more documents or additional information from shareholders if the company considers that the document or information being necessary or beneficial to the consideration of the board. All copy of documents must be certified by true copy.

6.3 Shareholders must submit Form B with supporting documents in accordance with No. 6.2 to the Company in accordance with the procedures set out No.7 below.

6.4 Consideration procedure.

6.4.1 The company's secretary will initially consider screening. If the information is not complete. The company's secretary will notify the shareholders in order to make corrections. If the information is complete, it will be presented to the Nomination and Remuneration committee

in order to consider the qualifications and give opinions to the Board whether to appropriate proposal at AGM or not. The decision of the Board of Directors is final.

6.4.2 Persons who have been approved by the Nomination and Remuneration Committee and the Board will be included in the agenda of the 2019 AGM of Shareholders in the notice of the meeting.

6.4.3 For the agenda proposal disapproved by the Board, the company will instantly inform the shareholder after the meeting with the reason.

7. The submission of the proposal procedure

7.1 Shareholders must submit the completed and signed Form A or Form B, as the case may be, to the company's secretary by email at [thanawat.t@humanica.com](mailto:thanawat.t@humanica.com) or by fax number 662-092-89202 or by registering to the address below.

Humanica Public Company Limited  
2 Soi Rongmuang 5, Rongmuang Road,  
Pathumwan District, Bangkok 10330, Thailand

7.2 To submit the following supporting documents together with the submission of Form A. or Form B.

(1) Proof of shareholding of the company at present.

(2) Proof of identity of the shareholder

(f) In case of natural person - copy of ID card Or passport (In case of being a foreigner)

(g) In case of juristic person - a copy of the juristic person's certificate Identity card or passport of the authorized director signing on the form Or power of attorney.

\* The company reserves the right to not consider the offer of shareholders. (In the case of an individual proposing an offer through an attorney

7.3 In case that more than one shareholder has submitted the proposal, each shareholder must fill in Form A or Form B., as the case may be and sign on the form. All supporting documents that must be submitted to the company can be delivered together.

FORM A

Proposing AGM Agenda Form

(1) I, Mr/Mrs/Miss \_\_\_\_\_  
is a shareholder of Humanica Public Company Limited holding shares in percentage \_\_\_\_\_ of all shares issued by  
the company and as a percentage \_\_\_\_\_ of the total number of voting rights of the company

Address No. \_\_\_\_\_ Soi \_\_\_\_\_ Road \_\_\_\_\_ Sub- District \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Country \_\_\_\_\_ Mobile No. \_\_\_\_\_  
Telephone \_\_\_\_\_ Email (if any) \_\_\_\_\_

(2) I would like to propose the following agenda of the shareholders 'meeting to the AGM. (Please indicate that  
the proposed proposal is an subject for acknowledgment, for consideration or for approval)

- (2.1) \_\_\_\_\_
- (2.2) \_\_\_\_\_
- (2.3) \_\_\_\_\_.

(3) I have attached the documents of Form A. as specified in No. 7.2 of this rule and documents or additional  
information necessary or beneficial to the consideration of the Board as follows

- (3.1) \_\_\_\_\_
- (3.2) \_\_\_\_\_
- (3.3) \_\_\_\_\_
- (3.4) \_\_\_\_\_
- (3.5) \_\_\_\_\_
- (3.6) \_\_\_\_\_

(4) I certify that documents and information submitted with this correct and complete. The total number of  
documents submitted is \_\_\_\_\_ pages.

\_\_\_\_\_ Shareholder's signature

(\_\_\_\_\_)

Date \_\_\_\_\_

FORM B

Nomination Director Form

(1) I , Mr/Mrs/Miss \_\_\_\_\_  
is a shareholder of Humanica Public Company Limited holding shares in percentage \_\_\_\_\_  
of all shares issued by the company and as a percentage \_\_\_\_\_ of the total number of voting rights of the  
company

Address \_\_\_\_\_ Soi \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_

Province \_\_\_\_\_ Country \_\_\_\_\_ Mobile No. \_\_\_\_\_

Telephone \_\_\_\_\_ Email (if any) \_\_\_\_\_

(2) I would like to propose Mr. /Mrs. /Ms \_\_\_\_\_ Age \_\_\_\_\_  
\_\_\_\_\_ Years as a director who has the qualifications as specified in No. 6.1 of this rule.

(3) I have attached the documentation of the form B. as specified in No. 6.2 and 7.2 of this rule and all  
additional documents not specified in 6.2 and 7.2 are as follows ;

(3.1) \_\_\_\_\_

(3.2) \_\_\_\_\_

(3.3) \_\_\_\_\_

(3.4) \_\_\_\_\_

(3.5) \_\_\_\_\_

(3.6) \_\_\_\_\_

(4) I certify that documents and information submitted with this correct and complete. The total number  
of documents submitted is \_\_\_\_\_ pages.

\_\_\_\_\_ Shareholder's signature

(\_\_\_\_\_)

Date \_\_\_\_\_