



**The Criteria for shareholders right for agenda proposal  
For the Annual General Meeting of Shareholders for the year 2019  
Of Nation Broadcasting Corporation Public Company Limited**

**1. Objectives**

In compliance with corporate good governance, Nation Broadcasting Corporation Public Co., Ltd. (NBC) maintains its commitment to the provision of impartial and equitable treatment of all shareholders. Accordingly, NBC offers all shareholders the opportunity to submit an additional agenda and to nominate qualified candidates through a fair and transparent procedure for a Company's Director at The 2019 Annual General Meeting of Shareholders (AGM)

**2. Qualification of Shareholders**

Shareholders who wish to propose an agenda and/or candidates for the Board of Directors must possess qualifications in accordance with the following criteria:

1. Hold minimum shares of not less than 1 share
2. Must have continuously held the share(s) for a period to the date of the proposed shareholders' meeting, AGM 2019 and must present evidence of ownership of a share document, such as the share(s) certificate indicating share(s) held.

**3. Agenda Proposal Methods**

**3.1. Consideration Procedure**

1. A shareholder who possesses the qualifications in accordance with Criteria no.1, must submit the completed agenda proposal form to the Board, or send a copy of the completed agenda proposal form via facsimile to 0-2338-3904, or via email address to investor@nbc.co.th before sending the original completed agenda proposal form to the Board.

In this regard, the original completed agenda proposal form with the shareholder's signature, plus evidence of share(s) held, namely a Certified Letter of the Securities Company, or other evidence of the Thailand Securities Depository Co., Ltd., or the Stock Exchange of Thailand, together with any supporting documents beneficial to the consideration by the Board (if any), must be delivered to the Company by January 29<sup>th</sup>, 2019, at the following address:

**Office of the Company Secretary,**  
Nation Broadcasting Corporation Public Co., Ltd.,  
1858/51-62 Bangna-Trad Road, Bangna, Bangkok 10260  
Tel. 02-338-3291

2. The Company Secretary will collect and screen all accepted documentation before submitting proposed agendas from shareholders to the Board of Directors for their consideration, prior to being accepted for inclusion in the agenda of AGM 2019, which should only be agendas appertaining to the Company and benefits from its business operations.
3. A proposed agenda approved by the Board, together with the Board's opinion, will be included in the Agenda of the AGM 2019 notice and the proposal result will be announced via company's website.
4. If a proposed agenda is not approved by the Board, the Company will inform the proposed agenda shareholder of the reason(s) for refusal through the Company's website and it will also be announced to all shareholders formally at the AGM 2019.

### 3.2. Agenda Proposals unacceptable for consideration

1. Proposals that violate the law, rules, or regulations of government agencies, or other governing agencies, or which do not comply with the objectives, articles of association, shareholders' resolutions and the practices associated with good corporate governance of the Company
2. Proposals beneficial only for specific persons, or groups
3. Proposals concerning the regular business operation of the Company, whereby the shareholder's proposal does not substantiate any irregularity of the company's operation
4. Proposals which, in the opinion of the Directors, are considered unnecessary for consideration
5. Proposals contain incomplete and inaccurate information or in case that shareholder is unable to be contacted for additional information
6. Proposals for the company to take action which is beyond the power or control
7. Agenda that has been proposed within the past twelve months and received votes less than ten percent of the total votes; except the new items proposed are changed substantially from the first time