

**Criteria for granting shareholders right to propose agenda items in the Annual General Meeting of
Shareholders and to nominate names of qualified candidates for appointment as directors**

Objective

Indigy Public Company Limited (**Company**) recognizing the importance of shareholders and in order to comply with the Company's policy of treating all shareholders equally and fairly, the Company provides shareholders with an opportunity to propose agenda items to be included in the agenda items of the Annual General Shareholders' meeting and to nominate persons to be considered for election as directors for the Company's annual general Shareholders' meeting in advance under the criteria and conditions that the Company has clearly and transparently determined.

Qualifications of shareholders to propose agenda items and/or nominate persons

Shareholders who wish to propose agenda items to be included in the agenda item of the Annual General Shareholders' meeting and/or nominate persons to be considered for directors of the Company must have the following qualifications:

1. Holding shares and having voting rights in aggregate of not less than 5 percent of the total of voting rights of the Company as of the date on which the agenda item and/or nominating persons for consideration for election as directors of the Company are proposed; and
2. Being a shareholder(s) of the Company, not less than the number specified in Section 1 above mentioned, continuously for not less than 1 year, and continuously holding the said number of shares on the proposed date until the Annual General Meeting of Shareholders of such year.

Criteria for proposing agenda items for inclusion in the agenda item of the Annual General Meeting of Shareholders

Shareholders who have the qualifications, specified above in these criteria, may propose agenda items to be included in the agenda item of the Annual General Meeting of Shareholders with the following conditions and procedures:

1. Preparing a letter of proposal for inclusion in the agenda to the Board of Directors by completely filling in the "Form for Proposing agenda items to be Include in the Agenda of the Annual General Meeting of Shareholders" (the form can be downloaded via the Company's website), together with a summary of the main points and attaching documents and brief details.

In the case where an agenda item is proposed by a group of shareholders, each shareholder must fill in their information and sign the form.

2. Agenda items must be clearly specified as for acknowledgement or for approval. When the Board of Directors approves such proposed agenda items to be included as an agenda item for the Annual General Meeting of Shareholders with specifying agenda item proposed by Shareholders. For agenda item being not approved by the Board of Directors, the Company will notify reasons for not being included such agenda item as an agenda item for the Shareholders' meeting in the invitation letter of the Shareholders' meeting, and the reasons shall be informed at the Shareholders' meeting again.

Criteria for consideration of not including in the agenda item

The Board of Directors shall consider the appropriateness of agenda items proposed by the shareholders, which shall not be in accordance with the following matters, unless the Board of Directors considers otherwise, and the Board's resolution shall be final;

1. The proposed matter violates the law, rules, regulations of government agencies or other agencies regulated the Company or do not comply with the objectives, articles of association, the shareholders' meeting resolutions, the good corporate governance or code of conduct of the Company;
2. The proposed matter is relevant to the operation of the Company and shareholders did not indicate any reasonable suspicion about the irregularity of such matter;
3. The proposed matter is beyond the authority of the Company;
4. The proposed matter is beneficial for a specific person or groups or unbeneficial for the Company's business operation;
5. The proposed matter is already operated by the Company.
6. The proposed matter that the shareholders had already been proposed to the Shareholders' meeting during the previous 12 months and was casted by the votes of less than 10 percent of total voting shares, provided that the facts of the matter shall have not been changed significantly;
7. Matter which the information and evidence provided by shareholders is incomplete or incorrect or the supporting documents are ambiguous or contains an incorrect information;
8. Matters that the Board of Directors deems to be within the scope of the Board's management authority, except in cases that cause significant damage to the Company and/or shareholders as a whole;

9. The proposed matter that the Board of Directors consider that it is unnecessary to include as an agenda item, provided that the Board of Director shall have reasonable grounds and shall be able to clarify to the shareholders for their understanding; or
10. Proposal that are proposed by shareholders being not fully qualified according to Company's criteria, or shareholder did not comply with the criteria determined by the Company for such matter.

Criteria for nominating persons for consideration for election as directors

Shareholders who have all the qualifications as specified above in these criteria, may nominate persons to be considered for election as directors, with the following conditions and procedures:

1. Complete the “Form for Nominating Persons to be Elected as Directors at the Annual General Meeting of Shareholders” (the form can be downloaded via the Company’s website);

In the case of a proposal by shareholders, each shareholder must fill in their information and sign the form.

2. A person nominated for consideration as the director shall fill out the information in the “Letter of consent to be nominated and qualified as a director of the nominated person” and affix their signatures as the confirmation to be nominated as a Company’s director and the warrant of the accuracy and completeness of the information provided herein, together with granting the consent to the Company to disclose of such information or documents.
3. The Board of Directors shall consider the nominated persons’ qualification by the same criteria as applied to other nominated persons in order to proposing to the Shareholder’s Meeting in further.
4. The Nominated Person to be nominated for election as directors of the Company must have appropriate qualifications and work experience that is beneficial to the Company’s operations and must have qualifications as specified in the Public Limited Companies Act, the Securities and Exchange Act, any other relevant laws, including announcements of the Securities and Exchange Commission, announcements of the Capital Market Supervisory Board, announcements of the Stock Exchange of Thailand, or any other relevant announcements.
5. The Persons who have been approved by the Board of Directors will be included in the agenda item for the election of directors. In the case that the Board of Directors does not approve, the Company will inform the shareholder who proposed the nomination after the Board of Directors’ meeting, and will provide an explanation via the Company’s website and inform again at the Annual General Meeting of Shareholders.

Documents and Evidence for consideration names person for appointment as directors

1. A shareholder shall provide the following evidences and affix the signature to certify true copy by the shareholder or by the authorized person of such entity (as the case may be).

1.1 The evidence of the shares, i.e., Certification from a securities company or other evidence from The Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

1.2 The evidence of shareholder's identity.

Natural Person : a certified true copy of an identification card or government officer identification card or driving license or passport or alien identification card which are not expired.

Juristic Person: A copy of the juristic person's certificate, not older than 3 months of issuance or an identification card or the government officer identification card or driving license or passport or alien identification card which are not expired of a person who signs such form, and certified by Notary Public in the case of the foreign juristic person registered abroad.

2. The nominated person for considerate as director must provide supporting document for consideration; namely letter of consent to be nominated as a director of the Company, personal profile, educational background, work experience and other documents that are useful for determining qualifications.

Channels for submission

Shareholders must submit documents and supporting evidence for consideration to the Company by 31 January of each year to the address below or via the Company Secretary's email at worapan@indigy.com for the convenience of shareholders.

- In case of self-delivery, delivery must be made between 10.00 - 16.00 hrs., Monday to Friday.
- In case of sending documents by post, the Company will consider the postmark on the envelope no later than 31 January of each year.
- In case of sending documents via email, the shareholder must submit the original form together with the evidence, which has been duly signed, to the Company by 31 January of each year.

Company Secretary Indigy Public Company Limited Address 3 Promphan Building 3, Unit No.1105-1110 11 th floor, Soi Ladprao 3, Chom Phon, Chatuchak, Bangkok 10900
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Form for Proposals to be included in the agenda of the Annual General Meeting of Shareholders

Date

Name - Surname of Proposer

Address

Telephone

Fax

Email

Number of shares

Objective [] For Acknowledgement [] For approval

Subject

The reasons and details

Other information that is useful for

consideration

I hereby certify that all information written in this form, the evidence of shares, and other supporting documents are correct and true in all respects and affix the signature as evidence below.

Signed.....Shareholder's signature

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Form for Nominating persons to be elected as directors at the Annual General Meeting of Shareholders

Date

Name – Surname of Proposer

Address

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Telephone

Fax

Email

Number of shares

I would like to nominate 1) Mr./Mrs./Miss.....

2) Mr./Mrs./Miss.....

3) Mr./Mrs./Miss.....

who is fully qualified and has no prohibited characteristics prescribed by laws and related announcements to be nominated as the Director of Indigy Public Company Limited. The person nominated has already provide his/her consent in the information form of the person nominated to be considered for election as director.

I hereby certify that all information provided in this form, the evidence of shares, and other supporting documents are correct and true in all aspects. I agree that the Company can disclose such information or documents in case of necessity, and I also affix my name as evidence below

Signed..... Shareholder's Signature

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Letter of Consent to be nominated and qualified as a director of the nominated person

1. General Information

Name (Mr./Mrs./Ms.) Surname

Nationality ID No./Passport No.

Date of Birth / / Age Year

2. Residential Address

House No. Moo. Road

Sub-District District

Province Tel.

E-mail

3. Educational Background, Training/Seminar Program, Work Experience and Current Position

3.1 Educational Background

Degree	Institute	Major	Year of Graduation

3.2 Work Experience

Position	Company	Year of work

3.3 Training/Seminar Program

Course	Institute	Year of training

4. Shareholding Percentage

Persons	Shares
1. Nominated person	
2. Spouse of Nominated person	
3. Underage children of Nominated person 1) 2)	
4. Juristic person wherein the persons in Clause 1,2,3 hold shares at an aggregate amount exceeding 30 percent, including in the case of the above person holds shares in other juristic persons more than 10 percent and such aggregate shareholding is the largest proportion thereof.	
5. Other	

5. Relationship with Executive Directors, Major shareholder, Company's controlling person (If any)

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I, (Mr./Mrs./Ms.)....., am the person who is a person nominated to be considered for election as a director of Indigy Public Company Limited ,..... that I consent and acknowledge to my nomination and hereby certify that all information and documents including supporting evidence are accurate and complete and I agree that the Company can disclose such information or evidence.

Signed Nominated Person

(.....)

Date / /

Remarks: The attached documents of consent to nominate and certify the qualifications of the nominated person as a director

☐ Identification evidence of the Nominated person

☐ Whitelisted certificates

☐ Educational background, Work Experience and Training Experience

☐ The evidence of shareholding (If any) such as a certificate of shareholding from the Thailand Securities Depository Co., Ltd.

☐ Other documents (If any)

In the case of the copy of documents, the copy shall be certified true copy.