

## **Proposal of Agenda and Director Nominee in advance for the Annual General Meeting of Shareholders for the year 2019**

### **1. Objective**

CP ALL Public Company Limited (“the Company”) has a strong determination to maintain the good corporate governance. To ensure engagement of the shareholders and fairly and equitably treated, the Company has set up the criteria for shareholders to propose agenda and director nominee in advance for the Annual General Meeting of Shareholders. It demonstrates clear guidelines to ensure that the agendas that will be delicately selected and truly and the qualified Candidate will be selected and able to perform his or her duties effectively to attain the highest benefits of the Company and all stakeholders.

### **2. The qualification of Shareholder**

The Shareholder who wish to propose the agenda or to nominate the director must possess the following qualifications:

- 2.1 Being the shareholder of the Company as at the proposed agenda date or the proposed director nominee date, which can be either one shareholder or combined shareholders, and must hold those share as stipulated in 2.2 on the Record date in order to determine the right to attend the Annual General Meeting of Shareholders for the year 2019, and
- 2.2 Holding not less than 5% of the total voting rights of the Company, and
- 2.3 Be able to provide shareholding evidence e.g. certification letter showing number of shares issued by securities companies or another evidence issued by the Stock Exchange of Thailand or the Thailand Securities Depository Co., Ltd.

### **3. Proposal of the agenda**

3.1 The proposal that will not be placed on the agenda

- (1) Matters defined in Section 89/28 of the Securities and Exchange Act B.E. 2535 amended by the Securities and Exchange Act (No.4) B.E. 2551<sup>1</sup>
- (2) The proposal that violates to the law, rules, regulations of government agencies or other governing agencies or are not complied with the objective, the article of association, the shareholders’ resolution, the good corporate governance of the Company.
- (3) The proposal that the Company has already operated.
- (4) The proposal that the information shareholders provided is incomplete or incorrect, or those who are unable to contact, or not comply with the Company’s criteria.
- (5) The proposal that is beneficial for specific person or group.
- (6) The proposal that is the power and authority of the Board unless it causes the significant affect on the shareholders in general.

Remark 1 : Matters defined in Section 89/28 of the Securities and Exchange Act (No.4) B.E. 2551 are as follows:

- (1) The proposal does not comply with rules as specified in the first paragraph (A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the Company);

- (2) The proposal is relevant to the ordinary business operation and the fact given by the shareholder does not indicate any reasonable ground to suspect the irregularity of such matter;
- (3) The proposal is beyond the company's power to produce the proposed result;
- (4) The proposal was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;
- (5) Any other cases as specified in the notification of the Capital Market Supervisory Board.

### 3.2 Consideration procedure

- (1) The shareholder who possesses qualification according to the criteria no.2, must completely fill in the **“Agenda Proposal Form for the Annual General Meeting of Shareholders 2019”** with signature. And the shareholder must enclose the evidence as details appear in the remark of the form and submit all documents to the Company via registered mail to:-

The Company Secretary Division  
CP ALL Public Company Limited  
16<sup>th</sup> floor, Tarasathorn bldg., 119 Soi Sathorn 5,  
Sathorn Tai road, Tungmahamek,  
Sathorn, Bangkok 10120

Please note that the Company will only consider the form arrived within December 31, 2018.

- (2) In case many shareholders have unified to propose agenda and all of them possessing the qualification as specified, each shareholder must fill in the form completely and affix their name as evidence and consolidate all the forms into one set.
- (3) The Company Secretary division will initial review the proposed agenda before propose to the Board. The agenda that did not pass the initial review due to not qualifying to the criteria set in No. 2 or related to the criteria No. 3.1, will be notified within January 31, 2019.
- (4) The Board will consider the proposal to be placed on the agenda and the decision is final.
- (5) The proposal approved by the Board will be included in the agenda of the AGM notice and informed in the AGM notice that the agenda proposed by the shareholders. For the proposal disapproved by the Board, the Company will inform the shareholder with the reason of the Board's refusal after the Boards' meeting.

4. Proposal of the director nominee

4.1 The qualification of the director nominee

The director nominee must possess key qualifications and must not possess prohibited qualifications as follows:

- (1) Possessing the required qualifications and not having prohibited characteristics of a director according to the Public Limited Companies Act, the Securities and Exchange Act, and other related laws, rules, regulations, announcements, the Article of Associations of the Company and the Good Corporate Governance of the Company.
- (2) Having knowledge, independent and skill in the areas significantly beneficial to the Company.
- (3) Should not serve as a director more than 5 listed companies.

4.2 Consideration Procedures

- (1) The shareholder who possesses qualification according to the criteria no.2, must completely fill in the **“Proposal of Director Nominee”** form with signature. And the shareholder must enclose the evidence as details appear in the remark of the form and submit all documents to the Company via registered mail to:-

The Company Secretary Division  
CP ALL Public Company Limited  
16<sup>th</sup> floor, Tarasathorn bldg., 119 Soi Sathorn 5,  
Sathorn Tai road, Tungmahamek,  
Sathorn, Bangkok 10120

Please note that the Company will only consider the form arrived within December 31, 2018.

- (2) In case many shareholders have unified to propose director nominee and all of them possessing the qualification as specified, each shareholder must fill in the form completely and affix their name as evidence and consolidate all the forms into one set.
- (3) The Board Remuneration and Nomination Committee will initial review before propose to the Board for consideration.
- (4) The nomination agreed by the Board will be included in the Agenda and remarked as “proposed by shareholders” in the notice to shareholders.