

Criteria for Minority Shareholders to Proposal of Agenda and Nomination of Director Prior the Annual General Meeting of Shareholders

1. Objective

CPL Group Public Company Limited (“Company”) aims to become an exemplary organization that promotes transparency and fair treatment in its business operations under the code of sound business ethics and good corporate governance and with consideration to wards equal treatment among all shareholders.

To allow fair and equal treatment to all shareholders and other stakeholders, as well as to carry out its work more effectively and in accordance with the corporate governance policy, the Company has established a set of criteria for minority shareholders to propose agenda and nominate candidate for the selection in Board of Directors prior to the Annual General Meeting for Shareholders as follow.

Proposal of Agenda	Nomination of Director
1. Qualifications of shareholder that proposes the agenda (No. 3)	1. Qualifications of Shareholder that nominates the candidate for selection into the Board of Directors (No.3)
2. Proposals excluded from the agenda (No.4.1)	2. Qualifications and characteristics of candidate (No.5.1)
3. Deliberation procedure (No.4.2)	3. Deliberation procedure (No.5.2)
4. Form A	4. From B

2. Definition

“Company” means CPL Group Public Company Limited

“Board of Directors” means The Board of Directors of CPL Group Public Company Limited

“Director” means A director of CPL Group Public Company Limited

“Agenda” means Agenda for the Annual General Meeting for Shareholders

3. Qualifications of shareholder to proposal of agenda and nomination of director prior to the Annual General Meeting of Shareholders

- 1) Is a shareholder of the Company, either individually or combined.
- 2) **Must hold a minimum of 200,000 shares of the Company at a par value of Baht 1.00**
- 3) Must meet the minimum shares requirement (as stipulated in 2): must own the shares from the first acquisition date to the date the proposal of agenda and the nomination of director is submitted in a period of no less than one year; must be a shareholder at the date of the Annual General Meeting of Shareholders.

4. Proposal of Agenda

4.1 Matters excluded from the agenda

- 1) Matters related to the Company's normal business operations and facts cited by shareholders that shows no reasonable doubts about irregularities.
- 2) Matters that had received the Company's due attention.
- 3) Matters that are beyond the Company's authority.
- 4) Matters that do not benefit the Company or those that benefit a particular person or group or those that may cause potential conflicts of interest with a person or group of the Company's related parties.
- 5) Matters raised by shareholders that are incomplete, inaccurate and cannot be contacted upon.
- 6) Matters under the authority of the Board of Directors unless the matters are deemed damaging to the shareholders as a whole.
- 7) Matters raised in shareholders' meeting for consideration in the past 12 months and supported by less than 10% of the total eligible votes unless relevant facts have significantly changed.
- 8) Matters in conflict with the law, announcements, regulations, and rules issued by government agencies or regulators, or matters that go against the Company's objectives, regulations, shareholders' meeting resolutions, or corporate governance and business ethics.

4.2 Deliberation procedure

- 1) A shareholder must meet all the requirements stipulated in No.3 and prepare and submit the Agenda Proposal Form for the Annual General Meeting of Shareholders of **Form A** to the Board of Directors. Alternatively, the shareholder may unofficially submit **Form A** to the following channels before submitting the official version to the Board of Directors.

- Facsimile 02-709-6033
- Email address secretary@cpl.co.th

To submit the official version of Form A, the shareholder must provide signature as evidence and proof of shares ownership as stipulated in No. 3 by 15 January 2021 as follows.

- Certified true copy of share certificate or the certificate of shares held from a securities company or Thailand Securities Depository Co., Ltd. or any related evidence issued by the stock Exchange of Thailand or the custodian of the securities.
 - Additional documents that supports the consideration by the Board of Directors (if any)
- 2) In case where multiple shareholders meet all the requirements stipulated in No.3 (Qualifications of Shareholder) and intends to propose an agenda to the Board of Directors at the Annual General Meeting of Shareholders:
- Complete Form A with signature.
All subsequent shareholders
 - Complete sections 1 and 2 in Form A with signatures.

Compile the copies of Form A from all shareholders, along with evidences of shares ownership and additional documents (if any) into a single submission to the Board of Directors. Alternatively, the shareholders may unofficially submit the set of Form A and supporting documents to the channels provided in 1)

- 3) In case where a single or multiple shareholder(s) that meet all requirements stipulated under No.3 (Qualifications of Shareholder) intends to propose more the one agenda, the shareholder(s) must prepare and submit Form A, each for every agenda proposed, with signature as evidence to the Board of Directors. Alternatively, the shareholder(s) may unofficially submit Form A to the channels provided in 1)
- 4) The Company Secretary will screen the proposals before presenting to the Board of Directors under the following criteria.

- 4.1) Should the submission be incomplete or inaccurate, the Company Secretary will notify the shareholder by **22 January 2021**. If the shareholder does not submit a revised version by **29 January 2021**, the Company Secretary will issue a written notice on the closure of the proposal.
- 4.2) Should the proposal be submitted by a shareholder that do not meet all the requirements stipulated under No.3, the Company Secretary will issue a written notice on the closure of the proposal by **22 January 2021**.
- 4.3) The Company Secretary will present proposals that do not fall under **4.1) and 4.2)** to the Board of Directors in the Board of Directors Meeting prior to the Annual General Meeting of Shareholders.
- 5) The Board of Directors will consider the necessity and suitability of the proposals according to the criteria under **4. Proposal for Agenda; 4.1 Matters excluded from the agenda 1) to 8)**, unless stated otherwise.
- 6) Proposals endorsed by the Board of Directors will be included in the agenda for the Annual General Meeting of Shareholders, together with the opinion of the Board of Directors.
- 7) Proposals not endorsed by the Board of Directors will be notified to the relevant shareholders through the resolutions of the Board of Directors Meeting within the next business day after the meeting.

5. Nomination of Director

5.1 Qualifications of a directors

- 1) The Board of Directors must consist of no less than **5 directors**, at least one half of the Board of Directors must reside within the kingdom. A director must meet all of the following criteria.
- 1.1) Be an ordinary person
- 1.2) Not required to be a shareholder of the Company
- 1.3) Be of legal age
- 1.4) Must not be a person whose properties have been placed in receivership, a bankrupt person, an incompetent person, or a quasi-competent person.
- 1.5) Must not have served a jail term by the final judgment for crimes related to properties illegally acquired.
- 1.6) Must not have been dismissed from a government office, a government organization, or a government agency for malfeasance.

- 2) Possesses extensive business knowledge and experience, has strong leadership qualities with duty of care and duty of loyalty, as well as demonstrate duty of obedience to comply with the rules and regulations, objectives and shareholders' meeting resolutions. Must carry out duties with transparent and complete disclosure of information to the shareholders (duty of disclosure).
- 3) Possesses necessary knowledge and experience to support the Company's business, namely in retailing, long-distance systems trading, marketing, finance and accounting, economics, information technology and law, to name a few.
- 4) Must not serve as a director of more than five other listed companies on the Stock Exchange of Thailand.

5.2 Deliberation procedure

1) A shareholder must meet all the requirements stipulated in No.3 and prepare and submit the Director Nomination Form for the Annual General Meeting of Shareholders or Form B to the Board of Directors. Alternatively, the shareholder may unofficially submit Form B to the following channels before submitting the official version to the Board of Directors.

- Facsimile 02-709-6033
- Email address secretary@cpl.co.th

To submit the official version of Form B, the shareholder must provide signature as evidence and proof of shares ownership as stipulated in No.3 by 15 January 2021 as follows.

- Certified true copy of share certificate or the certificate of shares held from a securities company or Thailand Securities Depository Co., Ltd. or any related evidence issued by the Stock Exchange of Thailand or the custodian of the securities.
- Evidence of consent by the candidate named in Form B.
- Documents related to the candidate's qualification, education and work experience, such as a curriculum vitae.
- Additional documents that supports the consideration by the Board of Directors (if any).

2) In case where multiple shareholders meet all the requirements stipulated in No.3 and intends to nominate a director to the Board of Directors at the Annual General Meeting of Shareholders:

First shareholder

- Complete **Form B** with signature.

All subsequent shareholders

- Complete sections 1 and 2 in **Form B** with signatures.

Compile the copies of **Form B** from all shareholders, along with evidences of shares ownership and additional documents (if any) into a single submission to the Board of Directors. Alternatively, the shareholders may unofficially submit the set of **Form B** and supporting documents to the channels provided in 1)

3) In case where a single or multiple shareholder(s) that meet all requirements stipulated under No.3 intends to nominate more than one director, the shareholder(s) must prepare and submit Form B, each for every nomination, with signature as evidence to the Board of Directors. Alternatively, the shareholder(s) may unofficially submit Form B to the channels provided in 1)

4) The Company Secretary will screen the nominations before presenting to the Nomination and Remuneration Committee under the following criteria.

4.1) Should the submission be incomplete or inaccurate, the Company Secretary will notify the shareholder by **22 January 2021**. If the shareholder does not submit a revised version by **29 January 2021**, the Company Secretary will issue a written notice on the closure of the proposal.

4.2) Should the nomination be submitted by a shareholder that do not meet all the requirements stipulated under No.3, or should the candidate not meet all the qualifications described under No.5.1, the Company Secretary will issue a written notice on the closure of the proposal by **22 January 2021**

4.3) The Company Secretary will present the nominations that do not fall under **4.1) and 4.2)** to the Nomination and Remuneration Committee.

5) The Nomination and Remuneration Committee will screen the nominations before presenting to the Board of Directors prior to the Annual General Meeting of Shareholders.

6) Nominations endorsed by the Board of Directors will be included in the selection as directors as part of the agenda for the Annual General Meeting of Shareholders, together with the opinion of the Board of Directors.

7) Nominations not endorsed by the Board of Directors will be notified to the relevant shareholders through the resolutions of the Board of Directors Meeting within the next business day after the meeting.