

Shareholders to Nominate Candidates for Appointment as Directors in advance
for the 2019 Annual General Meeting of Shareholders

Objective

In order to enhance to good corporate governance regarding the right and equitable treatment of shareholders, therefore, shareholders as Directors at the 2019 Annual General Meeting of Shareholder to nominate a person qualified to be the Company's director. Also, they are required to duly obtain consent from the person they have nominated.

Criteria

1. The Qualification of Shareholders

Qualifications of Shareholders who is eligible to propose matter to be included as an agenda ahead of the AGM is required to possess all qualifications as following:

1.1 The Shareholders qualified for making proposals must hold not less than 30,000 shares which can be held by either one or multiple shareholders and continuously held those shares for one year by the date when the shareholder proposes the agenda. In case of multiple shareholders all the shareholders must complete the attached form for further examination.

2. Director Nomination

2.1 The company reserves the right to consider proposals from shareholders whose names, surnames and amount of shares held, as well as details specified in the form are complete and correct. The Company would be within 30 days after the last submission date, examine that the persons who made proposal are truly the Company's Shareholders.

In case where several shareholders would jointly propose the agenda, each of them must fill out the "Director Nomination Form", and sign their names as evidence separately. Then the forms should be gathered into one set.

2.2 The Company reserves the right to consider solely the candidate with qualifications as specified in 3. together with complete and correct supplementary documents.

3. Nominated persons are required to:-

3.1 The person who is nominated to be the Company's director shall be fully qualified and do not possess any prohibited characteristics under the criteria of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, the Public Limited Company Act B.E. 2535 (1992)

3.2 Are independent, able to fully perform the duty, and able to regularly attend the Board of Directors meetings, with due preparation.

3.3 Possess valuable ability and knowledge that can support the Company's business, e.g. management, finance, treasury, accountancy, economics, marketing, and laws, etc.

4. Consideration

4.1 The Company's Board of Director will consider the candidate's qualifications and propose the qualified one(s) to the shareholders Meeting for appointment. Those who are nominated but are not qualified by the Board will also be proposed to the Shareholders Meeting for final resolution under the Below Requirement Category.

5. Proposal period and channel to nominate candidates.

Shareholders fill in the attached form including Director Nomination Form attached with documentary and send all forms to the Company with in January 15, 2019 at

Company Secretary

CPL Group Public Company Limited

700 moo 6 , Sukhumvit Road, Bangpoo Mai

Samutprakarn 10280

The form to Nominate Director

(1) I am (Mr./Mrs./Miss) _____, being the common shareholder of CPL Group Public Company Limited, holding _____ shares, residing at _____ Road _____ District _____ Province _____ MobilePhone Number _____ Home/Office Phone _____ E-mail address (if any) _____

(2) I would like to nominate (Mr./Mrs./Miss) _____ Age _____ who is fully qualified in accordance with the criteria of the Company to be the director. The nominee has been signed below as the evidence of consent. The curriculum vitae of the nominee and other support documents (if any) have been enclose and certified true copy at every page, _____ page in total.

I certified that all information written in this Form to Nominate Director, the evidence of shares' held, the evidence of consent and other support document are correct and affix the name as evidence below.

Shareholder's signature
(_____)
Date _____

(3) I am (Mr./Mrs./Miss), _____ the director nominee in (2), consent and certify that the qualification and other documents (if any) in 3. of the Criteria for Minority Shareholders to propose Director Nominee in advance is correct, agree to adhere to the Good Corporate Governance of the Company, and affix the name as evidence below.

_____ Shareholder's signature

(_____)

Date _____

Remark The shareholders must enclose the personal documents with the form to Nominate Director as follows:

1. Documents evidencing his/her share(s) i.e. the certificate of shares' held from securities company or other similar documents from the Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand,
2. Personal documents i.e., in case the shareholder is a person, a certified true copy of identification card or passport (in case of foreign shareholder) and in case the shareholder is a juristic person, a certified copy of certificate of commercial registration, together with a certified true copy of the authorized director's, who has signed this form, identification cards or passports (in case of the foreign authorized director).
3. Shareholders are able to send proposal unofficially in advance via facsimile at 02-709-6033 or through Company Secretary' email address at secretary@cpl.co.th before sending the original to the Company.
4. The original of this Form must be delivered to the Company within January 15, 2019 in order to allow the Board of Directors to consider in accordance with the Criteria and to propose to the 2019 AGM.