

**Shareholders to Propose Agenda**  
**to the 2019 Annual General Meeting of Shareholders**

**Objective**

In order to enhance the good corporate governance regarding the rights and equitable treatment of shareholders, therefore, shareholders to propose matter to be included as an agenda at the 2019 Annual General Meeting of Shareholders are welcome to propose agendas that benefit or will benefit the Company's business and shareholders in whole. Such proposals will be taken into account only when they are within the Company's legitimate scope and power.

**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. Proposal of the agenda**

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.

2.2 In case of a single and several shareholders, who is fully qualified as per Clause 1. The shareholders must prepare and submit the original agenda proposal, evidences of shareholding, and the supporting documents (if any), with the following details:

- Agenda Proposal Form, affixed with signature as evidence.
- Other shareholder (except the 1<sup>st</sup> shareholder) must affix their signatures as evidence.
- Evidences of shareholding under Clause 1.1, including a certificate issued by a securities company or other evidences issued by the Stock Exchange of Thailand (SET) or by Thailand Securities Depository Co., Ltd.
- (In case, the shareholder is a natural person) a certified copy of ID card or passport (In case of a foreigner)

- (In case, the shareholder is a juristic person) a separate copy of a Certificate of Incorporation; and copy of ID card or passport (In case of a foreigner) of the authorized director, who has affixed his/her signature therein and has certified the accuracy of all copies thereof.

- Supporting documents, which shall be beneficial to the consideration of the Board of Directors (if any.)

2.3 The Company reserves the right to take no account of proposals that :

- (1) Do not benefit the Company's business.
- (2) Are against laws, notifications, codes, rules and regulations of authorities of Governing bodies.
- (3) Are against the Company's objectives articles of association, shareholder's resolution, and good corporate governance principles.
- (4) Are incomplete or inaccurate in contents. This includes the case the proposing shareholders cannot be reached when more information is needed.
- (5) Matters that are beyond authority of the Company.
- (6) The proposed by shareholders who are not fully qualified, or do not provide adequate documentation, or proposals to the agenda outside the proposal period.
- (7) The proposal that the company has already operated.
- (8) Matters previously submitted for consideration by other shareholders.

### 3. The above matters proposed by shareholders

Shall meet preliminarily scrutiny by Chairperson, the Chief Executive Office, and Company Secretary before further submission to the Board of Directors for consideration . Any matters, under approval by the Board, will be included in the AGM agenda as shown in the Notice for AGM.

### 4. Proposal period and Channel to propose the agenda

Shareholders fill in the attached form of proposed AGM Agenda, and submit it to the Company within January 15, 2019. Shareholders can submit their proposals by and of the following means:

- (1) Registered mail to

Company Secretary  
CPL Group Public Company Limited  
700 moo 6 , Sukhumvit Road, Bangpoo Mai  
Samutprakarn 10280

- (2) E-mail to Company Secretary at secretary@cpl.co.th
- (3) Facsimile to Company Secretary at 02 – 709 - 6033

The form of proposed AGM Agenda

(1) I am (Mr./Mrs./Miss) \_\_\_\_\_, being the common shareholder of CPL Group Public Company Limited, holding \_\_\_\_\_ shares, residing at \_\_\_\_\_ Road \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ MobilePhoneNumber \_\_\_\_\_ Home/OfficePhone \_\_\_\_\_ E-mail address (if any) \_\_\_\_\_

(2) I would like to propose the agenda of the Annual General Shareholders, Meeting of the year 2019. Subject \_\_\_\_\_

(3) Proposal for consideration \_\_\_\_\_ and have support information beneficial for consideration (such as fact or reason etc.)

\_\_\_\_\_ and other support documents (if any) have been enclosed and certified true copy at every page \_\_\_\_\_, pages in total.

I certified that all information written in this Form, the evidence of share's held, the and other support documents are correct and affix the name as evidence below.

\_\_\_\_\_ Shareholder's signature  
( \_\_\_\_\_ )  
Date \_\_\_\_\_