

## **Proposal of shareholders' meeting agenda and nomination of directors for election**

In conducting its business, Central Pattana Public Company Limited ("the Company") observes good corporate governance. Therefore, for its meetings of shareholders, it allows shareholders to play a role in proposing meeting agenda and nominate directors for election in advance. To this end, the Company has defined the following criteria, method of proposal, and clear, transparent deliberation procedures.

### **1. Qualifications of shareholders**

To propose agenda or nominate directors for election, shareholders who can be either one shareholder or combined shareholders must:

- 1.1 Hold minimum shares of 5 percent of a total paid-up share capital: or
- 1.2 Continuously hold minimum of 0.1% of paid-up and issued shares for at least 1 year up to the date of proposal shareholders' meeting agenda or nominate the directors and until each record date for the annual general meeting of shareholders.

If many shareholders have unified to propose the agenda or the nomination of directors, each of them must complete "the shareholders' meeting agenda form" or "the nomination of directors for election form" (if any) and sign their names as evidence and send them altogether as one set.

### **2. Proposal of agenda**

2.1 The following matters are to be excluded:

- Matters related to the Company's normal business and facts cited by shareholders that illustrate no reasonable doubts about irregularities
- Matters beyond the Company's authority
- Matters raised to shareholders' meetings for consideration in the past year and supported by less than 10% of the total eligible votes unless relevant facts have significantly changed
- 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' resolutions, or corporate governance
- Non-constructive matters or those leading to potentially significant damage to shareholders as a whole
- Matters that have received the Company's due attention
- Matters proposed by the shareholder who fill in incomplete or incorrect information or is unable to contact or do not follow the criteria required by the Company
- Matters that benefit a particular person or group or those that cause potential conflicts of interest with a group or more of CPN's related parties

## 2.2 Deliberation procedure

2.2.1 Qualified shareholders under 1. must prepare and submit a “Form for Proposal of Shareholders’ Meeting Agenda” (downloadable at CPN’s website) along with complete, accurate supporting documents to the Company Secretary by January 15 of each year, and must clearly state whether such matters are to be proposed for acknowledgment, deliberation, or approval. The address is:

Company Secretary  
Central Pattana Public Company Limited  
31<sup>st</sup> Floor, The Offices at CentralWorld  
999/9 Rama I Road, Patumwan Sub-district  
Patumwan District, Bangkok 10330.

Shareholders may propose such meeting agenda informally at [co.secretary@centralpattana.co.th](mailto:co.secretary@centralpattana.co.th).

2.2.2 The Company Secretary will screen the matters before tabling them for the Board of Directors (“the Board”) to consider; these matters are to follow the characteristics under 2.1. If shareholders cannot deliver complete, accurate documents to CPN by the deadline, CPN will regard that such shareholders have not exercised their right to propose the agenda.

2.2.3 The Board will consider the necessity and suitability of the proposed agendas and decide whether they should be added to the shareholders’ meeting agenda. Such decisions are final.

2.2.4 The matters concurred by the Board will be added to the agenda remarked as agenda from shareholders in the meeting notice together with the Board’s opinions. In case that the Board denies the proposed matter, the Company will report those matters for acknowledgement and provides rationales at the meeting or through other suitable information channels.

## 3. Nomination of directors for election

### 3.1 Directors’ qualifications

- Be an ordinary person
- Be the Company’s shareholder or otherwise
- Be of legal age
- Must not be a person whose properties have been placed in receivership, a bankrupt person, an incompetent person, or a quasi-competent person
- Must not have served a jail term by the final judgment for crimes related to properties illegal acquired
- Must not have been dismissed from a government office, a government organization, or a government agency for malfeasance

- Must not bear forbidden characteristics under legislation concerning public companies and securities and exchanges, or regulations of the Company and related regulators
- Command key competencies for the Company's business, can fully devote time to the Company's work, and can regularly attend the Company's board meetings and assorted activities
- Be physically strong and fit
- Must not serve as a director of more than four other listed companies on the Stock Exchange of Thailand.

### 3.2 Deliberation procedure

- 3.2.1 Qualified shareholders under 1. must prepare and submit a "Form for Nominating Directors for Election" (downloadable at the Company's website) along with complete, accurate supporting documents to the Company Secretary by January 15 of each year. The address is:

Company Secretary

Central Pattana Public Company Limited

31<sup>st</sup> Floor, The Offices at CentralWorld

999/9 Rama I Road, Patumwan Sub-district

Patumwan District, Bangkok 10330.

Shareholders may nominate directors for election informally at [co.secretary@centralpattana.co.th](mailto:co.secretary@centralpattana.co.th).

- 3.2.2 The Company Secretary will screen the matters before tabling them for the consideration of the Nomination and Remuneration Committee. If shareholders cannot deliver such documents to CPN by the deadline, CPN will regard that such shareholders have not exercised their right to nominate directors for election.
- 3.2.3 The Nomination and Remuneration Committee will consider the qualifications of such nominees and provide its opinions to the Board whether they should be nominated for election at shareholders' meetings. The Board's decisions are final.
- 3.2.4 Those nominees that have secured the Board's concurrence will have their names put up for election remarked as nomination from shareholders in the meeting notice, together with the Board's opinions. As for those that fail the screening by the Nomination and Remuneration Committee or the Board, the Company will report those matters for acknowledgement and provides rationales at the meeting or through other suitable information channels.