



**Criteria for the Shareholders to Nominate Candidates for Appointment as Directors in advance  
For the Annual General Meeting of Shareholders**

**Objective**

In order to enhance the good corporate governance regarding the rights and equitable treatment of shareholders, therefore, Carabao Group Public Company Limited has given the opportunity to its shareholders to nominate candidates for appointment as Directors at the every Annual General Meeting of Shareholders in advance (AGM), with reference to the criteria as described below.

**Criteria**

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

1. Being a shareholder of the Company holding minimum shares of 5 percent of total paid-up share capital; and
2. The shareholder, fully qualified as in criteria No.1 hereof, shall fill out the "Form to Nominate Candidates for Appointment as Directors for the Annual General Meeting of Shareholders", with other complete supplementary documents as required by the Company, indicating whether it is the matter proposed for information, for approval or for consideration, as the case may be, and submit it to the Company within the proposal period and via the channel as specified in criteria No.5 hereunder.
3. 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) and the Company's Articles of Association, as well as being knowledgeable, capable and work experiences performing for the Company's management.
4. The Board of Nomination and Remuneration Committee shall consider the qualifications, knowledge, abilities, experiences and suitability of the nominee candidates together with the relevant documents or evidences. If it is deemed that the nominee candidates are qualified and have the adequate information, it will be then proposed to the Board of Directors for



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Consideration. The decision of the Board of Directors regarding such nomination shall be final. The List of nominees who are qualified for appointment as Directors which are approved by the Board of Directors will be included in the AGM agenda together with the Board of Directors' opinion as shown in the Notice for AGM.

5. Proposal period and channel to propose the agenda

The Company facilitates shareholders in proposing the agenda since January 1, 2015 – January 31, 2015, send by e-mail address : [ir@carabaogroup.com](mailto:ir@carabaogroup.com) or by facsimile number (662)-636-7949 or via registered mail to the following address;

Company Secretary : Carabao Group Public Company Limited  
No.393, 393 Silom Building, Silom Road, Silom Sub-District, Bangrak District, Bangkok  
10500

6. Conditions for Consideration

The decision of the Board of Directors shall be final. For the proposal disapproved by the Board, the Company shall further inform the shareholder with reason of the Board's refusal.