



Criteria for Shareholders to propose AGM Agenda in advance

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 propose matter to be included as an agenda 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 "Agenda Proposal Form 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. For an efficient meeting the Company reserves its right not to include the following matters as the meeting agenda;
 - 3.1 Matters relating to normal course of business of the Company
 - 3.2 Matters that are beyond authority of the Company
 - 3.3 Matters that shareholders already proposed in AGM within the past 12 months, and those under support by less than 10% of total voting shares, given that the factual events have not changed significantly



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3.4 Matters proposed by shareholders who are not fully qualified, or do not provide adequate documentation, or proposals to the agenda outside the proposal period

3.5 Matters unlikely to benefit the Company

3.6 Matters or evidence sufficed by shareholders is incomplete or untrue or ambiguous

3.7 Matters lying under management authority of the Company, except the ones causing material impacts on shareholders in general

3.8 Matters that violates applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives, Articles of Association and its business ethics

3.9 Matters, as stipulated by laws, for consideration at AGM, which has been pursued regularly by the Company

3.10 Matters already undertaken by the Company

3.11 Matters previously submitted for consideration by the other shareholders

4. The above matters proposed by shareholders shall meet preliminarily scrutiny by the Board of Executive Committee 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.

5. Proposal period and channel to propose the agenda



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The Company facilitates shareholders in proposing the agenda since January 1 – January 31, 2015, send by e-mail address : 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.