

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

In conducting its business, Central Pattana Public Company Limited ("CPN") 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, CPN 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 must:

- 1.1 Be a CPN's shareholder or a group of shareholders
- 1.2 Hold a minimum of 200,000 shares at a par value of Baht 0.5.

2. Proposal of agenda

2.1 The following matters are to be excluded:

- Matters related to CPN's normal business and facts cited by shareholders that illustrate no reasonable doubts about irregularities
- Matters beyond CPN'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 CPN'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 CPN's due attention
- 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
31st 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@cpn.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 in the meeting notice together with the Board’s opinions. Otherwise, CPN will notify shareholders at their next meeting or through other suitable information channels.

3. Nomination of directors for election

3.1 Directors’ qualifications

- Be an ordinary person
- Be a CPN 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 CPN and related regulators
- Command key competencies for CPN’s business, can fully devote time to CPN’s work, and can regularly attend CPN’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 CPN’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
31st 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@cpn.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, together with the Board’s opinions, on the agenda item for election of directors. As for those that fail the screening by the Nomination and Remuneration Committee or the Board, CPN will notify shareholders at the next shareholders’ meeting or through other suitable information channels.