

Criteria and Conditions for Shareholders to Exercise the Right in  
Proposing Agenda item and Nominating a Qualified Person for Director Election  
for the 2016 Company's Annual General Meeting of Shareholders in Advance

**1. Intention**

Siam Makro Public Company Limited (“the Company”) recognizes the importance of compliance with the principles of good corporate governance, realizing the important of shareholders’ rights including the protecting of the fundamental rights entitled by Shareholders, the equitable treatment with full transparency and fairness under the legislative and regulatory frameworks, together with the code of business conduct as well as the appropriate and efficient management that will effectively result in the highest benefits for the Company’s Shareholders.

The Company, therefore, opens opportunities for shareholders to exercise their rights fairly and equitably in proposing agenda and/or nominating a person for election as directors of the Company for the 2016 Company’s Annual General Meeting of Shareholders in advance under the criteria and conditions established by the Company.

**2. Definition**

“Company” refers to Siam Makro Public Company Limited.

“Board of Directors” refers to the Board of Directors of Siam Makro Public Company Limited”

“Director” refers to a director of Siam Makro Public Company Limited.

“Agenda Item” refers to an agenda of the Company’s Annual General Meeting of Shareholders.

**3. Shareholder’s qualifications**

A shareholder proposing an agenda item and/or nominating a person for election as a company director shall have the following qualifications:

- 3.1 Having the minimum shareholding of not less than 240,000,000 shares at a par value of Baht 0.50 or 5% of the total issued and paid up capital regardless of one or more shareholders holding aggregate number of such shares;
- 3.2 Must hold shares in 3.1 continuously for not less than 1 year and must hold the said proportion on the date on which he/she/it proposes additional agenda or nominate persons to be considered for selection as directors.

4. Proposal of Agenda item (s)

4.1 Matters not eligible for including in the agenda

- (1) Matters in contradiction to laws, notifications, rules and regulations of government agencies or inconsistent with the Company's objectives, articles of association, shareholders' resolutions, or good governance policies;
- (2) Matters which are beyond the Company's power to proceed with;
- (3) Matters beneficial to only particular persons or groups of persons;
- (4) Matters clearly not beneficial to the Company;
- (5) Matters being within the scope of the Board of Directors' management powers, except the case that may cause significant damage to the Company and/or shareholders as a whole;
- (6) Matters that were previously proposed to Shareholder Meetings during the past 12 months and were supported by less than 10% of total voting rights of the Company. It is exceptional if the facts in the latter proposals have changed significantly from the previous ones;
- (7) Matters that the Company has already implemented or started to implement;
- (8) Matters proposed by a shareholder who is not fully qualified under Clause 3;
- (9) Matters that the shareholders provide incomplete or inaccurate information or submit the proposal after the specific time or the Company is unable to contact the shareholder.

4.2 Process of Agenda Proposal

- (1) The shareholder with full qualifications in Clause 3 shall submit the following documents:
  - i. The original of "Agenda Proposal Form of the Annual General Meeting of Shareholders for the Year 2016 (Form A)" as provided at the end of these criteria together with the signature affixed as evidence;
  - ii. The evidence of shareholding as per items 3.1 and 3.2, i.e. a certificate from registered securities company or other documents from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand;
  - iii. The evidence of shareholder's identify document;  
In case of an individual:
    - A copy of ID card or Officer ID or passport (in case of a foreigner) or alien book with validity of the shareholder signed to certified true copy.

In case of a juristic person:

- A copy of Affidavit of such juristic person issued not exceeding 3 months certified true copy by the authorized person and affixed with the company seal of such juristic person; and
  - A copy of ID card or Officer ID or passport (in case of a foreigner) or alien book with validity of the authorized person signed to certified true copy.
- iv. Additional documents that may be useful for the consideration of the Board of Directors. (if any)

The original of “Agenda Proposal Form of the Annual General Meeting of Shareholders for the Year 2016 (Form A)” and the above-mentioned documents must be reached by the Company within 29 January 2016. The document shall be sent by registered mail to the following address:

<p>Company Secretary Siam Makro Public Company Limited 3498 2<sup>nd</sup> Floor, Lardprao Road, Klongchan, Bangkapi, Bangkok 10240</p>
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- (2) In case a group of shareholders with full qualifications under Clause 3 propose an agenda item to the Board of Directors, the first shareholder shall complete the “Agenda Proposal Form of the Annual General Meeting of Shareholders for the Year 2016 (Form A)” with the signature affixed as evidence. The second shareholder onwards shall complete only Part 1 of the “Agenda Proposal Form of the Annual General Meeting of Shareholders for the Year 2016 (Form A)” with the signature affixed as evidence and then collect the “Agenda Proposal Form of the Annual General Meeting of Shareholders for the Year 2016 (Form A)” and evidences according to (1), together with additional documents (if any) of every shareholder, to be put in one set for submission.
- (3) In case one shareholder or several shareholders with full qualifications under Clause 3, propose more than one agenda item, the shareholder shall prepare one “Agenda Proposal Form of the Annual General Meeting of Shareholders for the Year 2016 (Form A)” for one agenda item, with the signature affixed as evidence in all required documents indicated in (1).

4.3 Consideration Procedure

- (1) The Company Secretary will consider and scrutinize the matters proposed by the shareholders before presenting to the Company's Board of Directors;
- (2) The Company's Board of Directors will consider the appropriateness of the agenda proposed by the shareholders which must not be in the manner prescribed in Clause 4.1 (1) - (9) unless considered otherwise by the Board of Directors.
- (3) The matters approved by the Company's Board of Directors will be included as the meeting agenda in the invitation letter to the Annual General Meeting of Shareholders for the year 2016 together with the Board of Directors' recommendation. For the disapproved matters, the Company will inform the shareholders for acknowledgement together with explanation of reason on the date of the Annual General Meeting of Shareholders for the year 2016 or other appropriate ways. Moreover, the shareholder or representative of the group of shareholders who propose the agenda item that is included as an agenda item should attend the Annual General Meeting of Shareholders.

5. **Nominating a qualified person for Director election**

5.1 Qualifications of a director

The nominated person for director election shall have the following qualifications:

- (1) Being fully qualified and possess none of the characteristics prohibited under the Public Limited Companies Act B.E. 2535, as well as the notifications and regulations of the Office of Securities and Exchange Commission;
- (2) Have leadership appearance, vision and independence on making decision for highest benefit of the Company and the shareholders as a whole, perform duty with care and faithful, and attend the meeting with creative, good working experience and behavior;
- (3) Have knowledge and ability essentially to the Company's business;

5.2 Process of Director Nomination

(1) The shareholder with full qualifications in Clause 3 shall submit the following documents:

- i. The original of “Director Nomination Form (Form B)” as provided at the end of these criteria together with the signature affixed as evidence.
- ii. The evidence of shareholding as per items 3.1 and 3.2, i.e. a certificate from registered securities company or other documents from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand;
- iii. The evidence of shareholder’s identify document.

In case of an individual:

- A copy of ID card or Officer ID or passport (in case of a foreigner) or alien book with validity of the shareholder signed to certified true copy

In case of a juristic person:

- A copy of Affidavit of such juristic person issued not exceeding 3 months certified true copy by the authorized person and affixed with the company seal of such juristic person; and
  - A copy of ID card or Officer ID or passport (in case of a foreigner) or alien book with validity of the authorized person signed to certified true copy.
- iv. The evidence of nominated person’s consent by providing “Nominated Person for Director Election Information Form (Form C)” which has to be completed by the nominated person together with the signature affixed including the evidence of nominated person’s identity document with the other documents in order to consider the qualification, i.e. transcript, Curriculum Vitae together with the signature affixed.
  - v. Additional documents that may be useful for the consideration of the Board of Directors. (if any)

The original of “Director Nomination Form (Form B)”, “Nominated Person for Director Election Information Form (Form C)”, and the above-mentioned documents must be reached by the Company within 29 January 2016. The document shall be sent by registered mail to the following address:

Company Secretary  
Siam Makro Public Company Limited  
3498 2<sup>nd</sup> Floor, Lardprao Road, Klongchan,  
Bangkapi, Bangkok 10240

- (2) In case a group of several shareholders with full qualifications under Clause 3 nominate a person for election as a director to the Board of Directors, the first shareholder shall complete the “Director Nomination Form (Form B)”, with the signature affixed as evidence. The second shareholder onwards shall complete only Part 1 of the “Director Nomination Form (Form B)”, with the signature affixed as evidence, and then collect the “Director Nomination Form (Form B)” and evidences according to (1) together with additional documents (if any) of every shareholder to be put in one set.
- (3) In case one shareholder or several shareholders with full qualifications under Clause 3 nominate more than one person for election as a director, the shareholder shall prepare one “Director Nomination Form (Form B)” for one person nominated for election as a director, with the signature affixed as evidence and all required documents indicated in (1).

### 5.3 Consideration Procedure

- (1) The Company Secretary will consider and scrutinize lists of nominated persons proposed by the shareholders before presenting to the Nomination and Remuneration Committee;
- (2) The Nomination and Remuneration Committee will consider the appropriateness of the nominated persons and will present their recommendation to the Company’s Board of Directors;
- (3) The Company shall reserve its rights not to nominate the person who is unqualified according to Clause 5.1 and the nomination which does not comply with the process in Clause 5.2;
- (4) Those candidates who have been approved by the Company’s Board of Directors will be included as the meeting agenda in the invitation letter to the Annual General Meeting of Shareholders for the year 2016 together with the Board of Directors’ recommendation. For the list of those who fail the screening, the Company will inform the shareholders for acknowledgement together with explanation of reason on the date of the Annual General Meeting of Shareholders for the year 2016 or other appropriate ways. Moreover, the shareholder or representative of the group of shareholders who propose the agenda item that is included as an agenda item should attend the Annual General Meeting of Shareholders.

Form A

**Agenda Proposal Form**  
**of The Annual General Meeting of Shareholders for the Year 2016**

(1) I, Mr./Mrs./Miss/Others .....  
as shareholder of Siam Makro Public Company Limited, holding ..... shares,  
residing at:..... Road..... Subdistrict.....  
District..... Province ..... State.....  
Country ..... Mobile Phone Number .....  
Home/Office Phone Number..... Email (if any).....

(2) I wish to propose an agenda of the 2016 Annual General Meeting of Shareholders.

Subject .....

Objective:                     For acknowledgement     For consideration     For approval

Supporting documents:     Yes ..... pages         No

Details (for example, facts, rationales, or advantages, etc.):

.....  
.....

I hereby certify that the content in this Form A, the evidence of shareholding, and additional supporting documents are correct in all respects. In witness whereof, I therefore sign my name as evidence below:

..... Shareholder

(.....)

Date .....

**Remark**

1. The proposed agenda has to be comply with the Company's criteria.
2. The shareholder shall submit the documents for consideration according to Clause 4.2 by registered mail to the Company's address below within 29 January 2016:

Company Secretary, Siam Makro Public Company Limited  
3498 2<sup>nd</sup> Floor, Lardprao Road, Klongchan, Bangkok, Bangkok 10240

Form B

Director Nomination Form

The Annual General Meeting of Shareholders for the Year 2016

(1) I, Mr./Mrs./Miss/Others .....  
as shareholder of Siam Makro Public Company Limited, holding ..... shares,  
residing at:.....Road.....Subdistrict.....  
District..... Province ..... State .....  
Country ..... Mobile Phone Number .....  
Home/Office Phone Number..... Email (if any).....

I wish to nominate a director candidate, who is duly qualified under the Company's criteria, for director election in the 2015 Annual General Meeting of Shareholders. His/her information and qualifications appear below.

(2) I wish to nominate Mr./Mrs./Miss/Others .....  
Age.....years, who is fully qualified and does not have any prohibited characteristics in accordance with the criteria of the Company, as director of the Siam Makro Public Company Limited. I have enclosed herewith the letter of consent of the nominated person and documents in support of consideration on qualifications, e.g. education and work experience, as well as additional supporting documents, which have been signed for certification of the correctness on every page, totaling.....pages

I hereby certify that the content in this Form B the evidence of shareholding, and additional supporting documents are correct in all respects. In witness whereof, I therefore sign my name as evidence below:

..... Shareholder  
(.....)  
Date .....

**Remark**

1. The proposed agenda has to be comply with the Company's criteria.
2. The shareholder shall submit the documents for consideration according to Clause 5.2 by registered mail to the Company's address below within 29 January 2016:

Company Secretary, Siam Makro Public Company Limited  
3498 2<sup>nd</sup> Floor, Lardprao Road, Klongchan, Bangkok, Bangkok 10240

Nominated Person for Director Election Information Form  
The Annual General Meeting of Shareholders for the Year 2016

Part 1: Nominee's General Information

1.1 Director Nominee

Name..... Surname .....

Former name (if applicable)

Name..... Surname.....

Nationality..... Date/month/year of birth..... Age..... Years

Marital status       Single       Married       Divorced       Widow

Identity Document       Thai personal identification card  
 Passport (only for foreigners and those without a Thai personal identification card or those whose identification number is unknown)

No. .... Expiry date.....

(Please enclose herewith a copy of identification card or passport and certify true copy)

1.2 Spouse

Name..... Surname .....

Former name (if applicable)

Name..... Surname.....

Nationality..... Date/month/year of birth..... Age..... Years

1.3 Children

(1) Name..... Surname.....

(2) Name..... Surname.....

(3) Name..... Surname.....

1.4 Current address

No. .... Village/Building..... Village no. ....

Soi..... Road..... Sub-District .....

District .....Province..... Postal code.....

Country..... Telephone.....Fax.....

E-mail address.....

Overseas address (For a foreigner, please identify an overseas address where the nominee can be contacted)

.....  
 .....

1.5 Educational profile

Year	Institute	Degree / Certificate / Discipline

1.6 Career profile over the last five years

Year	Position	Company / Office

1.7 Completion of related courses organized by Thai Institute of Directors (IOD)

Course	Year
<input type="checkbox"/> Director Certification Program (DCP)	_____
<input type="checkbox"/> Director Accreditation Program (DAP)	_____
<input type="checkbox"/> Audit Committee Program (ACP)	_____
<input type="checkbox"/> The Role of Chairman (RCP)	_____
<input type="checkbox"/> Finance for Non-Finance Director (FN)	_____
<input type="checkbox"/> Understanding the Fundamental of Financial Statements (UFS)	_____
<input type="checkbox"/> Role of the Compensation Committee (RCC)	_____
<input type="checkbox"/> Improving the Quality of Financial Reporting (QFR)	_____
<input type="checkbox"/> DCP Refresher Course	_____
<input type="checkbox"/> Others (Specify the latest course) _____	_____

**Part 2: Forbidden Characteristics**

- |  |                              |                             |
|--|------------------------------|-----------------------------|
| 2.1 Being a person whose properties have been placed in receivership, a bankrupt person, an incompetent person, or a quasi-competent person  | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 2.2 Being a person regarded by the Stock Exchange of Thailand as an unworthy executive under its regulations   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 2.3 Being indicted or having action taken for crime(s) by a legally authorized agency for unfair action(s) concerning securities transactions or forward contracts, or business management seen as dishonest, deception, or fraud(s) | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 2.4 Being forbidden to serve as a company executive by an organization authorized by foreign laws  | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 2.5 Have received guilty court sentence(s) by final judgment under 2.3 or have been fined for violation of 2.3   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

**Part 3: Nominee's Independence**

3.1 Shareholding in Siam Makro Public Company Limited of nominee and related persons

Shareholding	Number of shares (shares)
1. Nominee .....	.....
2. Spouse .....	.....
3. Minor Child	
1) .....	.....
2) .....	.....
3) .....	.....
4. Juristic person in 1, 2, 3 altogether hold the shares more than 30% and such juristic person hold the shares in other juristic person more than 10% due to the shareholding proportion is classified as a major shareholder	
1) .....	.....
2) .....	.....
3) .....	.....

3.2 Holding (or previously held) the position of an executive director, employee, staff, advisor on the regular payrolls of other businesses that are listed companies

Yes

No

If **yes**, please provide details.

Company	Position	Period

Form C (page 5/6)

3.3 Holding (or previously held) the position of an executive director, employee, staff, and advisor on the regular payrolls of other businesses that are not listed companies

Yes

No

If **yes**, please provide details.

Company	Position	Period

3.4 Holding (or previously held) the position of an executive director, employee, staff, advisor on the regular payrolls of other businesses that compete with or have potential business conflicts with Siam Makro Public Company Limited or its affiliates

Yes

No

If **yes**, please provide details.

Company	Position	Period

3.5 Being a close relative (father, mother, spouse, sibling, children, and spouse of children) of an executive, major shareholder, controller, or potential nominee for executive or controller of Siam Makro Public Company Limited or its affiliates

Yes

No

If **yes**, please provide details.

Name – Surname	Company / Position	Relationship

Form C (page 6/6)

3.6 Business relationship with Siam Makro Public Company Limited and its affiliates

3.6.1 Professional service relationships, current and over the last two years

- A professional auditor [ ] Yes [ ] No
- Providing other professional service worth more than Baht 2 million per year (i.e. legal advisor, Financial Advisor, Estimator) [ ] Yes [ ] No

3.6.2 Commercial/ business relationships, current and over the last two years

- Engaged in business transaction worth  $\geq$  Baht 20 million [ ] Yes [ ] No

I, Mr. / Mrs. / Ms. / Others ..... have been nominated for director election at Siam Makro Public Company Limited. I give my consent to and acknowledge this nomination, and certify that I am qualified and do not have forbidden characteristics according to the Company's criteria and conditions. In addition, my disclosed information as stated above is accurate and complete and all evidences and documents attached are true in all aspects.

Signature ..... Nominee

(.....)

Date.....