

Criteria for Shareholders to propose AGM agenda and Director Nominee in advance

1. Objective

According to the good corporate governance, The Erawan Group Public Company Limited (The Company). The Company intends to appropriately arrange the shareholders meetings and to highest efficiency meetings accepted by all shareholders and stakeholders.

Granting shareholders the right to propose an agenda of the annual general shareholders' meeting and director nominee in advance to purpose of equal and fair treatment of all shareholders. The Company has set up the criteria to authorize minority shareholders to propose the agenda and director nominees prior to the meeting which it will ensure that the agenda will be delicately selected and truly beneficial to the company.

2. Qualification's shareholder

The shareholders, who wish to propose the agenda or director nominee must possess the following qualifications:

- 2.1 Being the shareholder of the Company at the date proposing agenda or director nominee either for individually or collectively.
- 2.2 Representing, either individual or collective, shareholding of not less than 5 percent of the Company's total shares and having continuously held those shares for at least one year until the date that shareholder proposes the agenda and/or nominates the director and on the Record date in order to determine the right of the shareholders to attend the AGM of that year.

3. Proposal of the Agenda

3.1 The Proposal that will not be placed on the agenda.

- 1) The proposal that violates to the law, rules, regulation of government agencies or other governing agencies or not complied with the objective, the article of association, the shareholders' resolution, the good corporate governance of the company.
- 2) The proposal is beyond the company's authority to produce the purposed result.
- 3) The proposal that is beneficial for specific person or group.
- 4) The proposal that information of document shareholders provided is incomplete or incorrect or out of time, those who are unable to contact.

3.2 Consideration Procedure

- 1) The shareholder who possesses qualification according to no. 2 of the criteria must submit the form of proposed AGM agenda to the Board or send the proposal unofficially via the company secretary's e-mail address at Companysecretary@theerawan.com before sending the original to the Board.

In this regard, the original with the shareholder's signature, the evidence of share held, namely the certified letter of the securities company or other evidence of the Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand, together with support document beneficial for board consideration (if any) must be delivered to the company within 31st January of every year in address as below.

The Company Secretary The Erawan Group Public Company Limited 6 th floor, Ploenchit Center 2 Sukhumvit Road, Klongtoey, Bangkok 10110
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- 2) In case many shareholders have unified to propose agenda to the Board, the first shareholder must fill the form of proposed AGM agenda completely and affix his/her names as evidence. The rest of shareholders must fill the form of proposed AGM agenda completely and affix their names as evidence separately then gather each of those the form of proposed AGM agenda, the evidence of share held, and support documents (if any) to gather into one set propose to the Board.
- 3) In case one or more than one shareholder proposes more than one agenda, the shareholders must fill the form of proposed AGM agenda separately (one form per one agenda).
- 4) In case the information shareholders provided is incomplete or incorrect, the company secretary will notify the shareholders within 10th February, that the proposal is excluded by written notice.
- 5) The proposal approved by the Board along with the Board of Directors' opinion will be included in the Agenda of the AGM notice. For the proposal disapproved by the Board, the company will inform the shareholders with reason of the Board's refusal in AGM.

4. The Nomination of the Director

4.1 The Qualification of Director's candidate

- 1) Having the qualification according to the public company Act and the good corporate governance of the company and being knowledgeable, capable independent, dedicated, and be able to perform director's duties with care and loyalty. Nominees should attend the Directors' meeting regularly, study meeting agendas in advance.
- 2) Having no conflict of interest with the Company.

4.2 Consideration Procedure

- 1) The shareholder who possessed qualification according to no. 2 of the criteria must submit the form of nominating director to the Board or send the proposal unofficially via company secretary's email address at Companysecretary@theerawan.com before sending the original to the Board.
In this regard, the original with the shareholder's signature must be delivered to the company within 31st January of every year with the following document.
 - 1.1) The evidence of share held, namely the certified letter of the securities company or other evidence of the Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand.
 - 1.2) The evidence of nominee's consent
 - 1.3) Support document of candidate's qualification including the education and work experience.
 - 1.4) Other support documents beneficial for board consideration.
- 2) In case many shareholders have unified to nominate director to the Board, the first shareholder must fill the form of proposed nominee completely and affix their names as evidence. The rest of shareholders must fill the form of proposed nominee completely and affix their name as evidence separately then gather each of those the form of proposed nominee, the evidence of share held, and support documents together into one set propose to the Board.
- 3) In case one or more than one shareholder nominates more than one director, the shareholders must fill the form of proposed nominee separately (one form per one director).
- 4) In case the information shareholders provided is incomplete or incorrect, the company secretary will notify the shareholders within 10th February, that the proposal is excluded by written notice.
- 5) The Nominating and Corporate Governance Committee will consider the candidate's qualification to propose to the Board.

The Form of Proposed AGM Agenda

1) I am (Mr./Mrs./Miss/) _____ being a shareholder of the Erawan Group Public Company Limited, a total of _____ shares, as equal _____ percent, Residing at _____ Road _____ Sub-District _____ District _____ Province _____ Mobile no. _____ Home/Office Phone _____ Email address (if any) _____

2) I would like to propose the agenda of the Annual General Shareholders, meeting of the year 20xx.
Subject: _____

Objective: For Acknowledgement For consideration For Approval

3) Proposal has support information beneficial for consideration (such as fact of reason etc.)

And other support documents (if any) have been enclosed and certified true copy at every page, _____ pages in total

I certify that all information written in this Form, the evidence of share's held, the evidence of consent and other support documents are correct and affix the name as evidence below.

_____ shareholder's signature

(_____)

Date _____

Note: The shareholders must enclose the personal documents with the form of proposed AGM Agenda as follows

1. Documents evidencing his/her share(s) held i.e., the certificate of shares held from securities company or other similar documents from the Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand.
2. Personal documents i.e., incase the shareholder is a person, a certified true copy of identification card or passport (in case of foreign shareholder) and in case the shareholder is a juristic person, a certified copy of certificate of commercial registration, together with a certified true copy of the authorized director's, who has signed this form, identification cards or passports (in case of the foreign authorized director).
3. If a shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.

The Form for Proposing Nominee in Advance
For The Shareholders' Annual General Meeting Year_____

1) I am (Mr./Mrs./Miss/) _____ being a shareholder of the Erawan Group Public Company Limited, a total of _____ shares, as equal _____ percent, Residing at _____ Road _____ Sub-District _____ District _____ Province _____ Mobile no. _____ Home/Office Phone _____ Email address (if any) _____

2) I would like to nominate (Mr./Mrs./Miss/) _____ Age _____, who is fully qualified in accordance with the criteria of the Company to be the director. The nominee has been signed below as the evidence of consent. The signed copy of identification card, curriculum vitae of the nominee, list of companies he/she has participated in the management or in the board, number of shares held in the Company, conflict of interest with the Company and its subsidiaries/affiliates of the Company of juristic persons which may have conflict of interest, contact address and other support documents (if any) have been enclosed and certified true copy at every page, _____ Pages in total.

I certify that all information written in this Form, the evidence of shares held, the evidence of consent and other support documents are correct and affix the name as evidence below.

_____ shareholder's signature

(_____)

Date _____

I am (Mr./Mrs./Miss/) _____, the director nominee in (2), consent and certify that the qualification and other documents (if any) in (2) is correct, agree to adhere to the Good Corporate Governance of the Company, and affix the name as evidence below.

_____ Nominee's signature

(_____)

Date _____

Note: The shareholders must enclose the personal documents with The Form for Proposing Nominee in Advance as follows

1. Documents evidencing his/her share(s) held i.e., the certificate of shares held from securities company or other similar documents from the Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand.
2. Personal documents i.e., in case the shareholder is a person, a certified true copy of identification card or passport (in case of foreign shareholder) and in case the shareholder is a juristic person, a certified copy of certificate of commercial registration, together with a certified true copy of the authorized director's, who has signed this form, identification cards or passports (in case of the foreign authorized director).
3. If a shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.