

## Criteria for Shareholders to Propose AGM Agenda Items and to Nomination Director

### Objective

T.A.C. Consumer Public Company Limited ( the “Company”) realizes the importance of shareholders and the practice of good corporate governance, with the objective for shareholders to receive the equitable treatment. The Company therefor gives the opportunity to shareholders to participate in proposing any issue which is important and appropriate to incorporate as the agenda of the Company’s Annual General Meeting year 2016 (AGM) , and to propose a knowledgeable, qualified and suitable candidate to be considered as the Company’s director. The Board of Directors will then consider and prepare to incorporate such proposed issue as and agenda of the AGM 2016.

## Criteria and Guidelines in Proposing AGM 2016 Agenda and to Nomination Director

### 1. Qualification of Shareholders

Wishing to propose an AGM agenda; detail are as follows.

- 1.1 Be the Company’s shareholders, one shareholder or a group of shareholders.
- 1.2 The shareholders held the company shares, collectively not less than 3% of the Company’s issued and paid-up capital
- 1.3 The shareholders held the company shares as specified 1.2, continuously at least 6 months, by the date the shareholder proposes agenda or director nominee.

### 2. Condition in Proposing Annual General Meeting Agenda.

- 2.1 The shareholders have to submit the proposing AGM agenda in handwriting and signed by the shareholder, by using the form available on the Company’s website. If it is a group of shareholders who want to propose an agenda, every shareholder has to fill out and sign the form and send it together in one set.
- 2.2 The shareholders proposing an AGM agenda have to identify their name, last name, address, contact number, and the number of shares held as the proposed date; then complete all other required detail.

### 3. Process for proposing an agenda

#### 3.1 General Agenda

Indicate the heading of the agenda together with details and reasons.

- 3.2 Agenda for proposing candidate to be considered for the position of the Company's Director
- Indicate details of the as required in the form (available on the Company's website)
  - The candidate must have all required qualification and does not have any for bidding qualifications as per rules and regulations stipulated by Public Company Act B.E. 2535, the Securities and Exchange Act No.4 B.E.2551, Securities and Exchange Commission, The Stock Exchange of Thailand and the Company's Articles of Association.

**4. Period of proposing agenda**

Form January 29, 2016 – February 20, 2016

**5. The documents required for proposing the AGM 2016 Agenda**

5.1 Shareholders have to submit the original AGM proposal form signed by shareholders and all required documents for consideration:

5.1.1 Evidence of shareholding of each shareholder jointly proposing the agenda, such as certification letter of number of shares held by each shareholder which are issued by securities companies, or document issued by the Thailand Security Depository Co., Ltd. or Stock Exchange of Thailand or custodian showing number of shares held, or copy share certificate, certified true copies by such shareholders.

5.1.2 The follow documents of each shareholders jointly proposing the agenda:

- Individuals: Copy of valid identification card/passport (in case of non-residents), certified true copy
- Juristic persons: Copy of the Company's affidavit issued within one month by Department of Business Development, Ministry of Commerce or other related agencies, and copies of valid identification card or passport (in case of non-residents) of authorized signatories, certified true copy by such authorized signatories

5.1.3 A consent letter from such candidate and relevant documents including evidence of education, training, work experience, and number of company's shareholding certificate.

5.2 The shareholders have to submit all the required documents specified in item 5.1 above by registered mail within 20 February 2016 to following address:



Company Secretary  
T.A.C. Consumer Public Company Limited  
23<sup>rd</sup> Floor, Um Tower, 9/231-233 Ramkhamhaeng  
Road, Suanluang, Bangkok 10250

**6. Consideration of the incorporation of the proposed agenda as an AGM agenda**

6.1 General Agenda: The Company Secretary will gather all the proposing agenda from the shareholders and forward the matter to Board of Directors for consideration.

6.2 For agenda proposing a candidate for the position of Company's director, the Executive Committee will consider the qualification of the candidate before forwarding the matter to the Board of Directors.

The company will inform the resolution of the Board of Directors. If the Board of Directors approves the proposal, the company will include such proposal as an AGM 2016 agenda.

The company reserves the right to decline the proposed nominating director if it is founded that information provided of documents attached are incomplete or incorrect; or those shareholders cannot be contacted.

