

## **Criteria for Minority Shareholders to propose AGM Agenda and Director Nominee in advance**

### **1. Objective**

PTT Public Company Limited (PTT) has a strong determination to maintain an appropriate management with a highest effectiveness and efficiency. PTT has to be accepted by the shareholders and stakeholders as Company with Good Corporate Governance.

To grant the minority shareholders to propose an agenda of annual general shareholders' meeting and director nominee in advance is considered as a part of PTT's Good Corporate Governance of PTT with the purpose of equitable and fairness treatment of all shareholders. In addition, for clarity and transparency of the procedures and methods for consideration, PTT has set up the criteria to authorize minority shareholders to propose the agenda and the director nominees prior to the meeting. By this mean, it will ensure that the agenda will be delicately selected and truly beneficial to the company and the qualified director nominees will be selected and can perform their duties effectively to attain the highest benefits of the Company and the stakeholders and also to affirm the conformity to the Good Corporate Governance.

### **2. Definition**

“Company” means PTT Public Company Limited

“Board” means Board of Directors of PTT Public Company Limited

“Director” means Director of PTT Public Company Limited

“Agenda” means Agenda of the Annual General Shareholders' Meeting of PTT Public Company Limited

### **3. The Qualification of Shareholder**

The shareholders who wish to propose the agenda or director nominee must possess qualifications according to the criteria as follows:

3.1 Being the shareholder of the company which can be either one shareholder or combined shareholders.

3.2 Holding minimum shares not less than 100,000 shares

3.3 Must have continuously held those shares in 3.2 for at least one year by the date the shareholder proposes the agenda or director nominee.

#### **4. Proposal of the Agenda**

##### **4.1 The Proposal that will not be placed on the Agenda**

(1) The proposal that violates to the law, rules, regulations of government agencies or other governing agencies or are not complied with the objective, the article of association, the shareholders' resolution, the good corporate governance of the company.

(2) The proposal that is beneficial for specific person or group.

(3) The proposal that is the power and authority of the board unless it causes the significant affect on the shareholders in general.

(4) The proposal that is regular business operation and the proposer's reference does not indicate any irregularity.

(5) The proposal that the company has already operated.

(6) The proposal that is beyond the control of the Company

(7) The proposal that the shareholders already proposed in shareholders' meeting within the past three year and were supported by less than 10% of total voting shares, provided that the facts of said matter have not yet changed significantly.

(8) The proposal that the information shareholders provided is incomplete or incorrect, those who are unable to contact.

(9). The proposal that the shareholders are not fully qualified according to the criteria no. 3

##### **4.2 Consideration Procedure**

(1) The shareholder who possesses qualification according to no. 3 of the criteria must submit the form of AGM Agenda Proposal (Form A) to the Board or send the proposal unofficially via facsimile at 0-2537-3883 or through corporate secretary's email address at [corporatesecretary@pttplc.com](mailto:corporatesecretary@pttplc.com) or the Company's website at <http://www.pttplc.com> before sending the original to the Board. In this regard, the original with the shareholder's signature, the evidence of shares' held, namely the certified letter of the securities company or other evidences of the Stock Exchange of Thailand, together with support document beneficial for board consideration (if any) must be delivered to the Company within December 30, 2011 in order to allow the board for adequate consideration.

(2) In case many shareholders have unified to propose agenda to the board, the first shareholder must fill Form A completely and affix their names as evidence. The rest of shareholders must fill part (1) and (2) of Form A completely and affix their name as evidence separately then gather each of those Form A, the evidence of shares' held, and support documents (if any) together into one set to propose to the Board. The

alterative way is to send proposal unofficially before submitting the original in accordance with the criteria (1).

(3) In case one or more than one shareholders propose more than one agenda, the shareholders must fill Form A separately (One Form A per One Agenda), or may send the proposal unofficially before submitting the original according to the criteria (1)

(4) The Corporate Secretary will initially review the proposal for the board as below:

(4.1) In case the information provided are incomplete or incorrect, the Company Secretary will notify the shareholders within **January 6, 2012**. If the shareholder fails to correct and submit the original to the Company within January 13, 2012 the Company Secretary will notify the shareholders the proposal is excluded.

(4.2) In case the shareholders are not considered fully qualified according to the criteria no. 3, the Company Secretary will notify the shareholders that proposal is excluded within **January 6, 2012**.

(4.3) The proposal that is not related to (4.1) or (4.2), the Company Secretary will propose to the board meeting in January 2012.

(5) The board will consider the proposal according to the criteria no. 4(1) – (7) unless the board says otherwise.

(6) The proposal approved by the Board along with the Board opinion will be included in the Agenda of the AGM notice. For the proposal disapproved by the board, the company will instantly inform the shareholders with the reason of the Board's refusal through the SET's channel after the board meeting or the next official date. Such information will be posed in the Company's website at <http://www.pttplc.com> and announced to all shareholders formally in the AGM.

## **5. The Nomination of the Director**

### **5.1 Director Qualification**

(1) Not over 65 years old

(2) Having the qualification according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company.

(3) Being knowledgeable, capable, independent, dedicated, and healthy mentally and physically, be of suitable age and be able to perform director's duties with care and loyalty. Nominees should attend the Directors' meeting regularly, study meeting agendas in advance, and productively participate in the meeting in a straightforward manner. Reputable businesspersons of integrity and superb professional references may also qualify as nominees.<sup>1</sup>

(4) Having the skill of industry knowledge, accounting & finance, business judgment, management skill, international markets, business strategy, crisis management, corporate governance and legal.

(5) Should not serve too many board positions.

## **5.2 Consideration Procedure**

(1) The shareholder who possesses qualification according to the criteria no 3. must submit the form of nominating director (Form B) to the Board or may submit the proposal unofficially via facsimile at 0-2537-3883 or through corporate secretary's email address at [corporatesecretary@pttplc.com](mailto:corporatesecretary@pttplc.com) or the Company's website at <http://www.pttplc.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 December 30, 2011 with the following document

(1.1) The evidence of shares' held, namely the certified letter of the securities company or other evidences of 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 (Curriculum Vitae)

(1.4) Other support documents beneficial for board consideration (if any)

(2) In case many shareholders have unified to nominate director to the board, the first shareholder must fill Form B completely and affix their names as evidence. The rest of shareholders must fill part (1) and (2) of Form B completely and affix their name as evidence separately then gather each of those Form B, the evidence of shares' held, and support documents (if any) together into one set to propose to the Board. The alternative way is to send proposal unofficially before submitting the original in accordance with the criteria (1).

(3) In case one or more than one shareholders nominate more than one director, the shareholders must fill Form B separately (One Form B per One Director), or may send the proposal unofficially before submitting the original according to the criteria (1)

(4) The Corporate Secretary will initially review the proposal for the board as follows:

(4.1) If the information shareholders provided is incomplete or incorrect, the Company Secretary will notify the shareholder within January 6, 2012. If the shareholder fails to correct and submit the original to the company within January 13, 2012 The Company Secretary will notify the shareholders the proposal is excluded.

(4.2) If the nominee to be director or the shareholder are not qualified according to the criteria no. 5.1, the Company Secretary will notify the shareholders the proposal is excluded within the January 6, 2012.

(4.3) The proposal that is not related to (4.1) or (4.2), the Company Secretary will propose to the nominating committee meeting in January 2012.

(5) The Nominating Committee will consider the candidate's qualification according to the Duties and Responsibilities of Nominating Committee to propose to the board unless the board or the Nominating Committee says otherwise.

(6) The name of nominee approved by the board along with the board opinion will be included in the agenda of the AGM notice. For the proposal disapproved by the Nominating Committee or the Board, the company will instantly inform the shareholders with the reason of the board's refusal through the SET's channel after the board meeting or the next official date. Such information will be posed in the company's website at <http://www.pttplc.com> and announced to all shareholders formally in the AGM.

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**Form to Propose AGM Agenda**

(1) I am (Mr./Mrs./Miss) \_\_\_\_\_, being the shareholder of PTT Public Company Limited, holding \_\_\_\_\_ shares, residing at \_\_\_\_\_ Road \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Mobile Phone Number \_\_\_\_\_ Home/Office Phone \_\_\_\_\_ E-mail address (if any) \_\_\_\_\_

(2) I would like to propose the agenda of the Annual General Shareholders' Meeting of the year \_\_\_\_\_ Subject \_\_\_\_\_

(3) Proposal for consideration \_\_\_\_\_ and \_\_\_\_\_ have support information beneficial for consideration (such as fact or 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 A, the evidence of shares' held, the and other support documents are correct and affix the name as evidence below

Signature \_\_\_\_\_ Shareholder's  
( \_\_\_\_\_ )  
Date \_\_\_\_\_

**Remarks**

1. Shareholders must enclose the evidence of shares' held such as the certificate of shares' held from securities company or any other certificates from the Stock Exchange of Thailand (SET). In case shareholders are commercial registration, the copy of certificate of commercial registration must be enclosed. Also, The copy of director nominee's identification card or passport (in case of the foreigner nominee) who has signed his/her name in this Form B must be enclosed and certified true copy.
2. Shareholders are able to send proposal unofficially in advance via facsimile at 0-2537-3883 or through Corporate Secretary's email address at [corporatesecretary@pttplc.com](mailto:corporatesecretary@pttplc.com) the Company's Website at <http://www.pttplc.com> before sending the original to the Company.
3. The original of this Form B must be delivered to the Company within December 30, 2011 in order to allow the Board of Directors to consider in accordance with the Criteria and to propose to the 2012 AGM.
4. In case many shareholders have unified to propose the agenda, all shareholders must fill Form B and affix their names as evidence separately then gather each of those Form B together into one set in accordance with no. 4.2 (2) of the criteria
5. In case one or many shareholder propose more than one agenda, the Form A must be filled separately according to no. 4.2 (3)
6. In case shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy.
7. PTT will cut-off rights of shareholders if founded that information provided is incomplete or incorrect; or those shareholders cannot be contact; or director nominees are not considered fully qualified.

**To :**

**Corporate Secretary  
PTT Public Company Limited (PTT)  
PTT Office Building, 24<sup>th</sup> Floor,  
555 Vibhavadi Rangsit Road,  
Chatuchak, Bangkok 10900  
Thailand**

(From to propose AGM agenda)

**Form to Nominate Director**

(1) I am (Mr./Mrs./Miss) \_\_\_\_\_, being the shareholder of PTT Public Company Limited, holding \_\_\_\_\_ shares, residing at \_\_\_\_\_ Road \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Mobile Phone Number \_\_\_\_\_ Home/Office Phone \_\_\_\_\_ E-mail 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 curriculum vitae of the nominee 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 B, 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 \_\_\_\_\_

(4) 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.

\_\_\_\_\_ Director nominee's signature  
( \_\_\_\_\_ )  
Date \_\_\_\_\_

**Remarks**

1. Shareholders must enclose the evidence of shares' held such as the certificate of shares' held from securities company or any other certificates from the Stock Exchange of Thailand (SET). In case shareholders are commercial registration, the copy of certificate of commercial registration must be enclosed. Also, The copy of director nominee's identification card or passport (in case of the foreigner nominee) who has signed his/her name in this Form B must be enclosed and certified true copy.
2. Shareholders are able to send proposal unofficially in advance via facsimile at 0-2537-3883 or through Corporate Secretary's email address at [CorporateSecretary@pttplc.com](mailto:CorporateSecretary@pttplc.com) or the Company's Website at <http://www.pttplc.com> before sending the original to the Company.
3. The original of this Form B must be delivered to the Company within December 30, 2011 in order to allow the Nominating Committee and the Board of Directors to consider in accordance with the Criteria and to propose to the 2012 AGM.
4. In case many shareholders have unified to nominate the director, all shareholders must fill Form B and affix their names as evidence separately then gather each of those Form B together into one set in accordance with no. 5.2 (2) of the criteria
5. In case one or many shareholders nominate many director nominees, the Form B must be filled separately according the criteria no. 5.2 (3)
6. In case shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy.
7. PTT will cut-off rights of shareholders if founded that information provided is incomplete or incorrect; or those shareholders cannot be contact; or director nominees are not considered fully qualified.

**To :**

**Corporate Secretary  
PTT Public Company Limited  
PTT Office Building, 24<sup>th</sup> Floor,  
555 Vibhavadi Rangsit Road,  
Chatuchak, Bangkok 10900  
Thailand**

(From to nominate director)