Thaicom Public Company Limited

Criteria for Minority Shareholders to Propose Agenda(s) and the Person(s) to be Nominated as Director to the Annual General Meeting of Shareholders for the Year 2018

Criteria for Minority Shareholders to Propose Agenda(s) and the Person(s) to be Nominated as Director to the Annual General Meeting of Shareholders for the Year 2018

Objective:

Thaicom Public Company Limited ("the Company") recognizes the importance of treating all shareholders equitably. In order to enhance good corporate governance, the Company facilitates determines clear criteria for minority shareholders to propose of Agenda(s) and Person(s) to Nominated as Directors in advance before the Annual General Meeting of Shareholders for the year 2018 due to Shareholders could assort the Agenda(s) which its beneficially of business operation of the Company and propose the Person(s) who have qualifications to be nominated as director.

1. Qualification of Shareholders

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

1.2 Holding shares of not less than one percent of the total voting shares of the Company.

1.3 Must be a shareholder of the Company on the date of proposes the agenda or a person to be nominated as director.

2. Proposal of the Agenda

2.1 Proposals that will not be placed on the agenda

2.1.1 Proposals that violate the law, rules, regulations of government agencies or other governing agencies or do not comply with the objectives, articles of association, the shareholders' resolutions, or the good corporate governance of the Company.

2.1.2 Proposals those are beneficial for a specific person or group.

2.1.3 Proposals that are not the power and authority of the shareholders' meeting but that are the power and authority of the board, unless it causes a significant effect on the shareholders in general.

2.1.4 Proposals that the Company has already operated.

2.1.5 Proposals that are beyond the control of the Company.

2.1.6 Proposals that the shareholders already proposed to the shareholders' meeting the previous year(s) and were supported by less than 10% of total voting shares, provided that the facts of the matter have not been changed significantly.

2.1.7 Proposals where the information and evidence shareholders provided is incomplete or incorrect, and those who are unable to be contacted or proposed later than the due date.

2.1.8 Proposals where the shareholders are not fully qualified according to the criteria in no.1.

2.2 Consideration Procedure

2.2.1 The shareholder shall submitted the propose agenda and the person to be nominated as director to the Company directors by attached herewith this documents, together with the evidence of shares' held to certify the qualification as criteria in clause. 1, together with the evidence of share's held, namely the certifying letter of the securities company or other evidence from the Stock Exchange of Thailand or Thailand Securities Depositary Co., Ltd. to the Company or send the proposal unofficially via facsimile to 02-591-0705 or through the company secretary's Email Address: comsec@thaicom.net before sending the original to the Company, received no later than 31 December 2017.

The Company Secretary (Ms. Yupapan Panclurbthong)
THAICOM Public Company Limited
63/21 Rattanathibet Road,
Nonthaburi 11000, Thailand

2.2.2 In the case where many shareholders have combined the shares and meet the qualification subject to clause 1. There have to propose an agenda to the board, the first shareholders must complete the form to Propose AGM Agenda fully and affix their names as evidence. The rest of the shareholders must complete only part 1 and 2 of the forms and affix their names as evidence separately then gather each of those forms, evidence of shares' held, and other supporting documents (if any) together into one set to propose to the Board.

2.2.3 In the case where one or more than one shareholder proposes more than one agenda, the shareholder must fill the form separately. (One form per One Agenda)

2.2.4 The Company secretary will initially review the proposal for the Board. In the case where the information provided is incomplete or incorrect, the Secretary will notify the proposing shareholder(s). The shareholder(s) shall correct the proposal and re-submit it to reach the Company Secretary by 31 December 2017.

2.2.5 The board will consider the appropriateness of the proposal according to criteria clause 2.1.1 – 2.1.8 unless the board considers otherwise. The proposal approved by the Board

will be included in the Agenda of the AGM notice. For proposals disapproved by the Board, the Board will announce, as a matter to be informed, to all shareholders in the AGM.

3. Proposal of a person to be nominated as Director

3.1 Qualifications and Prohibitions of the person being nominated as Director

3.1.1 Having qualifications and shall not have prohibited characteristics as specified by law on public limited companies, and shall not have characteristics indicating a lack of appropriateness in respect of trustworthiness in managing business whose share are held by public shareholders as specified by law on securities and exchange, other relevant acts, and the Good Corporate Governance Policy of the Company.

3.1.2 Being knowledgeable, capable, honest, good integrity, and carry out the business ethically, as well as having sufficient time to devote his (her) knowledge and capabilities for the Company.

3.1.3 The Director can be a director for other companies, as long as it does not encumber the performance of duties of being a director of the Company.

3.1.4 Shall not have conflict of interests with the Company.

3.2 Consideration Procedure

3.2.1 The shareholder who possesses qualifications according to no.1 of the criteria must submit the form of Directors Nomination and the form of Application for a Person to be Nominated as Director, together with the evidence of share's held, namely the certifying letter of the securities company, other evidence from the Stock Exchange of Thailand or Thailand Securities Depositary Co., Ltd. to the Company or send the proposal unofficially via facsimile to 02-591-0705 or through the company secretary's Email Address: comsec@thaicom.net before sending the original to the Company, received no later than 31 December 2017.

The Company Secretary (Ms. Yupapan Panclurbthong)
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63/21 Rattanathibet Road, Nonthaburi
11000, Thailand

3.2.2 In the case where many shareholders have combined the shares and meet the qualification subject to clause 1. They would like to nominate a person to be as director to the board; the first shareholder must complete the form Directors Nomination Form fully and affix their names as evidence. The rest of the shareholders must complete only part 1 and 2 of the forms and affix their names as evidence separately then gather each of those forms, evidence of shares held, and other supporting documents (if any) together into one set to propose to the Board.

3.2.3 In the case where one or more than one shareholders nominate more than one person to be as a director, the shareholders must complete the form separately (One form per one agenda).

3.2.4 The Company secretary will initially review the proposal for the Nomination and Corporate Governance Committee (GNC). In the case where the information provided is incomplete or incorrect, the Secretary will notify the proposing shareholder(s). The shareholder(s) shall correct the proposal and re-submit it to reach the Company Secretary by 31 December 2017.

3.2.5 The Governance and Nomination Committee will consider the candidate's qualifications to propose to the Board.

3.2.6 The name of the person to be nominated as director approved by the Board will be included in the agenda of the AGM notice. For names of the person to be nominated as director disapproved by the Board, the Board will announce them to all shareholders in the AGM.

AGM Agenda Proposal Form

1. I am (Mr./Mrs./Miss/Ms.) …… ,
   being the shareholder of THAICOM Public Company Limited, holding …….…….. shares,
   residing at …….……. Road ……..……..…
   District ……..…..… Province ……..……...…
   Zip code ……... Country ……..……...……..
   Tel. Fax …….……..E-mail ……...……

2. I would like to propose the agenda to the Annual General Shareholders' Meeting of the year 2018 Subject
   …….……..…….…….

3. Proposal for consideration
   ……..……...……..……...……..
   ……..……...……..……
   ……..……..…..……..……
   and provide supporting information beneficial for consideration (such as facts, reasons, etc.).
   ……..……..……..……..……
   ……..……..……..……..……
   ……..……..……..……..……
   and provide supporting documents (if any) enclosed and are certified a true copy at every
   page, …….pages in total.

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

…….…… Shareholder's Signature

(……...…….……..)

Date ……..…..…….……..

<u>Remarks</u>:

1. The shareholder shall enclose the evidence of shares held, such as the certificate of shares held from a securities company, other certificates from the Thailand Securities Depositary Co., Ltd., or the Stock Exchange of Thailand.

2. Personal documents, i.e.

   (1) In the case where the shareholder is a person, a certified true copy of an identification card or passport (in the case of a foreign shareholder)

   (2) In the case where the shareholder is a juristic person, a certified copy of certificate of commercial registration, together with a certified true copy of the authorized director, who has signed this form, identification card or passport (in the case of a foreign authorized director).

Directors Nomination Form

1. I am (Mr./Mrs./Miss/Ms.) ……..……..……..…… ,
   being the shareholder of THAICOM Public Company Limited, holding ……... shares,
   residing at ……..……..…… Road ……..……..…
   District ……..…. Province ……..……..…….
   Zip code ……..……..…….. Country ……..……..……..
   Tel. Fax ……..…….. E-mail ……..……

2. I would like to nominate (Mr. /Mrs. /Miss/Ms.) ……..……..
   , who is fully qualified in accordance with the criteria of the Company to be the Director. The person to be nominated as director has signed below as the evidence of consent. The curriculum vitae of the person to be nominated as director and other supporting documents (if any) have been enclosed and certified a 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 supporting documents are correct. I also affix my name as evidence below.

   ……..……..…… Shareholder's Signature
   (……..……..……..)
   Date ……..……..……...

3. I am (Mr./Mrs./Miss/Ms.) …… , the person to be nominated as director as present in Annual General Meeting for the Year 2018, consent and certify that I am fully qualified according to the criteria of the Company to be a Director and that other supporting documents are correct and affix the name as evidence below.

   …...……..…… The Person to be nominated
   as Director's signature
   (……..……..……..……..)
   Date ……..……....

Remarks:

1. The shareholder shall enclose the evidence of shares held, such as the certificate of shares held from a securities company, other certificates from the Thailand Securities Depositary Co., Ltd., or the Stock Exchange of Thailand.

2. Personal documents, i.e.

   (1) In the case where the shareholder is a person, a certified true copy of an identification card or passport (in the case of a foreign shareholder)

   (2) In the case where the shareholder is a juristic person, a certified copy of certificate of commercial registration, together with a certified true copy of the authorized director, who has signed this form, identification card or passport (in the case of a foreign authorized director).

Application for a Person to be Nominated as Director

1. (Mr./Mrs./Miss/Ms.): ……..……..

2. Nationality: ……..……..

   [ ] ID card

   [ ] Passport (in the case of a foreign citizen)

   No.: …… Expiry date: ……..……..

   (Please attach a copy of identification card or passport.)

3. Date of Birth: ……..……..

4. Residing at ……..…….. Road ……..……..

   District …… Province ……...……...……..

   Zip code ……..…….. Country ……

   Tel. …….. Fax ……

   E-mail ……

5. Education

From - To	Institute	Graduate	Major

6. Training / Seminar Course, organized by IOD

Training/Seminar course	Year
[ ] Director Certification Program (DCP)	……...
[ ] Director Accreditation Program (DAP)	……...
[ ] Audit Committee Program (ACP)	……...
[ ] The Role of Chairman (RCM)	……...
[ ] Financial Statements for Directors (FSD)	……...
[ ] Others	……...

7. Work Experience

From - To	Company	Position	Type of Business

8. Positions in other Listed Company's

Company	Position	% shares held