

# **Criteria for Shareholders to propose Annual General Shareholders’ Meeting Agenda and/or Director Nominee in advance**

## **Section 1: Objective**

To ensure the equitable treatment to shareholders, the Amata Corporation Public Company Limited (“Company”) has set up the criteria to ensure clarity and transparency of the procedures to allow shareholders to propose the meeting agenda and to name director candidates for an annual general shareholders’ meeting.

## **Section 2: Definition**

“Company” means Amata Corporation Public Company Limited.

“Board” means Board of Directors of Amata Corporation Public Company Limited.

“Agenda” means Agenda of the Annual General Shareholders’ Meeting (AGM) of Amata Corporation Public Company Limited.

“Executive Director” means a director who is also a member of the management team.

## **Section 3: Qualification of Shareholders to Propose the Agenda and Director Candidates**

The shareholders who wish to propose the agenda or a director candidate must be the Company’s shareholder holding minimum shares of 0.05 percent of total paid-up share capital either by one or several shareholders combined. And, Shareholders must have held those shares continuously for at least 12 months by the date the shareholders propose the item on the agenda.

## **Section 4: Proposal of the Agenda**

### **4.1 Procedure to Propose the AGM Agenda**

The shareholder who possesses qualifications according to Section 3 must submit the signed form of Agenda Proposal for the Annual General Meeting of the year 2018 to the Company within the prescribed timeframe.

### **4.2 Proposal that will not be placed on the Agenda**

Generally, the proposals that will not be placed on the agenda are as prescribed below:

(1) Matters prescribed in the second paragraph of Section 89/28 of the Securities and Exchange Act (no. 4) B.E. 2551 as follows:

- A proposal that is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter;

- A proposal that is beyond the company's power to produce the proposed result;

- A proposal that was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in resubmission has significantly changed from that of the previous shareholders' meeting;

- Any other cases as specified in the notification of the Capital Market Supervisory.

(2) A proposal that violates the law, rules, regulations of government agencies or other governing agencies or do not comply with the objective, the articles of association, the shareholders' resolution, or the good corporate governance of the company;

(3) A proposal that is beneficial for specific person or group;

(4) A proposal that is the power and authority of the Board unless it has significant impacts on the shareholders in general; and

(5) A proposal that the Company has already implemented.

## **Section 5: Nomination of Directors**

### 5.1 Procedure to Recommend Director Candidates

The shareholder who possesses qualifications according to Section 3 must submit the signed form of Director Nomination for the Annual General Meeting of the year 2018 to the Board together with the evidence of candidate's consent and supporting documents of candidate's qualifications including the education and work experiences (Curriculum Vitae) within the prescribed timeframe.

### 5.2 Director Qualifications

The candidates for director nominees should possess the following qualifications.

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

(2) Being knowledgeable, capable, independent and dedicated with ability to perform director's duties with care and loyalty. Candidates should be able to attend the Directors' meeting

regularly, study meeting agendas in advance, and productively participate in the meeting in a straightforward manner.

(3) Having the knowledge in the following fields: the industry, accounting & finance, business management, business strategy, corporate governance and laws.

## **Section 6: Submission of Proposal**

Shareholders are required to submit the proposal and relating documents to the following address:

Company Secretary  
Amata Corporation PCL  
2126 Kromadit Bldg, New Petchburi Road  
Huaykwang Bangkok 10310

## **Section 7: Process to Consider Shareholders' Proposal**

The Company Secretary will initially review the proposal of the shareholders for the Board's consideration. The Board's judgment for each proposal is final. The steps are as follows:

The proposals approved by the Company's Board of Directors will be included in the agenda in the AGM notice. For the proposals that are not fully qualified, the Company Secretary will notify shareholders with the reasons of the board's refusal.

## **Section 8: Period for proposal submission**

From 15<sup>th</sup> December 2017 to 15<sup>th</sup> January 2018.