

## **The Criteria for Minority Shareholders to propose the Agenda for the Annual General Meeting and the person(s) to be nominated as director(s) of the Company**

Robinson Department Store Public Company Limited ('the Company') has operated its business under Good Corporate Governance Policy. The Company strongly believes that Good Corporate Governance is so important to the success of its operation and achievement of its objectives which is to create the highest value to all shareholders and other stakeholders equally. It will ensure that its business will be carried on a transparent and accountable manner as well as not contrary to the laws and ethical standard.

In the Annual General Shareholder's meeting, the Company has set up the standard practice to allow the minority shareholders to propose the agenda of annual general shareholders' meeting and person(s) to serve as the Company director(s). The details of which shall be as follows:

1. The shareholders who wish to propose the agenda for the Annual General Meeting or to propose the person(s) to serve as the Company director(s) must have the following qualifications:
  - 1.1. being the shareholder of the company which can be either one shareholder or combined shareholders.
  - 1.2. holding minimum shares of not less than 100,000 shares.
  - 1.3. having continuously held those shares in Clause 1.2 for at least one (1) year until the date of which the shareholder proposes the agenda or proposes the person(s).
2. The proposal of the agenda
  - 2.1. The following proposal will do not be placed on the agenda:
    - A proposal that is about the normal business process of the Company and related issues raised by shareholder is not considered to be unusual.
    - A proposal that is beyond the control of the Company.
    - A proposal that the shareholders have already proposed in the shareholders Meeting during the past 1 year and was supported by less than 10% of total voting shares, provided that the facts of the stated matter have not yet changed significantly.
    - A proposal that violates the law, rules, regulations of government agencies or other governing agencies or is not in compliance with the objective, the article of association, the shareholders' resolution and the good corporate governance of the Company.
    - A proposal that is not beneficial or potentially to the shareholders causing significant damage.

- A proposal that has already proceeded by the Company.
- A proposal that is beneficial for specific person or group, or may cause a conflict of interest to the related person involved in the Company.

2.2. The consideration procedure:

2.2.1. The shareholder possessing the qualification in accordance with Clause 1 must submit the “Shareholders Meeting Agenda Proposal Form” together with complete and accurate supporting documents to the Company Secretary within December 31, 2016. The Shareholder shall clarify the objective of the proposal, whether for acknowledgment, consideration or approval and please deliver to:

The Company Secretary Department  
Robinson Department Store Public Company Limited  
9/9 14<sup>th</sup> Floor, Rama 9 Road, Huai Khwang, Huai Khwang  
Bangkok 10310  
Thailand

The Shareholder may send the proposal of the agenda of shareholders meeting unofficially through e-mail at [co.secretary@robinson.co.th](mailto:co.secretary@robinson.co.th) or via facsimile at 02-169-2500 Ext. 4751.

2.2.2. The Company Secretary shall review the documents initially prior to proposing to the Board of Director. The proposal must not be prohibited in accordance with Clause 2.1. If the Shareholder is unable to deliver the complete and accurate documents within the date specified, it shall be deemed that the right to propose agenda to the Shareholders Meeting is waived by the shareholder.

2.2.3. The Board of Director shall consider the necessity and suitability of including the proposal in the agenda. Decision of The Board of Director is absolute and final.

2.2.4. The proposal approved by the Board of Director shall be included in the agenda of the Notice of the Shareholders Meeting. Shareholders will be informed of the proposal disapproved by the Board of Director in the Shareholders Meeting or by other appropriate methods.

3. The nomination of the director

3.1. The qualification and prohibition of the director of the Company according to the Article of Association of the Company. Subject to the Article of Association of the Company, the board of directors must consist of at least five (5) directors and not less than half of whom shall reside within the Kingdom and

3.1.1. be natural person;

3.1.2. not necessary a shareholder of the Company;

3.1.3. be sui juris;

- 3.1.4. not be bankrupt, incompetent or quasi-incompetent;
- 3.1.5. have never been imprisoned by final judgment of court for an offense related to property committed with dishonest intent;
- 3.1.6. have never been punishment by being dismissed or discharged from government service, government organization, or government agency for dishonesty in performing the duties.

3.2. The consideration procedure:

- 3.2.1. The Shareholder possessing the qualification in accordance with Clause 1 must submit the “Director Nomination Form” together with complete and accurate supporting documents to the Company Secretary within December 31, 2016 and please deliver to:

The Company Secretary Department  
Robinson Department Store Public Company Limited  
9/9 14<sup>th</sup> Floor, Rama 9 Road, Huai Khwang, Huai Khwang  
Bangkok 10310  
Thailand

The Shareholder may send the proposal of the nomination of the director unofficially through e-mail at [co.secretary@robinson.co.th](mailto:co.secretary@robinson.co.th) or via facsimile at 02-169-2500 Ext. 4751.

- 3.2.2. The Company Secretary shall review the documents initially prior to proposing to the Nomination and Remuneration Committee. If the Shareholder is unable to deliver the complete and accurate documents within the date specified, it shall be deemed that the right to nominate the Company’s director is waived by the shareholder.
- 3.2.3. The Nomination and Remuneration Committee shall consider the qualification of such nominated person and express its opinions to the Board of Director of the Company in order to determine whether the nominated person should be a candidate in the election in the Shareholders Meeting. The resolution of the Board of Director of the Company shall be deemed the final decision.
- 3.2.4. The name of the nominated person approved by the Board of Director of the Company shall be included in the agenda regarding the election of the Company’s directors, accompanied with the opinion of the Board of Director. Shareholders will be informed of the nominated persons who did not receive approval from the Nomination and Remuneration Committee or the Board of Director of the Company in the Shareholders Meeting or by other appropriate methods.