

**Criteria for rights of shareholders to propose matters for inclusion as meeting agenda at the Annual General Meeting of Shareholders for the Year 2018 and
Criteria for rights of shareholders to nominate candidates to be considered and elected as directors at the Annual General Meeting of Shareholders for the Year 2018**

Phatra Leasing Public Company Limited recognizes the importance of the shareholders, and in order to promote the good corporate governance, prior to the Annual General Meeting of Shareholders, the Company; therefore, gives opportunity for shareholders to propose matters that are beneficial to the Company for inclusion as meeting agenda at the Annual General Meeting of Shareholders and to nominate candidates to be considered and elected as directors at the Annual General Meeting of Shareholders for the Year 2018 in accordance with the criteria specified as follows:

1. To propose matters for inclusion as meeting agenda at the Annual General Meeting of Shareholders
2. To nominate candidates to be considered and elected as directors at the Annual General Meeting of Shareholders

Criteria

1. Qualification of shareholders who are entitled to propose agenda

Holding shares of not less than 5 percent of the total number of voting rights of the Company whether being one or several shareholders, and continuously holding shares from the date of shareholding to the date that the matters are proposed as meeting agenda for a period of not less than 12 months.

2. Proposal of matters for inclusion as meeting agenda at the Annual General Meeting of Shareholders

Qualified shareholders as specified in Item 1 of these criteria will be able to propose matters for inclusion as meeting agenda by completing “Form for proposal of matters for inclusion as meeting agenda at the Annual General Meeting of Shareholders for the Year 2018” and submitting complete evidence through proposal submission channel as provided in Item 4.

3. Nomination of candidates to be considered and elected as directors at the Annual General Meeting of Shareholders

Qualified shareholders as specified in Item 1 of these criteria will be able to nominate candidates to be considered and elected as directors by completing “Form for proposal of candidates for consideration and election as directors at the Annual General Meeting of Shareholders for the Year 2018” and submitting complete evidence through proposal submission channel as provided in Item 4.

4. Proposal submission channel is as follows:

4.1 Electronic mail (E-mail) at company_secretary@pl.co.th

4.2 Registered mail to the following address:

Company Secretary
Secretary and Human Resources Department
Phatra Leasing Public Company Limited
252/6 29th Floor, Muang Thai Phatra Complex 1
Ratchadapisek Road, Huayhwang Sub-district, Huaykwang District, Bangkok 10320

5. *Evidence of shareholders to be enclosed*

5.1 Shareholding evidence:

- ☐ Certified letter of the securities company, or other evidence of Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand or custodian or copy of certified share certificate

5.2 Identity documents:

- ☐ For shareholders who are natural persons, certified copy of identification card or certified copy of passport (for foreigner) shall be enclosed.
- ☐ For shareholders who are juristic persons, certified copy of affidavit and certified copy of identification card or certified copy of passport (for foreigner) of authorized directors who sign the proposal form, shall be enclosed.

6. *For the meeting to be carried out effectively, the Company reserves the right not to include the following matters as meeting agenda at the Annual General Meeting of Shareholders*

- 6.1 Matters proposed by unqualified shareholders or with incomplete or inadequate evidence or which are not proposed within specific time
- 6.2 Matters concerning ordinary business operation of the Company, whereby the shareholder's proposal does not substantiate any irregularity of the company's operation
- 6.3 Matters that are beyond the Company's power or control to take action
- 6.4 Matters that have been proposed within the past 12 months and received votes less than 10 percent of the total number of voting rights of the Company; except when the facts pertaining in the re-submission have substantially changed from that of the previous shareholders' meeting
- 6.5 Matters that violate laws, notifications, rules and regulations of government agencies or other governing agencies, or which do not comply with the Objectives, Articles of Association, shareholders' resolutions and good corporate governance principles of the Company
- 6.6 Matters that the Company has already undertaken

7. *Consideration*

- 7.1 To propose matters for inclusion as meeting agenda at the Annual General Meeting of Shareholders, the Company Secretary will collect and initially screen all matters. If the matters are complete, they will be proposed to the Nomination and Remuneration Committee and then to the Board of Directors for consideration. Matters being approved by the Board of Directors will be included as meeting agenda in an invitation to the Annual General Meeting of Shareholders for the Year 2018.
- 7.2 To nominate candidates to be considered and elected as directors at the Annual General Meeting of Shareholders, the Company Secretary will consider name list of candidates and if all related evidence is complete, correct and adequate, they will be proposed to the Nomination and Remuneration Committee for consideration with regard to qualification and work experience. Then name list of qualified candidates will be proposed to the Board of Directors for consideration. The Company will provide consideration results within February 2018.

**Form for proposal of matters for inclusion as meeting agenda at the Annual General Meeting of
Shareholders for the Year 2018**

1. General information

Name (Mr., Mrs., Miss, Company, Other / Last Name) : _____

Current address / contact address: _____

No.	_____	Village / Building	_____
Moo no.	_____	Lane / Alley	_____
Road	_____	Sub-District	_____
District	_____	Province	_____
Zip code	_____	Country	_____
Telephone	_____	Fax.	_____
E-mail	_____		_____

2. Number of shares held _____ as of _____

3. Proposed matters

Objective ☐ For consideration ☐ For acknowledgement

Details _____

☐ Having supporting document ☐ No supporting document

4. Evidence of shareholders to be enclosed with proposal

4.1 Shareholding evidence:

- ☐ Certified letter of the securities company, or other evidence of Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand or custodian or copy of certified share certificate

4.2 Identity document:

- ☐ For shareholders who are natural persons, certified copy of identification card or certified copy of passport (for foreigner) shall be enclosed.
- ☐ For shareholders who are juristic persons, certified copy of affidavit and certified copy of identification card or certified copy of passport (for foreigner) of authorized directors who sign the proposal form, shall be enclosed.

5. Representation

I hereby certify that information and evidence enclosed herewith are accurate and complete, and I give my consent for the Company to disclose such information and evidence.

Signature _____ Shareholder
(_____)
Date _____

Form for proposal of candidates for consideration and election as directors at the Annual General Meeting of Shareholders for the Year 2018

1. General information

Name (Mr., Mrs., Miss, Company, Other / Last Name) : _____

Current address / contact address: _____

No.	_____	Village / Building	_____
Moo no.	_____	Lane / Alley	_____
Road	_____	Sub-District	_____
District	_____	Province	_____
Zip code	_____	Country	_____
Telephone	_____	Fax.	_____
E-mail	_____		_____

2. Number of shares held _____ as of the date _____

3. Name list of candidates being nominated to be elected as directors

Please enclose "Form for information of candidates for consideration and election as directors at the Annual General Meeting of Shareholders for the Year 2018"

☐ Having supporting document

☐ No supporting document

4. Evidence of shareholders to be enclosed with proposal

4.1 Shareholding evidence:

- ☐ Certified letter of the securities company, or other evidence of Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand or custodian or copy of certified share certificate

4.2 Identity evidence:

- ☐ For shareholders who are natural person, certified copy of identification card or certified copy of passport (for foreigner) shall be enclosed.
- ☐ For shareholders who are juristic person, certified copy of affidavit and certified copy of identification card or certified copy of passport (for foreigner) of authorized directors who sign the proposal form, shall be enclosed.

5. Representation

I hereby certify that information and evidence enclosed herewith are accurate and complete, and I give my consent for the Company to disclose such information and evidence.

Signature _____ Shareholder

(_____)

Date _____

**Form for information of candidates for consideration and election as directors at the Annual General Meeting
of Shareholders for the Year 2018**

1. General information of candidates

1.1 Name / Last name (Thai)

Title _____ Name _____ Last name _____

Name / Last name (English)

Title _____ Name _____ Last name _____

Former name / Last name (if any) (Thai)

Title _____ Name _____ Last name _____ Date of name / last name change _____

Title _____ Name _____ Last name _____ Date of name / last name change _____

Former name / Last name (if any) (English)

Title _____ Name _____ Last name _____ Date of name / last name change _____

Title _____ Name _____ Last name _____ Date of name / last name change _____

(Please specify information on the change of name / last name each time when the name / last name has been changed since attainment of majority, and please enclose document showing such change of name / last name.)

1.2 Nationality _____

1.3 Date of Birth _____ Age _____ years

1.4 Marital status ☐ Single ☐ Married ☐ Divorced

1.5 Name of spouse _____ (former name and last name _____)

1.6 Children ☐ son total of _____ person(s) ☐ daughter total of _____ person(s)

<u>Name of Children</u>	<u>Date of Birth</u>	<u>Age</u> <u>(years)</u>	<u>Workplace / Educational Institution</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

2. Current address / Contact address

No. _____ Village / Building _____

Moo no. _____ Lane / Alley _____

Road _____ Sub-district _____

District _____ Province _____

Zip code _____ Country _____

Telephone _____ Fax. _____

E-mail _____

Overseas address: (for person not holding Thai nationality, please specify overseas contact address) _____

3. Education

<u>Name of Educational Institution</u>	<u>Degree and Major Subject</u>	<u>Year of Completion</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

4. Participation in related training arranged by the Thai Institute of Directors (IOD)

<u>Course Title</u>	<u>Year of Training Participation</u>
<input type="checkbox"/> Director Certification Program (DCP)	_____
<input type="checkbox"/> Director Accreditation Program (DAP)	_____
<input type="checkbox"/> Audit Committee Program (ACP)	_____
<input type="checkbox"/> The Role of Chairman (RCM)	_____
<input type="checkbox"/> Finance for Non-Finance Director (FN)	_____
<input type="checkbox"/> Other, please specify _____	_____
<input type="checkbox"/> Other, please specify _____	_____

5. Work experience

<u>Workplace / Company</u>	<u>Type of Business</u>	<u>Position</u>	<u>From (year) To (year)</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

6. Holding shares, holding position of director / partner or being authorized person to manage and control any company, limited partnership, ordinary partnership and other juristic persons at present

6.1 Company(s) where the candidate has certain involvement

<u>Workplace / Company</u>	<u>Type of Business</u>	<u>Position</u>	<u>From (year) To (year)</u>	<u>Shareholding percentage</u>
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

6.2 Company(s) where the candidate's spouse or minor children has certain involvement

<u>Workplace / Company</u>	<u>Type of Business</u>	<u>Position</u>	<u>From (year) To (year)</u>	<u>Relationship</u>	<u>Shareholding percentage</u>
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

7. Shareholding in Phatra Leasing Public Company Limited *(inclusive of shareholding by spouse and minor children)*

☐ No ☐ Yes, totaling _____ shares

Name of spouse _____ holding shares totaling _____ shares

Name of minor children

1. _____ Age _____ years
holding shares totaling _____ shares

2. _____ Age _____ years
holding shares totaling _____ shares

3. _____ Age _____ years
holding shares totaling _____ shares

8. Prohibited characteristics

8.1 Being a person whom has been ordered receivership, declared bankrupt, incompetent or quasi-incompetent person by the court ☐ Yes ☐ No

8.2 Being a person whose name is in the list of persons that the Stock Exchange of Thailand deems as unsuitable to hold office at management level in accordance with the regulations of the Stock Exchange of Thailand ☐ Yes ☐ No

8.3 Being a person pending criminal allegation or criminal proceedings by a competent agency according to the law under an offence concerning unfair act in connection with securities trading or future contracts or management with deception, fraud or dishonesty ☐ Yes ☐ No

8.4 Being a person whom is barred from holding office at management level pursuant to an order of a competent agency under foreign law ☐ Yes ☐ No

8.5 Being a person whom has been adjudged by a final judgment as having committed the offence under Clause 8.3 or subject to a fine due to the commission of the offence under Clause 8.3 ☐ Yes ☐ No

9. Evidence for consideration

☐ Copy of identification card or copy of passport (for foreigner)

☐ Copy of house registration

☐ Evidence of educational background or training participation

☐ Shareholding evidence

☐ Letter of recommendation from latest workplace

I hereby certify that the contexts in this form for information of candidates for consideration and election as directors at the Annual General Meeting of Shareholders are accurate and complete, and documents submitted herewith are true in all respects. I hereby give my consent for the Company to disclose such information and/or supporting documents.

Signature _____ Nominated Candidate

(_____)

Date _____