

Criteria for Shareholders to Propose Agenda and Nominate Candidate to be Elected as Director  
for the 2017 Annual General Meeting of Nok Airlines Public Company Limited

1. Objective

In order to enhance the good corporate governance regarding the rights and equitable treatment of shareholders, therefore, Nok Airlines Public Company Limited has given the opportunity to its shareholders to propose matter to be included as an agenda and/or nominate candidate to be elected as Director at the Annual General Meeting of Shareholder 2017 in advance, with reference to the criteria as described below.

2. Criteria

2.1 Qualification of the shareholders

The shareholders who wish to propose the agenda and/or nominate Director shall possess all qualifications as follows:

2.1.1 Being the shareholder of the Company holding minimum shares of 31,250,000 shares (5% of total paid-up share capital) either by one or several shareholders combined; and

2.1.2 Shareholder(s) must have held those shares continuously for at least 12 months by the date the shareholders propose the item on the agenda and/or nominate candidate to be elected as Director.

2.2 The related documents

2.2.1 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) with a signed certified true copy.

2.2.2 Shareholder Identification

1) In case of person shareholder ;

- Must be required to enclose the signed certified copy of Shareholder Identification or passport (for foreigner)
- If a shareholder has changed their title, name, or surname, the copy of evidence of those changes must be enclosed and certified true copy.
- If there are several shareholders collectively proposing the agenda, all shareholders must fill in Form to Propose Agenda to the Annual General Meeting and/or Form to Nominate Director and affix their signatures and enclose the evidences of shareholding and identification of each of them. In this regard, all shareholders shall jointly appoint one of the shareholders as their contact person

with the Company and fill in the contact person name in the Form. Any contact from the Company to such contact person shall be deemed that such is a contact with all shareholders.

- 2) In case of juristic person
  - Must be required to enclose a copy of the company's affidavit and ;
  - A copy of identification card or passport (for foreigner) of the authorized director who signed this form his/her signatures on such evidences.

### 3 Proposal of Agenda

3.1 The Shareholder, fully qualified as in criteria 2.1 hereof, shall fill out the Form to Propose Agenda to the Annual General Meeting and Form to Nominate Director, with other complete supplementary documents as required by the Company, indicating whether it is the matter proposed for information, for approval or for consideration, as the case may be.

3.2 For an efficient meeting, the Company reserves its right not to include the following a proposal as the meeting agenda;

- 1) A Proposal that constitutes regular business operation of the Company and proposer's reference does not sufficiently indicate any cause of irregularity
- 2) A proposal that is beyond the control of the company to successfully perform
- 3) A proposal that the shareholder (s) has already proposed in the Shareholders' Meeting during the past 12 months and received supporting votes of less than 10 percent of the total number of the voting rights, unless the fact pertaining in the resubmission has significantly changed from that of the previous the Shareholders' Meeting.
- 4) A Proposal that is not beneficial to the Company's operation.
- 5) A Proposal that proposed by shareholder who are not qualified, unable to provide complete and correct information and evidence, or not able to propose on the time set forth.
- 6) A Proposal that is in favor of a specific person or group.
- 7) A proposal that relates to a routine matter or is within the management authority of the Board of Directors except those matters having a significant negative impact on the shareholder in general
- 8) A Proposal that conflicts the law, rules and regulations of any government agency, or any regulatory or does not comply with the company's objective, the article of association, the shareholders resolution, and the good corporate governance of the Company.

- 9) A Proposal, as stipulated by laws, for consideration at AGM, which has been pursued regularly by the Company
- 10) A Proposal or supported evidence supplied sufficed by shareholders is untrue of ambiguous.
- 11) A Proposal on matters that the Company has already executed.

#### **4 Nomination of Director**

Qualifications and Prohibitions of the person being nominated as Director

- 4.1 Having the qualifications and none of any prohibited characteristics according to the Public Company Act, Securities and Exchange Act, other relevant acts, and Good Corporate Governance Policy of the Company.
- 4.2 Being knowledgeable, capable, honest, good integrity and carry out the business ethically.
- 4.3 Having sufficient time to devote his (her) knowledge and capabilities for the Company.
- 4.4 Should not serve too many board positions.

#### **5 Period and Channel for submitting proposals**

The Shareholder who possess qualification according to the criteria no.2 must submit the form of Proposing Agenda and Nominating Director to the Board or may submit the proposal unofficially through Company Secretary's email address at nok\_ir@nokair.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 5 February 2017, via registered mail to the following address:

**Investor Relations Department**  
Nok Airlines Public Company Limited  
Rajanakarn Building, 17F/L  
No.3, South Sathorn Road, Yannawa  
Sathorn, Bangkok 10120

#### **6 Consideration Procedures for Proposing an agenda item and a candidate to be nominated as a director**

##### **6.1 Proposal of Agenda**

The Board of Directors will consider the appropriateness of the agenda to be proposed to the shareholders' meeting.

Any proposals, under approval by the Board of Directors, will be included in the Agenda and specify in the invitation as the agenda from the shareholders together with the opinion of the Board of Directors.

For the proposal disapproved by the Board of Directors, the Company will notify the shareholder proposing such agenda of the Board of Directors' resolution and notify the shareholders as the acknowledgement agenda in the Annual General Shareholders' Meeting 2017.

## 6.2 Proposal for the Nomination of Director

The proposals proposed by shareholders shall meet preliminarily scrutiny by the Board of Nomination and Remuneration Committee before further submission to the Board of Directors for consideration. The candidate shall possess qualification and do not have any prohibited characteristics as specified in criteria 4, unless the Board of Directors considers otherwise.

The name of candidates, under approval by the Board of Directors, will be included in the Agenda as shown in the Notice of Invitation to the Meeting and the Company will specify in the invitation as the Director nominated by the shareholders together with the opinion of the Board of Directors.

A proposal that the Board of Directors considers inappropriate to be nominated director, the Company will notify to the shareholders nominating together with the opinion as the acknowledgment of agenda in AGM Meeting.