

**Proposal for Agenda for Director Nomination and for Question  
2017 Annual General Meeting of the Shareholders**

**Objectives**

FN Factory Outlet Public Company Limited (the "Company") with recognition of the right of Shareholders, would like to provide and facilitate all shareholders an opportunity to propose agenda and/or to nominate a person to be considered and elected as the Company's Director and/or to propose questions for the consideration at the AGM 2017 in accordance with the Principles of Good Corporate Governance.

**General Criteria**

**1. Qualifications of the Proposers**

The shareholder eligible to propose the 2017 GM agenda and/or to nominate candidates to be elected as directors must possess the following qualifications:

1.1 Representing one single shareholders several shareholders together holding company shares not less than 0.5 (5,000,000 shares) and not more than 5 percent of the total voting rights of the Company (50,000,000 shares) of the total voting rights of the Company

1.2 The shareholder must have held above - mentioned shares consecutively for at least 1 year prior to the date of proposing agenda and/or nominating candidates to be elected as directors.

**2. Forms and Supporting Documents**

2.1 Proof of identity of shareholder, such as,

Individual shareholder: a certified true and correct photocopy of valid identification card, or passport (in case of a foreigner), government officer identification card, state enterprise employee card or Driver's license.

Juristic entity shareholder: a photocopy of the juristic entity's Affidavit which was issued not later than 3 months and certified true and correct by authorized person(s) of that juristic entity, together with a certified copy of ID card or passport (for a foreigner) of the authorized director(s).

2.2 Proof of share ownership, such as, a copy of statement from a securities company or from Thailand Securities Depository Co., Ltd. or from the Stock Exchange or from custodian, or a certified copy of his/her share certificate.

2.3 Form(s) as follows:

Form A: Proposal of Agenda

Form B: Proposal of Director Nomination

Form C: Question Form

Download Forms A, B and C at [www.fnoutlet.com](http://www.fnoutlet.com)

In case that a group of shareholders jointly submit an agenda proposal, only 1 shareholder is to complete and sign the related form, while the remaining shareholders shall only fill in the information in clause 1 and sign. All documents showing identification shall be submitted in one set.

In case of the Proposal for Director Nomination, the shareholder shall provide following information;

(1) Supporting document i.e. personal profile, education and working experiences of the nominated person;

(2) Letter of consent from the nominated person;

(3) A certificate from the nominated person that he/she is qualified according to related laws and regulations;

(4) Other necessary information of the nominated person, such as, facts, reasons, issues, etc.

### **3. Proposal channel**

The proposed shareholder shall complete and sign the Form(s) (Form A: Proposal of Agenda, or Form B: Proposal of Director Nomination or Form C: Question Form) together with completed supporting document

1. Send to the Company by hand

2. Registered post at the address shown below;

Corporate Secretary (FN Factory Outlet Public Company Limited)

991, FN Building Rama 9 Rd., SuanLuang Sub-district, SuanLuang District, Bangkok 10250

The shareholder shall submit the proposal by using Forms and send electronic mail to the Corporate Secretary at [corporatesecretary@fnoutlet.com](mailto:corporatesecretary@fnoutlet.com).

### **4. Entitlement timeline**

4.1 Submitting Date for Form A: Proposal of Agenda and Form B: Proposal of Director Nomination between 20 December 2016 to 31 January 2017.

4.2 Submitting Date for Form C: Question Form between 20 December 2016 to 15 March 2017.

### **Criteria for Consideration**

#### **1. Criteria for Consideration of the Agenda**

The following proposal will do not be placed on the agenda:

(1) A proposal that is proposed by a non-qualified shareholders mentioned above;

(2) A proposal that is about the normal business process of the Company and related issues raised by shareholder is not considered to be unusual;

(3) A proposal that which violates applicable laws, rules, regulations of government agencies, or regulatory agencies of the Company; or that which is non-compliant with the objectives, Articles of Association, the shareholders' resolution, and the good corporate governance of the Company.

(4) A proposal that which lies under the management authority of the Board, unless it may cause

significant effects on shareholders in general.

(5) A proposal that is beyond the authority of the Company to implement;

(6) 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;

(7) A proposal that is not beneficial to the Company's business operation, or that the Board of Directors, with reason explainable to the shareholders, considers unnecessary to be placed as an agenda.

## **2. Criteria for Consideration of Director Nomination**

The proposal for director candidate should be made according to the following criteria:

(1) Be natural person and become sui juris;

(2) Not necessary a shareholder of the Company;

(3) Not be bankrupt, incompetent or quasi-incompetent;

(4) Have never been imprisoned by final judgment of court for an offense related to property committed with dishonest intent;

(5) Have never been punishment by being dismissed or discharged from government service, government organization, or government agency for dishonesty in performing the duties;

(6) Not being engaged or participated in any other company having the same and/or competing with the Company's business, whether it is for his/her own benefits or others';

(7) Having specific competencies considered necessary, leadership skills, vision, ethics;

(8) Duly qualified in accordance with the Section 89/3 of the Securities and Exchange Law B.E.1992, the Section 68 of the Public Limited Company Act, the Notification of Capital Market Supervisory Board, the Company's Articles of Association and the good corporate governance practice of the Company;

(9) The independent directors shall have the general qualifications and specific competencies, and shall also have qualifications of "Independent Directors" stipulated in the Notification of the Capital Market Supervisory Board.

## **Consideration Procedure**

### **1. Consideration of the Agenda**

After the Company has received proposal from shareholders, the Company shall proceed according to the following procedure:

(1) The Corporate Secretary will collect and review the information initially prior to proposing to the Board of Directors;

(2) The Board of Directors shall consider the necessity and suitability of including the proposal in the agenda. Decision of The Board of Directors is absolute and final;

(3) The proposal approved by the Board of Directors shall be included in the agenda of the Notice of the Shareholders Meeting together with their opinion;

(4) In the event that the Board of Directors refused a proposal for agenda, the Board of Directors shall inform the AGM 2017 during the agenda on matters for acknowledgement.

## **2. Consideration of Director Nomination**

After the Company has received proposal from shareholders, the Company shall proceed according to the following procedure:

(1) The Corporate Secretary will collect and review the information initially prior to proposing to the Nomination and Remuneration Committee. If necessary, she may contact the proposed candidate, and may also check qualifications with the Office of Securities and Exchange Commission and any other person or authority;

(2) The Nomination and Remuneration Committee shall consider the qualification of such nominated person and express its opinions to the Board of Directors 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 Directors shall be deemed the final decision;

(3) The name of the nominated person approved by the Board of Directors shall be included in the agenda regarding the election of the Company's directors, accompanied with the opinion of the Board of Directors;

(4) In the event that the Board of Directors refused a proposal for director candidate, the Board of Directors shall inform the AGM 2017 during the agenda on matters for acknowledgement.

## **3. Consideration of Question**

The Board of Directors will answer the question in the shareholders meeting. The Company reserves the rights to change any procedure, by recognizing the importance about what is the most benefits of the whole shareholders and to consider the questions and/or information which submit by shareholder as the Company deems appropriate.