

Required Documents, Proxy Appointment, Meeting Registration and Voting procedure

All shareholders and proxy holders are requested to kindly bring the notice of the meeting **together with the barcoded registration form**, proxy forms and documents as detailed below and present these documents when registering their attendance at the 2017 AGM of FN Factory Outlet Public Company Limited:

1. Required documents that must be presented before attending the meeting

For Individual

1. Attendance by shareholder in person

A national identity card or an ID documents issued by a governmental authority such as a government official card, a driving license or a passport shall be presented. For shareholders changed their names, the evidence thereof shall also be presented.

2. Attendance by Proxy

2.1 A proxy form (Proxy Form A or Proxy Form B which has been provided together with the notice of the meeting) that is completely and correctly filled in and signed by the proxy grantor and the proxy, and affixed revenue stamp.

2.2 A photocopy of identity document of the proxy grantor issued by a governmental authority as referred to in 1 above and certified as true and correct by the shareholder.

2.3 A photocopy of identity document of the proxy issued by a governmental authority as mentioned in 1 above and certified as true and correct by the proxy.

Juristic Person

1. Attendance by representative of shareholder (director) in person

1.1 The document of the representative of the juristic person issued by a governmental authority as mentioned in 1 (For Individual) above.

1.2 A photocopy of the Affidavit of Incorporation of the shareholder that is certified as true and correct by such authorized representative (director) of the juristic person and imprinted with a seal (if any). Such document must contain statements indicating that the representative of the juristic person who attends the meeting has the power and authority to act on behalf of the juristic person being the shareholder.

2. Attendance by proxy of shareholder

2.1 A proxy form (Proxy Form A or Proxy Form B which has been provided together with the notice of the meeting) that is completely and correctly filled in and signed by the person (director) authorized to act on behalf of the juristic person and imprinted with a seal (if any) as registered in his/her capacity as a proxy grantor. The proxy form must be properly signed by the proxy and affixed with revenue stamp.

2.2 A photocopy of the Affidavit of Incorporation of the shareholder that is certified as true and correct by the person (director) authorized to act on behalf of the juristic person and imprinted with a seal (if any) as registered. Such document must contain statements

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indicating that the representative of the juristic person who signs the proxy form has the power and authority to act on behalf of the juristic person being the shareholder.

- 2.3 A photocopy of identity document which is issued by a governmental authority, as mentioned in 1 (For Individual) above of the juristic person's representative (director) who is a proxy grantor. The document must be certified as true and correct.
 - 2.4 A photocopy of identity document of the proxy which is issued by a governmental authority, as mentioned in 1 (For Individual) above, and certified as true and correct.
3. Proxy assignment by foreign shareholder to appointed custodian in Thailand
- 3.1 Documents and evidence from custodian
 - A. A proxy form (Proxy Form A or Proxy Form B which has been provided together with the notice of the meeting or Proxy Form C which can be downloaded from the Company's website) that is completely and correctly filled in and signed by the person authorized to act on behalf of the custodian as registered in his/her capacity as a proxy grantor. The proxy form must be properly signed by the proxy and affixed with revenue stamp.
 - B. A document confirming that the signer of the proxy form has obtained a license to operate a custodian business. The document must be signed by a person authorized to act on behalf of the custodian and imprinted with a seal (if any) as registered.
 - C. A photocopy of the Affidavit of the custodian that is certified as true and correct by the person authorized to act on behalf of the custodian and imprinted with a seal (if any) as registered. Such document must contain statements indicating that the representative of the juristic person who signs the proxy form has as the proxy grantor has the power and authority to act on behalf of the custodian.
 - D. A photocopy of identity document which is issued by a governmental authority, as mentioned in 1 (For Individual) above, of the person authorized to act on behalf of the custodian and is a proxy grantor. The document must be certified as true and correct.
 - 3.2 Documents and evidence from shareholder
 - A. A power of attorney issued by a shareholder to empower the custodian to sign the proxy form on behalf of the shareholder.
 - B. A photocopy of the Affidavit of the shareholder that is certified as true and correct by the person (director) authorized to act on behalf of the juristic person and imprinted with a seal (if any) as registered. Such document must contain statements indicating that the representative of the juristic person who signs the proxy form has the power and authority to act on behalf of the juristic person being the shareholder.
 - C. A photocopy of document which is issued by a governmental authority of the juristic person's representative (director) who is a proxy grantor as mentioned in 1 (For Individual) above.
The document must be certified as true and correct.
 - 3.3 Documents and evidence of a proxy which are issued by a governmental authority, as mentioned in 1 (For Individual) above, and certified as true and correct. If such documents

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are in foreign languages, the Thai translation thereof must be enclosed and certified as true and correct translations by the shareholder or the juristic person's representative.

4. In case of shareholder who is not Thai national or is juristic person incorporated under foreign laws (excluding the case of appointment of custodian as proxy per No. 3.)

Documents per No. 1. and No. 2. above, as applicable, shall be prepared and presented. If such documents are in foreign languages, the Thai translation thereof must be enclosed and certified as true and correct translations by the shareholder or the juristic person's representative.

2. Proxy Assignment

The Company has prepared 3 proxy forms based on the templates of the Department of Business Development, Ministry of Commerce as detailed below:

Proxy Form A is a general and simple form and has been submitted together with the invitation of the meeting.

Proxy Form B. contains specific and precise details about the proxy assignment and has been submitted together with the invitation of the meeting.

Proxy Form C. is applicable to only foreign shareholders who have appointed custodians in Thailand. The form has been submitted together with the invitation of the meeting and can be accessed and downloaded from www.fnoutlet.com Shareholders who are unable to attend the Company's shareholder meeting in person may appoint their proxy in accordance with the following procedure:

- (1) Shareholders, except for foreign shareholders who have appointed custodian in Thailand, shall use only either Proxy Form A or Proxy Form B. For foreign shareholders who have appointed custodian in Thailand may use the either of Proxy Form A or Proxy Form B or Proxy Form C. Please note that each shareholder can select only one proxy form.
- (2) Each shareholder can appoint a person or an independent director of the Company (please see Attachment) as his/her proxy by specifying the names and information about the proxy and sign the signature as a proxy grantor.
- (3) The Baht 20 revenue stamp must be affixed to the proxy form, and crossed and marked with the date of proxy appointment in order for the proxy form valid and legally binding.
- (4) The proxy form shall be put in an envelope and submitted to the Company by 20 April 2017 or presented by the proxies to the Company upon the meeting registration which must be made at least 1 hour in advance of the meeting commencement to facilitate timely document examination by the Company's officers.

A shareholder who decides to appoint a proxy must assign his/her entire voting entitlement according to the total number of shares he/she owns to the proxy and is not allowed to split the entitlement. Exceptions apply to the case of foreign shareholders having appointed custodian in Thailand as they are allowed to split their voting entitlement.

3. Meeting Registration

The Company will start the meeting registration counter at least 2 hours in advance of the meeting commencement, i.e. from 11.00 hrs. of 28 April 2017 at Auditorium, FN Building, 991, Rama 9 Road, Suan Luang, Bangkok, as shown in the directions to the 2017 AGM venue enclosed herewith.

4. Voting Procedure

1. Vote casting

- (1) Votes shall be casted by way of ballot. One share represents one vote.
- (2) If a proxy grantor does not specify his/her voting decisions in a proxy form or if the voting decisions indicated in the proxy form are unclear, the proxy is entitled to make voting decisions.

2. Voting procedure applicable to each item on the meeting agenda will be announced by the management team to the meeting and is based on the following guideline:

- (1) The meeting shall proceed in accordance with the order of the meeting agenda. The meeting of shareholders shall cast votes on all matters which are proposed for adoption or approval or other purposes, excluding agenda item no. 2 which concerns the Company's operating results and does not require voting because it is a matter for acknowledgment. For the ease of vote casting, after the presentation on each agenda is finished, the chairman of the meeting will ask whether there are any shareholders who wish to cast disapproval votes or abstain from voting. If there are no shareholders express their intention to cast disapproval votes or abstain from voting, it shall be deemed that the meeting unanimously approves the motion and no ballot is thus used.
- (2) Shareholders who wish to cast disapproval votes or abstain from voting shall raise their hand. In such circumstance, the chairman of the meeting will advise the use of barcoded ballots that have been distributed to shareholders before they enter the meeting room.
- (3) Shareholders and proxies who use Proxy Form A shall mark only one of the "approve," "disapprove," or "abstain" checkboxes.
- (4) Proxies who use Proxy Form B and Proxy Form C must cast votes per the instructions given by the shareholders and the votes shall count only votes that are in accordance with the shareholders' instruction.
- (5) Only for agenda 6, Election of Directors, the Company requires that the votes shall be cast by way of ballots only. The votes can be cast either for all the nominated candidates as a whole or for an individual nominee.

3. Resolutions of the meeting of shareholders must comprise the following votes:

- For general matters, the majority of the votes shall be deemed to constitute the meeting's resolutions.
- For other matters which are governed by specific and different requirements under the laws or the Company's Articles of Association, the resolution requirements shall be as prescribed by such requirements. The chairman of the meeting will inform the meeting of such requirements in advance of voting on such matters.

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- (1) If the votes are equally divided, the Chairman shall cast an additional, deciding vote.
- (2) Shareholders and proxies are not allowed to vote on matters in which they have conflicts of interest. The chairman of the meeting may request such shareholders and proxies to temporarily leave the meeting room. Exceptions apply to the vote casting on the election of directors as shareholders may nominate themselves for election without being deemed to have conflicts of interest.

4. Votes shall be counted and announced immediately and the chairman of the meeting shall report the voting results of every agenda item to the meeting.

*** Please return all ballots to the Company's officer upon the meeting adjournment. ***