



**Criteria for proposing in advance a meeting agenda,
a director candidate and a question for
The 2019 Annual General Meeting of the Shareholders**

Objectives

FN Factory Outlet Public Company Limited (the “Company”) is aware of the rights of shareholders under the corporate governance principles. It therefore provides opportunities and facilitates minority shareholders to propose a meeting agenda and/or to propose a director candidate, including a question in advance of the 2018 Annual General Meeting of the Shareholders. Criteria for the proposals is following:

General Criteria

1. Qualifications of a Proposer

A proposer for an agenda for 2019 AGM and/or a director candidate shall be a single shareholder or a group of shareholders with collective shareholding of not less than 5 percent of the total voting rights of the Company, which is equivalent to 50,000,000 shares (Fifty Million shares).

2. Forms and Supporting Documents

2.1 Proof of shareholder identity is following:

Individual shareholder: a certified true and correct photocopy of valid identification card, or passport (in case of a foreigner);

Juristic-person shareholder: certified true and correct photocopies of Affidavit of the juristic-person, together with an ID card or passport (for a foreigner) of the authorized director(s).

2.2 Proof of share ownership includes 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 the share certificate.

2.3 Forms are following:

Form A: Proposal of Agenda

Form B: Proposal of Director Candidate

Form C: Question Form

Download Forms A, B and C at www.fnoutlet.com

In case that a group of shareholders jointly submit a proposal, only 1 shareholder has to complete and sign the 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.

A proposal for director candidate shall include following information;

- (1) Supporting document i.e. personal profile, education and working experiences of the candidate;
- (2) Letter of consent from the candidate;
- (3) Confirmation from the candidate that he/she is qualified according to related laws and regulations;
- (4) Other necessary information of the candidate, such as, facts and reasons, etc.

3. Receiving channel

The shareholder shall complete and sign the Form(s) (Form A: Proposal of Agenda, or Form B: Proposal of Director Candidate or Form C: Question Form) together with completed supporting documents, and send to following channels:

1. Send to the Company by hand
2. Send to the Company by registered post at the address shown below;

Corporate Secretary of FN Factory Outlet Public Company Limited
991, FN Building, Rama 9 Road, Suan Luang Sub-district
Suan Luang District, Bangkok 10250

The shareholder may send email to Company Secretariat team at corporatesecretary@fnoulet.com before submitting the original documents.

4. Submission Period

The Company will receive proposals for meeting agenda, director candidate and questions for the 2019 AGM from 25 October 2018 until 31 December 2018. This is to allow enough time for the Company to proceed further.

5. Procedure and Consideration Criteria

1) Preliminary examination: The Company Secretary will conduct preliminary examination on completion of information for proposals for meeting agenda and director candidate before submitting further to the Board of Directors for consideration. The Board will follow following consideration criteria. In this regard, the Company reserves the right not to consider proposals from an unqualified proposer or proposals with incomplete information or late submission proposals.

2) Consideration of a Proposal for a Meeting Agenda: This shall be in accordance with the Section 89/28 of the Securities and Exchange Act, which prescribe the following:

“Section 89/28. A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the company may submit a written proposal in order to request the board of directors to include such proposal as an agenda of the shareholders’ meeting. The proposal shall indicate whether it is the matter proposed for information, for approval or for consideration, as the case may

be, including details of the proposed matter for the annual ordinary general meeting or extraordinary general meeting, provided that it shall comply with rules as specified by the notification of the Capital Market Supervisory Board.

The board of directors shall include the matter proposed by the shareholders under the first paragraph in the agenda of the upcoming shareholders' meeting. In the following cases, however, the board of directors may refuse to include such proposal in the agenda of the meeting:

- (1) the proposal does not comply with the rules as specified in the first paragraph;
- (2) the proposal is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter;
- (3) the proposal is beyond the company's power to produce the purposed result;
- (4) the proposal was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;
- (5) any other cases as specified in the notification of the Capital Market Supervisory Board.

In cases where the board of directors refuses to include the matter proposed by the shareholders under the first paragraph in the agenda of any shareholders' meeting, it shall be notified as the matter for information in that shareholders' meeting and the board of directors shall specify the reasons for such refusal.

In cases where the shareholders in the meeting under the third paragraph pass a resolution, with a majority vote of the total number of the shareholders present at the meeting and having the right to vote, to include the matter proposed by the shareholders under the first paragraph in the agenda of the meeting, the board of directors shall include such matter in the agenda of the next shareholders' meeting."

3) Consideration of a Proposal for a Director Candidate: This shall be in accordance with the Company's criteria for selection of its independent director, as follows:

- (1) A person who has knowledge, experience, honesty and good governance in business and has enough time to perform the director's duty for the Company;
- (2) A person who is qualified, with no restriction on directorship, in accordance with the Public Companies Act and relevant laws. In addition, he/she shall not have a characteristic what indicates the unqualification for managing a public limited company, in accordance with regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

- (3) Being a director of not more than 5 listed companies, included the Company. In any case, such multi-directorship shall not become an obstacle for performing the director's duty of the Company, in accordance with guideline of the Securities and Exchange Commission and the Stock Exchange of Thailand.
- (4) If he/she enters into a transaction with the Company or its subsidiary, such transaction shall be a normal business transaction of the Company and its subsidiary and in accordance with relevant regulations.
- (5) Duly qualified as an independent director in accordance with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. He/she shall be able to equally protect interest of shareholders without conflict of interest and shall participate the meetings of directors with independent opinion.
- (6) Comply with the Company's board structure and diversity, such as, gender, profession, skill and experience that are beneficial to the Company (Board Skill Matrix).

6. Result after the Consideration

The proposal approved by the Board of Directors shall be included in the agenda of the Notice of the 2019 AGM. The proposal not approved by the Board of Directors shall be informed at the 2019 AGM.

7. Shareholders in the 2019 AGM Passing a Resolution to Add the Meeting Agenda

1. If the Company's Board of Directors refuses a proposal for a meeting agenda, in accordance with clause 5(2) above, the shareholders may pass a resolution to add the meeting agenda, by a majority of the total vote of shareholders who attended and have the right to vote. In such case, the Board of Directors shall include such agenda to the next meeting of shareholders of the Company.

(Reference: Fourth paragraph of Section 89/28 of the Securities and Exchange Act)

2. Or if the shareholders meeting has conducted all agenda in the Notice of such meeting, the shareholders may pass a resolution to have an additional agenda for such meeting, by at least one-third of the total shares of the Company. In such case, the Board of Directors may include such agenda at this AGM.

(Reference: Section 105 of the Public Companies Act)