



(Translation)

## Bangkok Airways Public Company Limited

### Criteria for Shareholders to Propose Agenda for Annual General Meeting Year 2018

#### Objective

Bangkok Airways Public Company Limited (the "Company") realizes the importance of shareholders and the practice of good corporate governance, with the objective for shareholder to receive the equitable treatment. The Company therefore gives the opportunity to shareholders to participate in proposing any issue which is important and appropriate to incorporate as the agenda of the Company's Annual General Meeting year 2018 (AGM), and to propose a knowledgeable, qualified and suitable candidate to be considered as the Company's director. The Board of Directors will then consider and prepare to incorporate such proposed issue as an agenda of the AGM 2018.

#### Criteria and Guidelines in Proposing AGM 2018 Agenda

##### 1. Qualification of Shareholders wishing to propose an AGM agenda; details are as follows.

- 1.1 Be the Company's shareholders, one shareholder or a group of shareholders.
- 1.2 The shareholders holding company shares, **collectively not less than 10,500,000 shares or 0.5%** of the Company's issued and paid-up capital
- 1.3 The shareholders holding company shares continuously as specified in 1.2 at least 12 months to the date the shareholder proposes the agenda or director nominee.

##### 2. Conditions in Proposing Annual General Meeting Agenda

- 2.1 The shareholders have to submit the proposing AGM agenda in hand writing and signed by the shareholder, by using the form available on the Company's website. If it is a group of shareholders who want to propose an agenda, every shareholder has to fill out and sign the form and send it together in one set.
- 2.2 The shareholders proposing an AGM agenda have to identify their name, last name, address, contact number, and the number of shares held as at the proposed date; then complete all other required details.

##### 3. Process for proposing an agenda

###### 3.1 General Agenda

Indicate the heading of the agenda together with details and reasons.

###### 3.2 Agenda for proposing a candidate to be considered for the position of the Company's Director

1. Indicate details of the candidate as required in the form (available on the Company's website)
2. The candidate must have all required qualifications and does not have any forbidding qualifications as per rules and regulations stipulated by Public Company Act, the Securities and Exchange Act, announcement of the Securities and Exchange Commission of Thailand and the Company's Articles of Association.

##### 4. Period of proposing agenda

From December 22, 2017 - February 6, 2018 (45 days)



## 5. The documents required for proposing the AGM 2018 agenda

5.1 Shareholders have to submit the original AGM proposal form signed by shareholders and all required documents for consideration:

- Evidence of shareholding of each shareholder jointly proposing the agenda, such as certification letter of number of shares held by each shareholder which are issued by securities companies, or documents issued by the Thailand Security Depository Co., Ltd., or the Stock Exchange of Thailand or custodian showing number of shares held, or copy of share certificate, certified true copies by such shareholders.
- The following documents of each shareholders jointly proposing the agenda:
  - a) **Individuals:** Copy of valid identification card / passport (in case of non-residents), certified true copy.
  - b) **Juristic persons:** Copy of the Company's affidavit issued within one month by Department of Business Development, Ministry of Commerce or other related agencies, and copies of valid identification card or passport (in case of nonresidents) of authorized signatories, certified true copies by such authorized signatories.
- A consent letter from such candidate and relevant documents including evidence of education, training, work experience, and number of company's shareholding certificate.

5.2 The shareholders have to submit all the required documents specified in item 5.1 above by registered mail **within 6<sup>th</sup> February 2018** to the following address:

Company Secretary  
Bangkok Airways Public Company Limited  
19<sup>th</sup> Floor, No. 99 Mu 14, Vibhavadi Rangsit Road,  
Chom Phon, Chatuchak Bangkok 10900

## 6. Consideration of the incorporation of the proposed agenda as an AGM agenda

6.1 General Agenda: The company secretary will gather all the proposing agenda from the shareholders and forward the matter to the Board of Directors for consideration.

6.2 For agenda proposing a candidate for the position of Company's director, the nomination and remuneration committee will consider the qualification of the candidate before forwarding the matter to the Board of Directors.

The company will inform the resolution of the Board of Directors. If the Board of Directors approves the proposal or a candidate for the position of Company's director, the company will include such proposal as an AGM 2018 agenda.

The decision of the Board of Directors on such matter is deemed final. The Company reserves the right to consider the proposals which are complete with comprehensive supporting documents, and are in accordance with the above criteria. The proposed issues must be beneficial to the Company and overall shareholders and in accordance with related rules and regulations.

Enclosed;        - The Agenda proposing form  
                      - Consent Form