

**Criteria for Shareholders to Propose an Agenda and Director Nominee in Advance for
the 2018 Annual General Meeting of Shareholders
Airports of Thailand Public Company Limited**

1. Objective

Airports of Thailand Public Company Limited (AOT) has established clear and transparent criteria for shareholders to propose AGM agenda and director nominee in advance according to good corporate governance principles with the purpose of assuring equitable treatment to all shareholders and ensuring that the agenda will be truly beneficial to the Company and the qualified director nominee will be selected.

2. Definition

“Company” refers to Airports of Thailand Public Company Limited

“Board” refers to Board of Directors of Airports of Thailand Public Company Limited

“Director” refers to Director of Airports of Thailand Public Company Limited

“Agenda” refers to Agenda of the 2018 Annual General Meeting of Shareholders of Airports of Thailand Public Company Limited

3. Qualification of Shareholders

The shareholders who wish to propose an agenda and/or director nominee must possess the following qualification:

3.1 Being the Company’s shareholders by the date the shareholders propose the agenda and/or director nominee;

3.2 Holding minimum shares of 100,000 shares, being either one shareholder or combined shareholders.

4. Proposal of Agenda

The Board will consider the agenda proposed by the shareholders which must not possess the following matters:

(1) Matter that is defined in clause 89/28 of the Securities and Exchange Act B.E. 2535 (1992);

(2) Matter that violates the applicable laws, rules, regulations of government agencies or regulatory agencies, or is not in compliance with the Company’s objectives, Articles of Association, resolutions of shareholders’ meeting, and good corporate governance;

- (3) Matter that is beneficial to specific person or group;
- (4) Matter lying under management authority of the Board unless it causes significant effects on shareholders in general;
- (5) Matter that the Company has already implemented;
- (6) Matter of which the information provided by the shareholders is incomplete or incorrect or not in compliance with the criteria set by the Company, or the shareholders cannot be reached;
- (7) Matter that is proposed by the unqualified shareholders as specified in Section 3;
- (8) Matter that the Board deems unnecessary to be included in the agenda.

5. Proposal of Director Nominee

The Board will consider the director nominee who must possess the following qualifications:

- (1) Being not over 65 years old;
- (2) Being fully qualified and not being prohibited according to the Standard Qualifications for State Enterprise Board Members and Staff Act, Public Company Act, Securities and Exchange Act, Principles of Good Corporate Governance for Listed Company and AOT Articles of Association;
- (3) Having knowledge, skills and experiences that benefit the Company's business lines such as in aviation, law, accounting and finance; or being qualified in other areas that are beneficial to the Company's business. Being able to regularly attend the Directors' meeting, study meeting agendas in advance and productively participate in the meeting in a straightforward manner. Having superb professional references and ethical behavior and being accepted by the society;
- (4) Not serving more than 3 board positions in state enterprises and/or juristic persons with shares owned by state enterprises;
- (5) Not serving more than 3 board positions in companies listed on the Stock Exchange of Thailand (SET).

However, the director nominee shall not serve more than 5 board positions as in (4) and (5) altogether.

6. Procedures / Consideration Methods

6.1 Proposal of Agenda

- (1) Must be proposed by the shareholders who possess full qualifications as specified in Section 3;
- (2) Must submit “Form of Agenda Proposal for the 2018 Annual General Meeting of Shareholders” (Form A) together with other supporting documents;
- (3) Initially, the Corporate Secretary will gather/review the proposals as in accordance with the criteria and proceed according to the procedures before proposing to the Board and the shareholders’ meeting for consideration, respectively;
- (4) The proposals approved by the Board along with its opinion will be included in the agenda of the AGM notice. For the proposals disapproved by the Board, the Company will inform the shareholders of the reasons for the Board’s refusal afterwards.

6.2 Nomination of Director

- (1) Must be proposed by the shareholders who possess full qualifications as specified in Section 3;
- (2) Must submit “Form of Director Nominee for the 2018 Annual General Meeting of Shareholders” (Form B) and “Resume of Director Nominee” (Form C) together with the required supporting documents as follows;
 - The evidence of ownership of shares held, i.e. certificates of shares held issued by a registered securities company or other certificated documents issued by the Thailand Securities Depository Company Limited or SET;
 - The nominee’s written consent to the nomination;
 - The nominee’s qualification documents, i.e. education and work experience and any supporting documents which will be beneficial to the Board’s consideration (if any);
- (3) The Corporate Secretary will initially gather/review the correctness and completeness of information and qualifications of director nominees and proceed according to the procedures before proposing to the Nomination Committee, the Board and the shareholders’ meeting for consideration, respectively;
- (4) The Board will propose a list of persons approved by the Nomination Committee to the State Enterprise Policy Commission (SEPC) for further consideration as in accordance with

the Regulations of the Office of the Prime Minister on State Enterprise Policy and Governance Determination No.12;

(5) The director nominees approved by the Board and SEPC will be included in the agenda along with the Board and SEPC's opinion (if any);

(6) For the director nominees disapproved by the Board and/or SEPC, AOT will inform the shareholders of the reasons of the Board's refusal right after the Board meeting or on the following working day through the SET's channel and Company's website, and inform the shareholders over again in the shareholders' meeting.

7. Channels for submitting proposals

Submit the originals of Form A, Form B, and Form C together with supporting documents as required by the Company to the Company **by 31 August 2018** in order to allow adequate consideration period for the Board by sending to the following address:

Corporate Secretary
Corporate Social Responsibility and Corporate Governance Department
Airports of Thailand Public Company Limited
P.O. Box 3 Don Mueang Post Office, Bangkok 10211

However, the shareholders can firstly submit the forms to the Company unofficially via facsimile number 0 2535 5540 or email at goodgovernance@airportthai.co.th.

For further information, please contact Compliance Division, Corporate Social Responsibility and Corporate Governance Department via telephone number 0 2535 5657, 0 2535 5538, and 0 2535 5539.