

**Guidelines in Proposing Agendas and Nominating Persons as Directors
in the Annual General Meeting of Shareholders 2020
Group Lease Public Company Limited**

No 1. Objectives

Group Lease Public Company Limited (“The Company”) realizes the importance of the shareholders and in order to comply to the good corporate governance, before each Annual General Meeting of Shareholders (AGM) every year, the shareholders are provided the opportunity to propose useful matters and nominate suitable persons to be elected as Directors and submitted to the Company in advance so that the Board of Directors is able to review those proposed agendas and nominated persons to be included as agendas in the AGM for the utmost benefit of the Company and all the stakeholders as well as to be able to substantially comply to the best corporate governance practice.

No. 2 Qualifications of the Shareholders

Shareholders who want to propose agendas or nominate persons as directors shall possess following qualifications:

2.1 Being the Company’s shareholder holding not less than 0.05 percent of the Company’s total shares with voting rights. The shareholders can be either individual person or collective person.

2.2 All the shareholders, individually or collectively, must hold the abovementioned ratio of share for a continuous period of at least one year and still holding the shares on the date that the agenda or the nomination being proposed.

No. 3 Agenda Proposing

3.1 The shareholders who have the qualifications in No. 2 above are able to propose matters to be included as agendas in the AGM by filling in the “AGM Agenda Proposing Form” (Form A) and sign their names with the evidence of shareholding attached according to the qualifications in No. 2 above e.g. the original copy of certificate of shareholding from securities broker company or any other documents from the SET and other additional documents which might be useful for the Board of Directors’ consideration (if any) and submit them to the Company at the following address within 31 December 2019 so that the Board of Directors shall have sufficient time to consider :

The Company Secretary
Group Lease Public Company Limited
No. 63 Soi 1 Thetsabannimitai Road
Khwaeng Ladyao, Khet Chatuchak
Bangkok 10900

In the case of collective shareholders who can fulfill the qualifications specified in No. 2 propose the agendas to the Board of Directors, each individual shareholder has to fill in and sign the Form A and attach their shareholding evidence in which the total collective number of shares should not be less than the number set forth in No. 2.1 and gather them into one set. In such case, the name of 1 designated person from such collective shareholders should be declared in the Form as a contact person. As such, when the Company contacts with the designated person, this shall mean contacting with all of the shareholders in the same group.

In case of 1 shareholder or collective shareholders with the complete qualification set forth in No. 2 want to propose more than 1 agenda, each shareholder needs to prepare 1 form per 1 agenda and sign their name(s) as evidence then gather into one set.

3.2 For more efficiency, the Company reserves the right not to include the following matters as agenda of the Meeting :

(1) The matters which are not in compliance with the laws, notifications, rules and regulations of governmental agency or other regulators of the Company or other related regulations or not complied with the Article of Association, the shareholders' resolutions or good corporate governance practice of the Company.

(2) The matters which required by law to acquire the resolution from the shareholders' meeting and which the Company has already set up as agenda.

(3) The matters by which legally are not the duty and responsibility of the Annual General Meeting of Shareholders.

(4) The matters which are beyond the scope of the objectives or duties and authority of the Company to take action.

(5) The matters which the shareholders' meeting used to consider within the past 12 months and had acquired less than 10% supportive votes from the total shares with voting right of which such matters still contain no significant change.

(6) The matters which proposed with no supportive or incomplete or inadequate evidences or having the wordings that are deviated from the truth, ambiguous and not able to contact the proposer for correction or were proposed not in time for the submission deadline.

(7) The matters that are normal business or within the authority of the Company's management to handle except for those matters which might cause significant damage to the shareholders as a whole.

(8) The matters which are not useful to the Company's operation.

(9) The matters which will provide advantage to only a specific individual person or group.

3.3 The Company's Audit Committee shall consider and review the proposed agenda matters before proposing to be considered in the Board of Directors' meeting. Only the matters which are agreed upon or approved by the Board of Directors shall be adopted as agendas in the invitation letter for AGM. The Board of Directors' considerations and resolutions shall be deemed as final.

No. 4 Nomination of Directors

4.1 The shareholders who possess full qualifications specified in No. 2 of this guideline is eligible to nominate a person to be elected as director by completing the "Nomination of Directors Form" (Form B) and have the nominated person filling in and signing in the Letter of Consent Form. Such form should be attached by the proposer's shareholding evidence according to the guideline No. 2, i.e. original copy of certification letter from the securities broker company or other documents issued by the SET as well as the signed "Letter of Consent Form" from the nominated person together with his/her copy of ID card /Passport (for foreigner) and other supportive documents such as Curriculum Vitae specifying personal data, educational and working experiences backgrounds and any other supportive documents (if any) which shall be useful for the Board of Directors' consideration. All documents shall be submitted to the Company within 31 December 2019 at the following address:

The Company Secretary
Group Lease Public Company Limited
No. 63 Soi 1 Thetsabannimitai Road
Khwaeng Ladyao, Khet Chatuchak
Bangkok 10900

In the case of collective shareholders who possess the qualifications specified in No. 2 nominate a person to the Board of Directors, each individual shareholder has to fill in the "Nomination of Directors Form" (Form B) sign and present their shareholding evidence in which the collective number of shares should not be less than the number set forth in No. 2.1 and gather them into one set. In such case, the name of 1 designated person from such collective shareholders should be declared in the form as a contact person. As such, when the Company contacts with the designated person, this shall mean contacting with all of the shareholders who are in the same group.

In case of 1 shareholder or collective shareholders with the complete qualification set forth in No. 2 want to nominate more than 1 person, such shareholder needs to prepare 1 "Nomination of Directors Form" (Form B) per 1 nominated person and sign their name(s) on the form(s) and submit them together with each nominated person's signed "Letter of Consent Form" and other supporting documents mentioned in No. 4.1 first paragraph for the Board of Directors' consideration.

4.2 The nominated persons should possess the qualifications and do not possess any prohibited characteristic as follows:

(1) Possess the qualifications and does not possess prohibited characteristics specified by Public Company Limited Act, Securities and Exchange Act B.E 2535, Notification of Securities & Exchange Commission as well as the good corporate practice of the Company.

(2) Possess the knowledge, ability, independence and experiences that are highly beneficial to the Company's business.

(3) Must not have any conflict of interest with the Company:

(3.1) Operate or being a partner in a partnership company or being an unlimited partner in a limited partnership company or being a director of a private company or other public company which has the business of the same characteristic and competing with the Company's business.

(3.2) Not being a party or being involved in the benefit alike or being a partner in a partnership company or being an unlimited partner in a limited partnership company or being director of a private or other public company that operates the business of the abovementioned characteristic.

(3.3) Or any other conflicts according to the Public Company Limited Act, Securities & Exchange Act B.E 2535 and / or others prescribed by law.

(4) Being able to contribute sufficient time to the Company for attending both official and unofficial Meetings and to be able to carry out other duties fully as assigned by the Board of Directors.

4.3 The nominated persons shall be considered by the Company's Independent Directors together with the related documents which are complete, correct and sufficient according to the set guideline and proposed to the Board of Directors for further considerations. The Board of Directors' resolution shall be deemed as final.

No. 5 Announcement of Proposing Result

The Company will disclose the Board of Directors' resolution to the shareholders regarding the result of consideration whether to include or exclude the proposed matters or the nomination of director candidate together with the reason in the announcement of AGM agendas at the disclosure of the Board resolution regarding the convening of AGM through the SET's channel which will be posted on the Company's website no later than March of each year. Only those agendas that are approved by the Board of Directors or the nominated person who is approved by the Board of Directors shall be included as agenda in the invitation to AGM and it will also be specified as the agendas proposed by or the persons nominated from the shareholder.

AGM Agenda Proposing Form

Date

(1) I, Mr./Mrs./MissID Card / Passport No..... being the shareholder of Group Lease Public Company Limited holding shares, residing at Mobile phone No..... Home/Office Tel: E-mail (if any).....

(2) I would like to propose an agenda to be considered in the AGM yr.....
Subject

(3) Proposed to consider (specify detail).....

With supportive information which is useful for consideration (such as facts or reasons, etc.)
.....
.....

Together with related documents which were signed in verification on every page total..... pages

(4) I, hereby, appoint Mr./Mrs./Miss ID Card / Passport No..... to be the contact person in accordance with guideline No. 3.1 paragraph 2

I certify that the information given in this AGM Agenda Proposing Form as well as the shareholding evidence and other supportive documents were true and correct and signed as evidence as follows

..... Shareholder
(.....)

Remark (Form A)

1. Please attach copy of ID card/passport (for foreigner) and original copy of shareholding evidence, namely, certificate from securities broker company or other evidence from the SET and in case the shareholder is a juristic person, a copy of the juristic person's affidavit and Identification card/passport (for foreigner) of the authorized directors with certified true copy should be attached. Moreover, the contact person of the juristic person assigned should be the authorized director of such entity.

2. In case that the proposer is a collective shareholder, each shareholder has to complete the AGM Agenda Proposing Form with signature, attach the supportive documents in No. 1 and gather into one set.

3. In case a shareholder or a collective shareholder wants to propose more than 1 agenda, they have to prepare 1 AGM Agenda Proposing Form per 1 proposed agenda and gather into one set.

4. In case that there is a change of the shareholder's name or surname, the copy of such changing should be attached with certified true copy as evidence.

5. The AGM Agenda Proposing Form and related documents should be submitted to the Company within 31 December 2019 in order to be considered by the Board of Directors according to the set guideline and propose in the AGM.

6. The Company reserves the right to reject those shareholders' proposal who submit inadequate or incorrect information or who cannot be contacted or disqualified or the forms and related documents are submitted to the Company later than the set deadline. The Board of Directors' resolution shall be deemed as final.

Nomination of Directors Form

Date

(1) I, Mr./Mrs./Miss.....ID Card / Passport No..... being the shareholder of Group Lease Public Company Limited holding shares, residing at Mobile phone No..... Home/Office Tel: E-mail (if any).....

(2) I would like to nominate Mr./Mrs./Miss ID Card / Passport No..... age years who possesses full qualifications and does not have any prohibited characteristic according to No. 4.2 of the guideline to be the Company's Director and attached herewith are the "Letter of Consent Form" of the nominated person with signature together with copy of ID card/passport and other supportive documents such as Curriculum Vitae specifying personal data, educational and working experiences backgrounds and any other supportive documents (if any) which shall be useful for the Board of Directors' consideration with certified true copies on every page, total pages

(3) I, hereby, appoint Mr./Mrs./Miss to be the contact person in accordance with guideline No. 4.1 paragraph 2.

I, hereby, certify that the information specified in the Nomination of Directors Form including the original copy of shareholding evidence, consent evidence as well as all the other supportive documents attached herewith are true and correct and signed as evidence as follows.

..... Shareholder
(.....)

Letter of Consent

Date

(4) I, Mr./ Mrs./ Miss ID card/passport No.
who was nominated to be the Director stipulated in (2) hereby, give my consent and certify that I possess the full qualifications and not possess any prohibited characteristic according to guideline No. 4.2 and agree to comply with the good corporate governance practice of the Company.

I also attached herewith my duplicate copy of ID card / passport (in case of foreigner), and other supportive documents such as Curriculum Vitae specifying personal data, educational and working experience backgrounds and any other supportive documents (if any) which shall be useful for the Board of Directors' consideration with certified true copies on every page.

I, hereby, sign in consent as follows.

..... Nominated person
(.....)

Remark (Form B)

1. Please attach duplicate copy of ID card/passport (for foreigner) and original copy of shareholding evidence, namely, certificate from securities broker company or other evidence from the SET and in case the shareholder is a juristic person, a duplicate copy of the Company's affidavit and Identification card/ passport (for foreigner) of the authorized directors who sign in the Nomination of Directors Form with certified true copy on every page should be attached. Moreover, the contact person of the juristic person assigned should be the authorized director of such entity.

2. In case that the proposer is a collective shareholder, each shareholder has to complete the Nomination of Directors Form with signature and has the nominated person fill in the "Letter of Consent Form" signed and submitted together with the related document with certified true copies then gather into one set.

3. In case a shareholder or a collective shareholder wants to nominate more than 1 person, they have to prepare 1 Nomination of Director Form per 1 nominating person and gather into one set.

4. In case that there is a change of the shareholder's or surname, the evidence copy of such changing should be attached with certified true copy.

5. The Nomination of Directors Form and all related documents should be submitted to the Company within 31 December 2019 in order to be considered by the Board of Directors according to the set guideline and propose in the AGM.

6. The Company reserves the right to reject those shareholders' proposal that submit inadequate or incorrect information or who cannot be contacted or disqualified or the nominated person does not possess the qualifications or possesses the prohibited characteristics specified in No. 4.2 or the forms and related documents that are submitted to the Company later than the set deadline. The Board of Directors' resolution shall be deemed as final.