

Proposal of AGM agendas and directors nomination in advance of year 2016

1. Objective

Goodyear (Thailand) Public Company Limited (Goodyear) has set up the clarity and transparency criteria for shareholders to propose AGM agenda and director nominee in advance to follow the conformity of the Good Corporate Governance with the purpose of assuring the equitable and fairness treatment of all shareholders and ensuring that the agenda will be carefully selected and truly beneficial to the company and that the director nominee has suitable qualification.

2. Definition

“Company” means Goodyear (Thailand) Public Company Limited

“Agenda” means Agendas of year 2016 Annual General Shareholder’s meeting of Goodyear

“Board” means Board of Directors of Goodyear

“Director” means Director of Goodyear

3. The qualification of shareholder

(1) Being the shareholder of the Company at the date proposing Agenda or Director nominee either for one shareholder or combined shareholders.

(2) Holding minimum shares of not less than 5% of total ordinary shares which is not less than 370,000 shares

4. Proposal of the Agenda

4.1 Method for proposal

(1) Must be proposed by the shareholder possess qualification according to Topic No.3 of the criteria.

(2) Must fill in “The Proposed Agenda to the 2016 Annual General Shareholders’ Meeting Form (Form A)” and submit the original Form A together with other supporting document as required by Company to the Company’s address below within February 10, 2016 in order to allow the Board for adequate consideration. However, the shareholder can submit Form A to the Company unofficially via facsimile number 0-2902-2510 or through email at gyth_cosc@goodyear.com before submitting the original form.

(3) In case shareholders have unified to propose the agenda, each shareholder must fill in Form A and sign their name as evidence separately. Then the form should be gathered and submit into one set.

4.2 Method of consideration

(1) The Board will consider the agenda proposed by the shareholder which must not possess the following matters;

(1.1) Matters proposed by the shareholder who fill in incomplete or none or incorrect information or insufficient of supporting information or is unable to contact or do not follow the articles of association of the Company

(1.2) Matters that defined in section 89/28 of the securities and exchange act B.E. 1992¹, or violate the laws, rules, regulations of government agencies and other governing agencies or that are not complied with the objective, the Articles of Association, the Shareholders' resolution and the Good Corporate Governance and Business Ethics of the Company

(1.3) Matters that the Company has already implemented

In this regards, the Board's decision is final.

(2) The approved proposal will be included in the Agenda.

(3) For the proposal disapproved by the Board, the Company shall inform the shareholder with the reason of the Board's refusal through the Agenda for acknowledgement.

5. Proposal of Director Nomination

5.1 Method of proposal

(1) Must proposed by the shareholder possess qualification according to Topic No.3 of the criteria.

(2) Must fill in "The proposed Director nominee Form (Form B)" and the resume of director nominee form (Form C) submit the original Form B and Form C together with other supporting document as required by Company to the Company's address below within February 10, 2016 in order to allow the Board for adequate consideration. However, the shareholder can submit such forms to the Company unofficially via facsimile number 0-2902-2510 or through email at gyth_cosc@goodyear.com before submitting the original

form.

(3) In case shareholders have unified to propose the nomination director, each shareholder must fill in Form B and sign their name as evidence separately. Then the form should be gathered and submit into one set.

5.2 Method of consideration

(1) The Board will consider the director nominee who must not possess the following qualification.

(1.1) Having the qualification according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance and Business conduct of the Company.

(1.2) Having knowledge and skill in the areas significantly beneficial to the Company.

(1.3) Should not serve more than 5 board positions in listed companies.

In this regards, the Board's decision is final.

(2) The director nominee approved by the Board along with the Board's opinion will be included in the agenda.

(3) For the director nominee disapproved by the Board, the Company shall inform the shareholder with the reason of the Board's refusal through the Agenda for acknowledgement.

1 (1) the proposal does not comply with the rules as specified in the first paragraph of clause 89/28;

(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.