Invitation to attend the Annual General Meeting of Shareholders for the year 2020 IRPC Public Company Limited

Friday, July 3, 2020 at 9.30 am

at 6th floor Meeting Rooms of Building B and Meeting Rooms of Building C, Energy Complex, located at 555/2-3, Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok 10900.

Registration starts 07.30 a.m.

Please bring the Notice Meeting with barcode to the meeting

No Gift, Foods and Beverages Provided
at the Annual General Meeting of Shareholders for the Year 2020

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บริษัท ไออาร์พีซี จำกัด (มหาชน)
IRPC Public Company Limited

No. Pres 104/2020

June 4, 2020

Subject: Invitation to 2020 Annual General Meeting of Shareholders (AGM)

Attention: Shareholders of IRPC Public Company Limited

Enclosures:
1. Evidences required for shareholders or proxies to attend the meeting
2. Map showing the meeting venue
3. Personal profile of nominated directorial candidates
4. Definition of the Company's independent directors
5. Information of the independent directors for proxy-granting
6. Company's articles of association (relevant to shareholders' meeting)
7. Proxy forms (Form A, Form B, and Form C) for proxy-granting

Notes: The Company sent documents to the shareholders by mail as follows:

1) 2020 AGM registration form with barcode for registration. (Please fill in the form and bring for registration at the meeting), together with the invitation letter (abridged version) [Shareholders can download the invitation letter (full version) and meeting documents via QR Code]
2) Proxy form (Form B)
3) Precautionary measures and guidelines for attending Annual General Meeting of Shareholders under the circumstance of COVID-19
4) Business reply envelope (no postage necessary if mailed in the country)

The Board of Directors of IRPC Public Company Limited ("the Company") resolved at the meeting No.5/2020 on May 15, 2020 to convene the 2020 Annual General Meeting of Shareholders on Friday July 3, 2020 at 09.30 am, at 6th floor Meeting Rooms of Building B and Meeting Rooms of Building C, Energy Complex, located at 555/2-3, Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok 10900. (Map for the meeting venue is Enclosure 2)

The meeting's agenda are as follows:

Item 1 To acknowledge the Company's 2019 operating results and approve the Company's 2019 financial statements

(Voting requirements: majority voting of shareholders who are present at the meeting and cast their votes)

The 2019 Company's financial statements were audited by Deloitte Touche Tohmatsu Jaiyos Audit Company Limited and reviewed by the Audit Committee.

(Details were shown in the annual report (including financial report), which can be downloaded via QR code on the registration form with barcode for registration – Note 1)

Financial status	2019 (million baht)
Current asset	43,647
Total asset	177,850
Current liability	45,707
Total liability	94,448
Shareholder's equity	83,402
Registered capital	20,475
Paid-up capital	20,434

Operating results	2019 (million baht)
Sales revenue	239,315
Net sales revenue*	216,577
EBITDA	5,940
Net profit	(1,174)

Remark: *Net sales revenue excluding excise tax and other fees of product tank service, port services and other services.

The Board's opinions:

After due consideration, the Board deemed it appropriate to propose to AGM to acknowledge the Company's 2019 operating results and to approve the Company's 2019 financial statements audited by the auditor and reviewed by the audit committee.

Item 2 To acknowledge interim dividend payment of the Company's 2019 operating results

(No voting is required)

Since the Company's dividend payment policy was approved by the Extraordinary General Meeting of Shareholders No.1/2007 on January 19, 2007, the dividend shall be paid at least 25 percent of the net profits of the relevant year, after deduction of all categories of reserves as specified in the Company's Articles of Association and the applicable laws. Payment is subject to the investment plans, necessity and other suitability, as the Board of Directors deems appropriate and the payment of dividends shall be approved by the shareholders. However, the Board of Directors may pay interim dividends to the shareholders, and after the dividends have been paid, such dividend payment has to be reported to the shareholders at the next shareholders' meeting.

The Board of Directors, at the meeting no.2/2020 on February 12, 2020, considered about dividend payment that, in the year 2019, the Company had a net loss of 1,174 million Baht, mainly due to the sharp price decrease in petroleum and petrochemical products. This results from the impacts of impending US-China trade war on the manufacturing sector and considerable decrease in product demands since the end of 2019; meanwhile, all companies in the same industry sector have been facing direct and indirect impacts. Moreover, the Labor Protection Act (No.7) B.E. 2562 (2019), effective on 5 May 2019, which was amended to provide better protection for employees, especially the severance

pay, has also increased the Company's expense record. However, the company has adjusted the strategies and business plans to cope with the situations.

The board had considered the financial statements and taking into account all stakeholders that "the Company has sufficient cash flow and unappropriated retained earnings; therefore, to maintain a consistent level of return to shareholders by comparing the dividend yield of other companies in the same section, it is appropriate to propose to the AGM 2020 (on April 7, 2020) to consider and approve the annual dividend payment at the rate of 0.10 baht per share, totaling approximately 2,043 million baht by specifying the date of February 27, 2020 as the record date for shareholders' rights for receiving the dividends and the dividends will be payable on April 24, 2020".

Later, the epidemic of COVID-19 became more severe, in addition, the government has issued the Emergency Decree on March 26, 2020 as well as the Bangkok Metropolitan Administration (BMA) has announced the Order of Temporary Closure of Premises (No.4), effective on March 28, 2020. The Board of directors, at the special meeting on March 25, 2020 considered that for the health of shareholders and for supporting COVID-19 prevention measures, the resolutions has been approved as follows:

1. Postponed the date of the 2020 Annual General Meeting of Shareholders, as it was scheduled on April 7, 2020 until the outbreak of the COVID-19 ended or resolved.
2. Approved the Interim dividend payment of the Company's 2019 operating results. The dividend will be paid from the unappropriated retained earnings as of December 31, 2019 at the rate of 0.10 Baht per share, amounting to approximately 2,043 million Baht, as classified into 3 parts:
    - 2.1 The amount of 0.06 Baht per share is paid from tax exemption's retained earnings according to Board of Investment (BOI)'s privilege; therefore, individual shareholders are not subject to withholding tax and are not entitled to tax credit for this portion.
    - 2.2 The amount of 0.02 Baht per share is paid from the retained earning with 20% corporate income tax. Therefore, individual shareholders are subject to 10%withholding tax. This portion of dividend can be credited at 20/80.
    - 2.3 The amount of 0.02 Baht per share is paid from the retained earnings, which was not subject to corporate income tax. Therefore, individual shareholders are subject to 10% withholding tax and are not entitled to tax credit for this portion.

The said interim dividend payment was paid to shareholders as listed on the date of list of entitle rightful shareholders to receive dividends on Thursday, February 27, 2020 (Record date for XD) under section 225 of the Securities and Exchange Act B.E. 2535. This is the original date as previously informed to shareholders. The interim dividends were paid on Friday 24 April 2020

The Board of Directors approved such interim dividend, which is equivalent to the rate intended to propose for approval at the AGM, in order to mitigate impact from the postponement of the meeting and in line with the guidelines under the Securities and Exchange Commission's Letter no. GorLorTor.JorTor-1 (Wor) 9/2563. Re: Arrangement of Annual General Meeting of Shareholders by Listed Companies during the Coronavirus Disease (COVID-19) Epidemic, dated 6 March 2020.

The interim dividend of 2019 was in accordance with the Company's dividend payment policy and Articles of Association. The table below shows comparison of the dividend payment in 2018 and 2019.

Dividend payment consideration	2018	2019 (Interim Dividend)
Net profits (million baht)	7,735	(1,174)
Numbers of shares (million shares)	20,434	20,434
Legal reserve* (million baht)	-	-
Dividend payment per share (baht per share)	0.19	0.10
Dividend payment (million baht)	3,883	2,043
Dividend payment ratio / net profits (percentage)	50	N/A

Remark:

* The Company completely set up the legal reserve at 10 percent of the registered capital in 2007.

The Board's opinions: After due consideration, the Board found it appropriate to propose to AGM to acknowledge the interim dividend payment of operating results of year 2019. The interim dividend was paid at the rate of 0.10 Baht per share, amounting to approximately 2,043 million Baht, which was paid to the shareholders on April 24, 2020 in order to relieve the impact of the indefinite postponement of the annual general meeting of shareholders scheduled. There are no additional dividends shall be paid for the operating results of the Year 2019.

Item 3 To appoint auditors and determine auditor fees for the year 2020
(Voting requirements: majority voting of shareholders who are present at the meeting and cast their votes)

To comply with section 120 of the Public Limited Companies Act B.E. 2535 (including its amendments) and article 36 of the Company's Articles of Association (Enclosure 6), which prescribes that auditors shall be appointed or re-appointed, and their fee shall be determined annually by the annual general meeting of shareholders.

The Audit Committee considered and nominated an audit firm by its expertise, experience and working standard. The fee should rely on workload and should be compared with that of other listed companies of the same size. The nominated audit firm is as follows:

1. Audit Firm

Deloitte Touche Tohmatsu Jaiyos Audit Co. Ltd, ("Deloitte") as auditor for 2020, for the fourth consecutive year.

2. Auditors

2.1 Mr. Mongkol Somphol CPA No. 8444, or
(Being the signature on the 2019 Company's financial statements)
2.2 Mr. Kiatniyom Kuntisook CPA No. 4800, or
(Never being a signature on the Company's financial statements)
2.3 Mr. Wonlop Vilaivaravit CPA No. 6797
(Never being a signature on the Company's financial statements)

3. Audit Fee

The 2020 audit fee is maintained at the same rate as 2019's.

The total fee is 3,100,000 baht, excluding miscellaneous expenses, travelling expenses, etc., which shall not exceed 120,000 baht as a general practice.

Audit Fee	**2019** (Auditor: Deloitte)	**2020** (Proposed auditor: Deloitte)
Audit fee (baht) (for annual and quarterly financial statements)	3,100,000	3,100,000
Non-audit fee (baht)	2,950,000 Non-audit fee for 1. Company operating according to the BOI's requirements. 2. Continuous control monitoring system project ("CCMS")	1,223,085 Non-audit fee for* 1. Company operating according to the BOI's requirements. 2. Financial advisors

Remark:

* The 2020 non-audit fees #1 (Company operating according to the BOI's requirements) is the service of Deloitte **Audit** (the proposed auditor for 2020), but for transaction #2 (Financial advisors) is the service of Deloitte **Advisory**. Despite both companies are in Deloitte Thailand Group, but have clearly separate juristic entities and services.

4. Relationship with the Company and related parties

The nominated auditors have no relationship with, or any interest in the Company, Company's subsidiaries, executives, major shareholders or any related person of the previously mentioned persons. Therefore, Deloitte is able to audit and comment on the financial statements of the Company independently.

5. Services to other subsidiaries and associated companies

In 2020, Deloitte has been nominated as the auditor for 5 subsidiaries: IRPC Oil Co. Ltd., IRPC A&L Co. Ltd., IRPC Technology Co. Ltd., Rakpasak Co. Ltd., and iPolymer Co. Ltd.

The Audit Committee's opinions:

The Audit Committee considered auditors by working experience to ensure that Deloitte can both perform their duty in line with the Company's audit plans and understand the Company's business, which will enable quick and effective auditing. The audit fee rate is at the same as that of other companies of the same size in the same industry; moreover, the 2020 audit fee is maintained at the same rate as 2019's. Therefore, the Audit Committee recommended the Board of Directors propose to the Shareholders to appoint auditors and approve audit fee as per the above details.

The Board's opinions:

After due consideration, the Board agreed with the Audit Committee to propose to AGM to appoint auditors from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited as 2020 Company's auditors as named below:

(1)	Mr. Mongkol Somphol	CPA No. 8444,	or
(2)	Mr. Kiatniyom Kuntisook	CPA No. 4800,	or
(3)	Mr. Wonlop Vilaivaravit	CPA No. 6797	

The audit fees for the year 2020 will be maintained at the total amount of 3,100,000 Baht, excluding miscellaneous expenses, travelling expenses etc, which shall not exceed 120,000 Baht as a general practice.

Item 4 To approve amendments to the Company's Articles of Association article 22 and article 24

(Voting requirements: not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and eligible to vote).

1. IRPC is a large listed company on the Stock Exchange of Thailand, and when compared to other subsidiary listed companies in PTT Group, these companies call the title of the highest management position as "President and Chief Executive Officer" which are in line with the Job Title System of PTT Group. Therefore, in order to be able to compare or reference on the same database with PTT Group, the Board of Directors deemed it appropriate to amend the Company's Articles of Association (article 22) to be consistent with the Job Title System of PTT Group.
2. Regarding the teleconference through electronic devices of the EMERGENCY DECREE ON ELECTRONIC MEETINGS, B.E. 2563 (2020) dated April 18, 2020, Electronic Conferences can be organized subjected to the method as specified by the Explanatory Statement relating to conducting of meetings via electronic means of the Department of Business Development (DBD). In order to prepare for electronic conferences, the provision for such teleconference call or video conference meetings must be specified in the Articles of Association (article 24).

Articles of Association Chapter 4 Board of Directors	
Existing Provision	**Proposed Amendment**
Article 22 The Board of Directors shall elect one of the directors to be the Chairman of the board. In the case where the Board of Directors deems expedient, the Board may elect one or several directors to be Vice-Chairman. The Vice-Chairman shall have duties as stipulated in the Articles of Association in the businesses entrusted by the Chairman of the Board. The Board of Directors has the power to appoint the President (CEO) of the Company who has been nominated pursuant to the nomination process and procedure under the relevant laws and regulations and the President (CEO) shall be a director and secretary to the Board of Directors.	**Article 22** The Board of Directors shall elect one of the directors to be the Chairman of the board. In the case where the Board of Directors deems expedient, the Board may elect one or several directors to be Vice-Chairman. The Vice-Chairman shall have duties as stipulated in the Articles of Association in the businesses entrusted by the Chairman of the Board. [Paragraph 3] The Board of Directors has the power to appoint the President and Chief Executive Officer of the Company who has been nominated pursuant to the nomination process and procedure under the relevant laws and regulations and the President and Chief Executive Officer shall be a director and secretary to the Board of Directors.

Article 24	**Article 24**
The Chairman of the board shall be the person who calls the meetings of the Board of Directors. In calling a meeting, the Chairman or the person entrusted by the Chairman shall serve a written notice calling for such meeting to the directors not less than 7 days prior to the date of the meeting. Unless necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be chosen.	The Chairman of the board shall be the person who calls the meetings of the board of directors. In calling a meeting, the Chairman or the person entrusted by the Chairman shall serve a written notice calling for such meeting to the directors not less than 7 days prior to the date of the meeting. Unless necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be chosen.
	[Paragraph 2] A meeting invitation letters and meeting documents can be sent to participants by electronic mail services. However, meeting organizers must retain a copy of such letters and documents, which can be kept as electronic data as well.
Two or more directors may request a meeting of the Board of Directors. In that case, the Chairman shall determine the date of the meeting within 14 days as from the date of receipt of the request. In case there is no Chairman or the Chairman cannot perform duties, two or more directors shall be the persons who call a meeting of the Board of Directors. The place where will be the meeting place under paragraph one shall be in the locality in which the head office or branch office of the Company is located or any place where the Board of Directors deems expedient.	Two or more directors may request a meeting of the board of directors. In that case, the Chairman shall determine the date of the meeting within 14 days as from the date of receipt of the request. In case there is no Chairman or the Chairman cannot perform duties, two or more directors shall be the persons who call a meeting of the Board of Directors. The place where will be the meeting place under paragraph one shall be in the locality in which the head office or branch office of the Company is located or any place where the Board of Directors deems expedient.
	[Paragraph 6] The meetings of the Board of Directors may be held by way of electronic conferencing. The conduct of teleconference calls or video conferences for the meetings must be in accordance with the applicable laws, the Explanatory Statement relating to conducting of meetings via electronic means of the Department of Business Development and Company's regulations.

The Board's opinions:

After due consideration, the Board deemed it appropriate to propose to AGM to approve the amendment of 2 provisions of the Company's Articles of Association (Chapter 4 Board of Directors: **Article 22** "job title of the highest management position" and **Article 24** "teleconference through electronic devices"). These are in accordance with the EMERGENCY DECREE ON ELECTRONIC MEETINGS, B.E. 2563 (2020) to increase efficiency and flexibility of the Board of Directors' meeting.

Item 5 To approve board of directors' remunerations for the year 2020

(Voting requirements: not less than two-thirds (2/3) of the total number of votes of the shareholders who are present at the meeting).

Article 26 of the Company's Articles of association (Enclosure 6) stated that "A director is entitled to have emoluments from the Company in the form of a reward, meeting allowance, remuneration, bonus or other forms of benefits pursuant to the Articles or as stipulated by the shareholders' meeting..."

Therefore, in considering remuneration and bonus for the Board of Directors, the Nomination and Remuneration Committee relied on good practices of considering remuneration of directors issued by Thai Institute of Directors (IOD) as follows:

1. Categorize director remuneration into 2: monthly fee and meeting allowance per meeting.
2. Determine remuneration by considering scope of accountability and responsibility including expertise and experience of the committee.
3. Determine remuneration by looking at the Company's performance and size of its business and comparing with other companies' standard in the same industry with similar business risks.
4. Determine remuneration by considering the persuasion competency to invite qualified persons to become company's directors.
5. Determine remuneration for Chairman of the Board of Directors and Chairman of sub-committee to be paid about 30 percent higher than other directors get.
6. Sub-committees such as Audit Committee, Nomination and Remuneration Committee, Corporate Governance Committee, Risk Management Committee including other sub-committees, which may be later appointed by the Board of Directors' resolutions, shall only receive meeting allowance per attendance.

Therefore, the Nomination and Remuneration Committee thoroughly considered the remuneration and bonus of the Board of Directors and deemed it appropriate to propose to the Board as follows:

Directors' remuneration for 2020

(1) **Monthly fee and meeting allowance**:
Remuneration for directors (monthly) and Board's meetings (per attendant) for 2020 **is maintained** at the same rate as 2019's as below. This remuneration rate was approved by the 2019 AGM on April 3, 2019 (this rate has been set out since 2006) as follows:

(1.1) **Board of Directors**:
Board of directors shall receive a monthly fee and meeting allowance per attendance as follows:

Board of Directors	Monthly Allowance	Meeting Allowance (per Attendance)	Other Benefits (Both Monetary And Non-monetary)
Chairman	Baht 60,000	Baht 60,000	None
Director	Baht 45,000	Baht 45,000	None

(1.2) **Sub-committees**:
Sub-committees are consist of Audit Committee, Nomination and Remuneration Committee, Corporate Governance Committee, and Risk Management Committee, including other sub-committees, which may be later appointed.

Meeting allowance for Sub-committees will be paid as follows:

Sub-Committees	Monthly Allowance	Meeting Allowance (per Attendance)	Other Benefits (Both Monetary And Non-monetary)
Chairman	None	Baht 60,000	None
Director	None	Baht 45,000	None

(2) Bonus:

Proposal will be made to **refrain** from paying bonus for the Board of Directors due to 2019 operating results.

The Board's opinions:

After due consideration, the Board agreed with the Nomination and Remuneration Committee's recommendations and proposed to AGM to approve the Directors' remunerations for the year 2020 as per the aforesaid details.

Item 6 To elect or re-elect directors in replacement of those retiring by rotation

(Voting requirements: majority voting of the shareholders who are present at the meeting and cast their votes)

According to the Company's Articles of Association: article 17, at each AGM, one-thirds of the board members or nearest, will retire by rotation.

At the 2020 AGM, there will be 5 directors completing their terms as follows:

1. Mr. Woothisarn Tanchai — Independent Director
2. Mr. Somnuk Bomrungsalee — Independent Director
3. Mr. Anusorn Sangnimnuan — Independent Director
4. Mr. Ekniti Nitithanprapas — Director
5. Mr. Jumpol Sumpaopol — Independent Director

In accordance with the Public Limited Company Act B.E. 2535 (including its amendments) and the Company's Articles of Association, the Nomination and Remuneration Committee considered selecting and proposing persons to be appointed as directors of the Company in replacement of the directors who are due to retire by rotation as named above based with the following criteria:

(1) Board of Directors consists of 5-15 directors.

(2) Independent directors must account for at least one third of the Board, and there must be at least 3 of them.

(3) Director must not be aged over 70.

(4) Director and Independent Director can serve up to 3 consecutive terms.

(5) Nominees must possess the qualifications required under the Public Limited Companies Act B.E. 2535 (including its amendments), the Securities and Exchange Act B.E. 2535 (including its amendments), regulations of the Securities and Exchange Commission, regulations of the Stock Exchange of Thailand, requirements relating to the good corporate governance of the Company and other relevant regulations.

(6) Nominees must possess the qualification according to Cabinet's Resolution on January 24, 2011 regarding the appointment of high-level government officials or persons as directors in many state enterprises.

(7) The Board of Directors must consist of member diversities, such as gender, age, race, nationality, educational background and professional qualifications.

(8) Nominees must possess knowledge, expertise and experience in various professions, which will benefit and increase Company's values. As a minimum, the Board should comprise 3 petroleum and petrochemical experts, 1 legal expert and 1 accountant and finance expert.

(9) Nominees must possess characteristics, which will encourage good corporate governance and increase Company's values, such as moral, ethics, independence, self-confidence, creativity, duty of care, duty of loyalty, sacrifice, and public trust. If directors are from government agencies or reliable organizations such as Ministry of Finance, Thai Institute of Directors Association (IOD), etc., their competency could benefit the Company.

(10) Independent director's qualifications are stipulated by the regulations and requirements of the Capital Market Supervisory Board, and related to the good corporate governance of the Company.

(11) For the former directors, past performances and dedications will be also considered.

The Nomination and Remuneration Committee thoroughly considered the above criteria and their qualifications as well as the recommendation from a major shareholder (PTT PLC.) and deemed appropriate to propose 5 retiring directors to the Board of Directors to propose to the Shareholders for re-election as the Company's directors. Details are as below:

Name	Position	Skills / Experiences / Expertise
1. Mr. Woothisarn Tanchai	Independent Director	Specializes in Energy, Law, Political Science, Social Development and Corporate Governance. *(to re-elect for another term)*
2. Mr. Somnuk Bomrungsalee	Independent Director	Specializes in Engineering, Energy, Petroleum and Petrochemical, Business Management, Auditing and Corporate Governance. *(to re-elect for another term)*
3. Mr. Anusorn Sangnimnuan	Independent Director	Specializes in Engineering, Energy, Petroleum and Petrochemical, Business Management, Environment and Corporate Governance. *(to re-elect for another term)*
4. Mr. Ekniti Nitithanprapas	Director	Specializes in Energy, Business Management, Economics and Corporate Governance. *(to re-elect for another term)*
5. Mr. Jumpol Sumpaopol	Independent Director	Specializes in Engineering, Business Management, Political Science and Corporate Governance. *(to re-elect for another term)*

Remarks:

1. The Company facilitated minor shareholders (one or more shareholders holding no less than 4 percent of the total issued shares) to exercise their rights to nominate directorial candidates in advance during September 2, 2019 – January 31, 2020 and disclosed the criteria on the Company website (www.irpc.co.th); however, there were no directorial candidates nominated during the period.

2. The independent director qualifications of the Company are more rigid than the Capital Market Supervisory Board's requirement on shareholding percentage, which must not exceed 0.5 percent (Capital Market Supervisory Board Regulations' limit of 1 percent) of the total voting shares in the Company or subsidiaries or associates or major shareholder or person with controlling power over the Company. Whilst the number of shares held by any related person of such independent director must also be counted. (Brief profiles of the persons nominated to be the directors are attached in Enclosure 3, and the Company's independent director definition is in Enclosure 4).
3. Directors' nomination process is described in the 2019 annual report which can be download via QR code on the registration form with barcode for registration – Note 1)

The Board's opinions:

(Excluding any Directors considered having conflicts of interest)

As recommended by the Nomination and Remuneration Committee, who thoroughly considered, the qualifications of the 5 nominated directorial candidates were in line with regulations, the Company good corporate governance handbook and the Company's Articles of Association.

The Board of Directors will comprise directors with diversities (Skill Matrix) who possess knowledge, expertise and experience in various skills of professions, which will benefit the Company and its shareholders and support Company strategies as well.

For the former directors, their performances and dedications in the past are also considered, and the nominated director as independent directors (number 1, 2, 3 and 5) can freely express their opinions in accordance with the relevant criteria.

The Board of Directors deemed it appropriate to propose to the Shareholders to approve the re-election of 5 directors to be directors or independent directors of the Company as per the aforesaid details.

Item 7 Any other businesses (if any)

The Company is well aware of and concerned over the risk of the Coronavirus Disease 2019 (COVID-19) epidemic, as well as health and safety of the meeting attendants; therefore, kindly asks shareholders to be informed and cooperate with the precautionary measures and guidelines for holding the AGM under the circumstance of COVID-19, recommended by the Department of Disease Control, Ministry of Public Health as follows:

1. The Company has organized the meeting area to avoid crowded with appropriate social distancing of 1.5 - 2 meters in various areas such as: temperature-screening points, document-checking points and registration counters, as well as limited number of shareholders in elevator of each round and limited number of available seats in the meeting room for approximately 100 seats.
2. The company has set up screening points with various equipment in case of encountering people with risk or those attendees who have recently visited or returned from any disease infected zones (as notified by the Ministry of Public Health) or being found of having risky symptoms such as fever, cough, sore throat, sneezing, runny nose, will not be allowed to attend the Meeting. For those who cannot attend the meeting due to the reasons explained above are able to appoint the Company's Independent Directors as their proxies to attend and vote at the Meeting.
3. Shareholders are required to grant a proxy to the Company's Independent Directors, which names and brief profiles were in the Enclosure 5, to attend and vote at the Meeting by using a proxy form (Proxy form B: Pre-casting vote for each agenda would be recommended) as shown in the Enclosure 7 and for foreign shareholders who have appointed Custodians, please use the Proxy Form C. The completed proxy form with related documents or evidences must be sent to the Company at least 1 day before the

Meeting through business reply envelope to the Corporate Governance Dept., IRPC Public Company Limited at 555/2 Energy Complex, Building B, 10th Floor, Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok 10900.

4. In case of shareholders who wish to attend the Meeting in person, the Company would like to request your cooperation to strictly follow the Company's measures and guidelines to prevent and minimize the risk of COVID-19 spreading.

5. Shareholders are welcomed to submit written questions relating to the Agenda in advance at email: cg@irpc.co.th By specifying the name-surname of the shareholders and the Company shall record questions and answers in Minutes of the Meeting.

Yours sincerely,

- *Noppadol Pinsupa*-

(Mr. Noppadol Pinsupa)

President

By the resolutions of IRPC's Board of Directors

Compliance and Corporate Secretary Division
Tel. 02 765-7000
Facsimile 02 765-7999

INFORMATION NOTES TO FACILITATE SHAREHOLDERS

1. The Company disclosed the previous minutes of the 2019 AGM on April 3, 2019, on the company website (www.irpc.co.th) from April 12, 2019 and also post mailed to Shareholders to review, object or suggest for revision and correction by June 10, 2019. However, there were no feedback given.
2. The Company set the Record Date to entitle rightful shareholders to attend the 2020 AGM on Friday, June 1, 020 under section 225 of the Securities and Exchange Act B.E. 2535.
3. Shareholders who wish to grant proxy to a Company's independent director should select only one independent director's name stated in the proxy form. The proxy form, the required documents, and evidence of shares (details described in Enclosure 1) must be signed, certified and submitted to the Corporate Affairs Office, IRPC Public Company Limited, No. 555/2, Energy Complex, Building B, 10th Floor, Vibhavadi Rangsit Road, Khwaeng Chatuchak, Khet Chatuchak, Bangkok 10900 prior to the meeting day.
4. The Company disclosed both Thai and English version of notice to the AGM online at the Company's website (www.irpc.co.th) from June 4, 2020.
5. For any inquiries regarding the meeting agenda, please send questions prior to the meeting day to the Corporate Affairs Office, IRPC Public Company Limited, No. 555/2, Energy Complex, Building B, 10th Floor, Vibhvadi Rangsit Road, Khwaeng Chatuchak, Khet Chatuchak, Bangkok 10900, or email: cg@irpc.co.th.

There will be **no complimentary gifts** provided at the 2020 AGM in accordance with the "**No Give Policy**" of SEC and the Thai Investors Association. The primary purpose of the meeting is to exercise shareholders' rights to vote and decide for the business directions and to acknowledge business operating reports, performance, and Code of Conduct.

For rising environmental awareness, reducing the consumption of energy and environmental impact, the AGM will be conducted as a **Green Meeting** in compliance with the guidelines of Thai Business Council for Sustainable Development (TBCSD) and THE Thailand Environment Institute (TEI), which has been continuously conducted for 8th consecutive years. Moreover, this is also a Zero Carbon Meeting through carbon offset activities and the amount of emitted greenhouse gases, in order to have a zero carbon emission (Carbon Neutral Event) in accordance with the guidelines of the Thailand Greenhouse Gas Management Organization.

Evidences required for shareholders or their proxy to attend the meeting

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1. Registration

1.1 Shareholders or proxies can register their attendance and submit documents or evidences for registration at the Meeting, starting from 7.30 am, on July 3, 2020.

1.2 For shareholders' convenience of registration, please bring a completed registration form, proxy form and the relevant documents for registration at the meeting.

2. Meeting Attendance in Person

2.1 Please present the original identification card or government official identification card or passport (in case of foreign shareholders) for registration. In case that name - last name has been changed, the evidences to certify such changes must also be presented.

3. Proxy Appointment

3.1 Each Shareholder can appoint only one proxy to attend and vote at the Meeting in accordance with the proxy form (Enc.7)**.**

3.2 Names of Company' s Independent Directors who can be appointed as a proxy for shareholders are as follows:

1)	Mr. Nuttachat	Charuchinda	Independent Director
2)	Ms. Siriwan	Chierapong	Independent Director
3)	Mr. Charcrie	Buranakanonda	Independent Director
4)	Air Marshal Boonsuib	Prasit	Independent Director

3.3 Information of the Company' s Independent Directors is in Enclosure 5.

3.4 In case proxy to a company director, please send the proxy with complete information and verified copy of documents to the Company prior to the meeting date. All corrections or deletions on that proxy form must be duly initialed by the grantor.

4. Documents for Proxy Appointment

4.1 Individual grantor:

The following documents are required:

a. Proxy form with completely signed by the grantor and affix a stamp duty of 20 Baht.

b. Copy of grantor identification card, government official identification card or passport (for foreign grantor). All copies must be verified by the grantor.

c. Proxy or appointee must show his/her original identification card, government official identification card or passport (for foreigner) for the registration.

4.2 Juristic person grantor:

The following documents are required:

a. Proxy form, signing by the authorized person and affix the company seal, according to company affidavit (issued within 6 months prior the meeting date) and affix a stamp duty of 20 Baht.

b. For Thailand juristic person grantor, please submit a copy of company affidavit, issuing within 6 months by Ministry of Commerce. All copy of the documents must be certified true copy by the authorized person with affix the company seal (if any).

c. For Alien / Foreign juristic person grantor (Juristic person registered outside of Thailand), please submit a copy of corporate affidavit issuing within 6 months by the

competent authority. A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public.

d. For a foreign juristic person, if an original of any document is not issued in English, English translation thereof must be prepared and attached. Such translation must also be certified true and correct by authorized person.
e. Original identification card, government official identification card or passport (in case of foreign proxy) of a Proxy must be presented for registration.

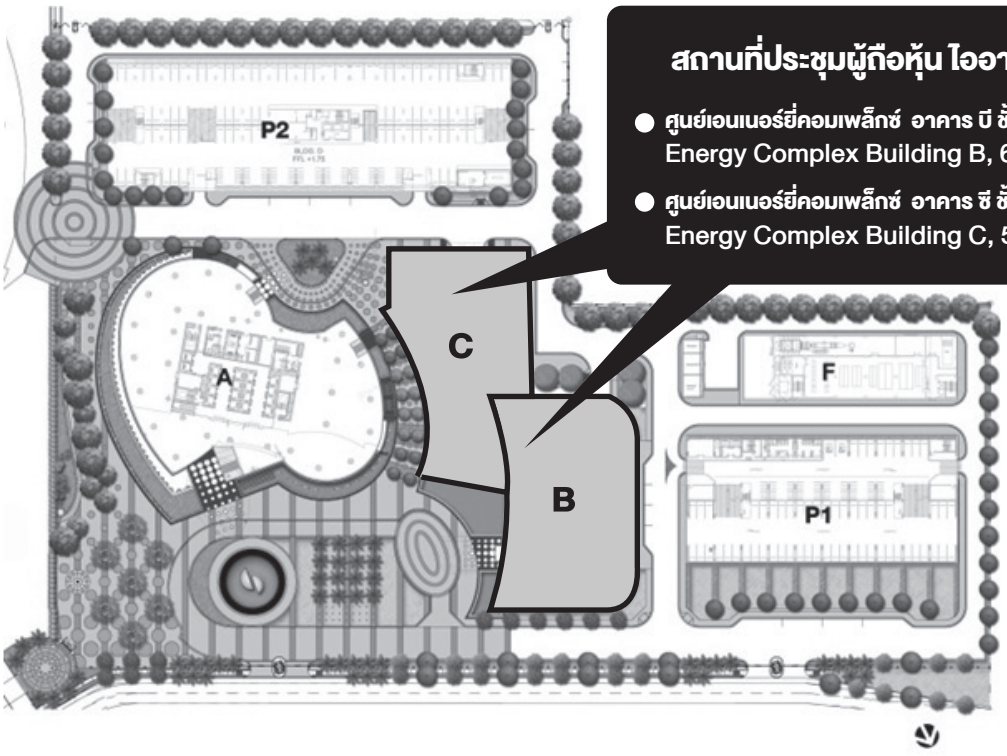
4.3 In case a grantor is custodian (who taking care of the Company's shares for the foreign investors whose name appears in the register book). A proxy form (Form C) can be applied (available download at www.irpc.co.th) together with the following documents:

a. Power of Attorney from the shareholder who is a foreign investor authorizes the custodian to execute the proxy on his/her behalf and affix a stamp duty.
b. Confirmation letter showing that signatory of the Proxy is authorized to operate custodian business.
c. If any of the aforementioned documents is not in English, English translation thereof must be prepared and attached. The translation must also be certified true and correct by a person referring to such document or an authorized person.
d. Original identification card, government official identification card or passport (in case of foreign proxy) of a Proxy must be presented for registration.

4.4 In case Shareholders deceased, the administrator of the deceased's estate attending the Meeting in person or in absentia. The aforementioned persons shall certify and submit a copy of court order with regards to an appointment of administrator of the deceased's estate as additional evidence.

4.5 In case Shareholder are minors (incompetent person), their father, mother or legal guardian can attend the meeting in person or by appointing a proxy. A copy of house registration of the minors (incompetent person) or a copy of the court order regarding the guardian appointment (if any) which are certified true copy by father, mother or legal guardian (whether the case may be) are additional evidences.

เส้นทางเข้าสู่ ศูนย์เอนเนอร์ยี่คอมเพล็กซ์
Energy Complex



สถานที่ประชุมผู้ถือหุ้น ไออาร์พีซี

- **ศูนย์เอนเนอร์ยี่คอมเพล็กซ์ อาคาร บี ชั้น 6**
  Energy Complex Building B, 6 Floor
- **ศูนย์เอนเนอร์ยี่คอมเพล็กซ์ อาคาร ซี ชั้น 5-6**
  Energy Complex Building C, 5-6 Floor

ข้อแนะนำการเดินทาง

รถไฟฟ้า BTS : ณ สถานี จตุจักร

By BTS : Chatuchak Station

รถไฟฟ้าใต้ดิน : ณ สถานีพหลโยธิน

BY MRT : Phaholyothin Station

โดยรถประจำทาง : รถโดยสารประจำทาง 118 / 134 / 157 / 191 / 29 / 504 / 510 / 517 / 52 / 69

Bus Routes : Bus 118 / 134 / 157 / 191 / 29 / 504 / 510 / 517 / 52 / 69

(Brief) Personal profile of nominated directorial candidates

Name - Last Name : **Mr.Woothisarn Tanchai**

Age (as of June 2020) : 62 Years 1 months

Proposed Position : Independent Director

Education : Bachelor of Science, Khon Kaen University
: Master of Public Administration, National Institute of Development Administration (NIDA)
: Master of Policy Science (M.P.S.), International Program, Saitama University, Japan

Training Program : Public Law Certificate, Faculty of Law, Thammasat University
: Public Director Certification Program (PDI), Class 1, King Prajadhipok's Institute

Director Training Program : -

Present Position

Board member / Management in Listed Company - The Stock Exchange of Thailand : 1 companies

: Jun.2015 – Present	Independent Director / Chairman of Nomination and Remuneration Committee, IRPC Public Company Limited

Board member / Management in Non-Listed Company - The Stock Exchange of Thailand : 6 companies

: Dec.2019 – Present	Extraordinary House Committee on studying amendment of the constitution, Parliament
: Mar.2018 – Present	Chairman of the Sub-Committee, The National Anti-Corruption Commission (NACC)
: 2016 - Present	Member, Thammasat University Council
: Dec.2014 - Present	Secretary General, King Prajadhipok's Institute
: 2011 - Present	Sub-Committee, the National Anti-Corruption Commission (NACC)
: 2008 - Present	Member, Nakhon Ratchasima Rajabhat University Council

Work Experiences

: 2011 – Aug.2018	Member, the National Culture Commission
: 2015 – Sep.2018	Advisor, Constitution Drafting Committee 2017
: 2011 – Oct.2018	Sub-Committee, the Office of the Public Sector Development Commission (OPDC)
: Sep.2017 – 2019	Director, Member of the Board of Directors of the Strategy for Balancing and Developing the Public Sector management System
: Oct .2014- Apr.2015	Member of Risk Management Committee, IRPC Public Company Limited
: Apr.2013-Apr.2015	Chairman of Nomination and Remuneration Committee, IRPC Public Company Limited
: 2012	Member of Audit Committee, IRPC Public Company Limited
: Apr.2009- Apr.2015	Independent Director, IRPC Public Company Limited

Expertise : Business Management / Legal / Political Science / Corporate Governance

Nomination Procedure : Verified qualifications by Nomination and Remuneration Committee and the Board of Directors (Details stated in 2019 AGM Invitation notice p. 9-10)

Qualification according to the Cabinet's Resolution on January 24, 2011 regarding the appointment of high-level government officials or persons as directors in many state enterprises : Yes

Criminal Offence Record during the Past 10 years : None

Qualification according to the laws and does not have prohibited qualification according to the Announcement of the Capital Market Supervisory Board (CMSB) : Yes

Family relationship with the Company, major shareholder or subsidiaries : None

Term of IRPC Directorship : First Term, Mr.Woothisarn Tanchai was appointed by IRPC Board of Directors Resolution, Meeting no. 6/2015 (2015 – 2017) in replacement of Mr. Sombat Narawutthichai, from 19 June 2015
: Second Term, Mr.Woothisarn Tanchai was appointed by 2017 AGM to re-elect for another term, from 4 April 2017 (2017 – 2020)

Meeting Attendance

: 1. Board of Directors	: 2017	12/12 Times (100%)
	: 2018	14/14 Times (100%)
	: 2019	13/13 Times (100%)
2. Nomination and Remuneration Committee	: 2017	6/6 Times (100%)
	: 2018	8/8 Times (100%)
	: 2019	10/10 Times (100%)

Possession of IRPC Shares : None

Holding Position of Director/ Executive/ Advisor in other companies

Nominated director	Listed Companies		Non-Listed Companies		Board Member/Management in other organization that may have conflicts of interest with IRPC
	Total	Position	Total	Position	
Mr.Woothisarn Tanchai			6	1.Extraordinary House Committee on studying amendment of the constitution, Parliament 2.Chairman of the Sub-Committee, the National Anti-Corruption Commission (NACC) 3.Member, Thammasat University Council 4.Secretary General, King Prajadhipok's Institute 5.Sub-Committee, the National Anti-Corruption Commission (NACC) 6.Member, Nakhon Ratchasima Rajabhat University Council	None

Additional Qualifications for nominating as an Independent Director

1. Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years.	Qualifications	
1.1 Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	☐ Yes	☑ No
1.2 Being professional services provider, e.g., auditor, legal advisor.	☐ Yes	☑ No
1.3 Having business relation that is material and could be barrier to independent judgment.	☐ Yes	☑ No
1.4 Family Relationship with other Directors, or management, or major shareholders	☐ Yes	☑ No
2. Being an owner, director, management, employee or advisor who receive regular salary or holding more than one per cent of shares with voting rights of the company with the same business as IRPC and its competition is significant.	☐ Yes	☑ No

Remark: Independent director definition is in Enclosure 5

Performances 2019

1. Specializes in management, law, political science, social development and corporate governance.
2. Acts as independent director with strong devotions to responsibilities, transparency, fairness and competency.
3. Acts as chairperson of independent directors at independent directors' meetings or during the absence of the board of directors' chairperson to ensure protection of shareholders' interest.

Sub-committee: Chairperson of the nomination and remuneration committee

Performing duties with prudent considerations on criteria, guidelines and procedures for nominating directors, sub-committee members and CEO in conjunction with relevant regulations, transparency and efficiency. As a result, the composition of the board is all around strengthy, yielding maximum benefits to shareholders, while complying with good corporate governance and international standards.

Visions

Commit to developing and driving the company's management system in accordance with the principles of good governance, increase the efficiency of good corporate governance, create an effective organizational structure and operate business with responsibilities to communities, society, and environments for sustainable living.

(Brief) Personal profile of nominated directorial candidates

Name-Last Name : **Mr.Somnuk Bomrungsalee**

Age (as of June 2020) : 63 Years 4 months

Proposed Position : Independent Director

Education : Bachelor of Engineering (Civil Engineering), King Mongkut's University of Technology Thonburi (KMUTT)

: Master of Public and Private Management, The National Institute of Development Administration (NIDA)

Training Program : Advanced Master of Management program, Class 2/2018, The National Institute of Development Administration (NIDA)

: The Program for Senior Executive on Justice, Class 20/2015, Administration Batch, National Justice Academy

: The Executive Program in Energy Literacy for a Sustainable Future, Class 5/2014, Thailand Energy Academy (TEA)

: Executive Training Course 2, Class 5/2013, Office of the Civil Service Commission

: Advanced Certificate Course Politics and Governance in Democratic Systems for Executives, Class 16/2012, King Prajadhipok's Institute

: Executive Training Course, Class 65/2009, Office of the Civil Service Commission

: Energy Executive Course, Class 2/2008, Ministry of Energy

Director Training Program : Director Certification Program (DCP), Class 233/2017, Thai Institute of Directors Association (IOD)

Present Position

Board member / Management in Listed Company - The Stock Exchange of Thailand : 2 companies

: Nov.2018 – Present	Independent Director / Audit Committee / Chairman of Nomination and Remuneration Committee, Megachem (Thailand) Public Company Limited
: Dec.2017 – Present	Chairman of Audit Committee, IRPC Public Company Limited
: Oct.2017 – Present	Independent Director, IRPC Public Company Limited
: Apr.2014 - Present	Director, IRPC Public Company Limited

Board member / Management in Non-Listed Company - The Stock Exchange of Thailand : None

Work Experiences

: Feb. 2018 – 2019	Advisor, Energy Fund Administration Institute
: Nov.2017 – 2018	Sub - Committee, State Audit Commission, Office of the Auditor General of Thailand
: Apr.2016 – Nov.2017	Member of Nomination and Remuneration Committee, IRPC Public Company Limited
: Oct.2016 – Sep.2017	Deputy Secretary of Energy
: Oct.2015 – 2019	Sub - Committee, Energy Commission, The National Legislative Assembly
: Jul 2014 – Sep.2016	Inspector General, Ministry of Energy
: 2013-2014	Director – General, Department of Energy Business, Ministry of Energy
: 2011-2013	Deputy Director General, Department of Energy Business
: 2006-2011	Director, Bureau of Fuel Business Safety, Department of Energy Business

Expertise : Engineer / Energy / Petroleum / Petrochemical / Business Management / Corporate Governance

Nomination Procedure : Verified qualifications by Nomination and Remuneration Committee and the Board of Directors (Details stated in 2019 AGM Invitation notice p. 9-10)

Qualification according to the Cabinet's Resolution on January 24, 2011 regarding the appointment of high-level government officials or persons as directors in many state enterprises : Yes

Criminal Offence Record during the Past 10 years : None

Qualification according to the laws and does not have prohibited qualification according to the Announcement of the Capital Market Supervisory Board (CMSB) : Yes

Family relationship with the Company, major shareholders or subsidiaries : None

Term of IRPC Directorship : First Term, Mr.Somnuk Bomrungsalee was appointed by 2014 AGM from 9 April 2014 (2014 – 2017)
: Second Term, Mr.Somnuk Bomrungsalee was appointed by 2017 AGM from 4 April 2017 (2017 - 2020)

Meeting Attendance

: 1. Board of Directors	: 2017	12/12 Times (100%)
	: 2018	14/14 Times (100%)
	: 2019	13/13 Times (100%)
2. Audit Committee	: 2017	1/1 Times (100%)
	: 2018	13/13 Times (100%)
	: 2019	12/12 Times (100%)

Possession of IRPC Shares : 50,000 Share Possession: 0.00024 %

Holding Position of Director/ Executive/ Advisor in other companies

Nominated director	Listed Companies		Non-Listed Companies		Board Member/Management in other organization that may have conflicts of interest with IRPC
	Total	Position	Total	Position	
Mr.Somnuk Bomrungsalee	1	1. Independent Director / Audit Committee / Chairman of Nomination and Remuneration Committee, Megachem (Thailand) Public Company Limited			None

Additional Qualifications for nominating as an Independent Director

1. Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years.	Qualifications	
1.1 Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	☐ Yes	☑ No
1.2 Being professional services provider, e.g., auditor, legal advisor.	☐ Yes	☑ No
1.3 Having business relation that is material and could be barrier to independent judgment.	☐ Yes	☑ No
1.4 Family Relationship with other Directors, or management, or major shareholders	☐ Yes	☑ No
2. Being an owner, director, management, employee or advisor who receive regular salary or holding more than one per cent of shares with voting rights of the company with the same business as IRPC and its competition is significant.	☐ Yes	☑ No

Remark: Independent director definition is in Enclosure 5

Performances 2019

Acts as independent director, laying significance on operations in accordance with law, rules and regulations related to the business and has an expertise in energy, petroleum and petrochemicals, adding true know-hows to the company.

Sub-committee: chairperson of the audit committee.

Performing duties at his fullest abilities, as well as giving importance to internal control systems, internal audit and financial review processes to ensure that the company's operations are in compliance with applicable law and sound decisions.

Visions

Dedicate to performing duties with care, prudence and independence to equally protect shareholders and stakeholders' interest, focusing on creation of sustainable growths, based on transparency and verifiability under good corporate governance.

(Brief) Personal profile of nominated directorial candidates

Name-Last Name : **Mr.Anusorn Sangnimnuan**

Age (as of June 2020) : 66 Years 3 months

Proposed Position : Independent Director

Education : B.Sc. (Chemical Engineering), Chulalongkorn University
: M.Eng. (Environmental Engineering), Asian Institute of Technology (AIT)
: Ph.D. (Chemical Engineering), Monash University, Melbourne, Australia

Training Program : Diploma, National Defence College, The joint State - Private Sector Course, Class 20, Thailand National Defence College
: Leadership Program, Class 10, Capital Market Academy The Stock Exchange of Thailand
: Advanced Diploma, Public Administration and Public Law, Class 5, King Prajadhipok's Institute

Director Training Program : DCP Refresher Course (DCP RE), Class 1/2008, Thai Institute of Directors Association (IOD)
: Director Certification Program (DCP), Class 62/2005, Thai Institute of Directors Association (IOD)
: Director Accreditation Program (DAP), Class 40/2005, Thai Institute of Directors Association (IOD)
: Finance for Non-Finance Directors Program (FND), Class 22/205, Thai Institute of Directors Association (IOD)

Present Position

Board member / Management in Listed Company - The Stock Exchange of Thailand : 3 companies

: Sep.2016-Present	Chairman of Corporate Governance Committee, IRPC Public Company Limited
: Aug.2016-Present	Independent Director, IRPC Public Company Limited
: 2016-Present	Independent Director / Chairman of the Corporate Governance Committee / Member of the Nomination and Remuneration Committee, Pruksa Holding Public Company Limited
: 2016-Present	Director, B.Grimm Power Public Company Limited

Board member / Management in Non-Listed Company - The Stock Exchange of Thailand : None

Work Experiences

: 2014-2017	Independent Director, Pruksa Real Estate Public Company Limited
: 2014-2017	Chairman, The Transport Company limited
: 2013-2017	Director, Office of The National Economic and Social Development Board
: 2013-2016	Director, The Krungthep Thananakom Company Limited
: 2014-2015	Member of the National Reform Council
: 2014-2015	Director, Loxley Public Company Limited
: 2013-2015	Senior Consultant, The Bangchak Petroleum Public Company Limited
: 2005-2012	President, The Bangchak Petroleum Public Company Limited
: 2011-2012	Chariman, Bangchak Solar Energy Company Limited

	: 2011-2012	Chariman, The Ubon Bioethanol Company Limited
	: 2008-2012	Chariman, The Bangchak Biofuel Company Limited
	: 2008-2011	Chairman, Thailand Business Council for Sustainable Development (TBCSD)
	: 2008-2011	Director, Thai Capital Market Organizations
	: 2007-2011	Director, Thai Listed Companies Association

Expertise : Engineering / Energy Petroleum petrochemical / Business Management / Environment / Corporate Governance

Nomination Procedure : Verified qualifications by Nomination and Remuneration Committee and Board of Directors (Details stated in 2019 AGM Invitation notice p. 9-10)

Qualification according to the Cabinet's Resolution on January 24, 2011 regarding the appointment of high-level government officials or persons as directors in many state enterprises : Yes

Criminal Offence Record during the Past 10 years : None

Qualification according to the laws and does not have prohibited qualification according to the announcement of the Capital Market Supervisory Board (CMSB) : Yes

Family relationship with the Company, major shareholder or subsidiaries : None

Term of IRPC Directorship : First Term, Mr.Anusorn Sangnimnuan was appointed by IRPC Board of Directors Resolution, Meeting no. 8/2016 (2016 – 2017) in replacement of Mr. Watcharakiti Watcharothai, from 27 August 2016
: Second Term, Mr.Anusorn Sangnimnuan was appointed by 2017 AGM to re-elect for another term (2017 – 2020)

Meeting Attendance

: 1. Board of Directors	: 2017	12/12 Times (100%)
	: 2018	14/14 Times (100%)
	: 2019	13/13 Times (100%)
2. Corporate Governance Committee	: 2017	7/7 Times (100%)
	: 2018	14/14 Times (100%)
	: 2019	13/13 Times (100%)

Possession of IRPC Shares : None

Holding Position of Director/ Executive/ Advisor in other companies

Nominated director	Listed Companies		Non-Listed Companies		Board Member/Management in other organization that may have conflicts of interest with IRPC
	Total	Position	Total	Position	
Mr.Anusorn Sangnimnuan	2	1. Independent Director / Chairman of the Corporate Governance Committee / Member of the Nomination and Remuneration Committee, Pruksa Holding Public Company Limited 2. Director, B.Grimm Power Public Company Limited			None

Additional Qualifications for nominating as an Independent Director

1. Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years.	Qualifications	
1.1 Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	☐ Yes	☑ No
1.2 Being professional services provider, e.g., auditor, legal advisor.	☐ Yes	☑ No
1.3 Having business relation that is material and could be barrier to independent judgment.	☐ Yes	☑ No
1.4. Family Relationship with other Directors, or management, or major shareholders	☐ Yes	☑ No
2. Being an owner, director, management, employee or advisor who receive regular salary or holding more than one per cent of shares with voting rights of the company with the same business as IRPC and its competition is significant.	☐ Yes	☑ No

Remark: Independent director definition is in Enclosure 5

Performances 2019

1. Acts as independent director, playing an outstanding role in promoting the development of good corporate governance and business ethic, in compliance with SET guidelines and international best practices.
2. Offers valuable advice on the company's risk management to prevent or reduce probably negative impacts to the company, including follow-ups on trends to respond to changes efficiently and timely.

Sub-committee: chairperson of corporate governance committee

Performing duties in accordance with its charter as well as overseeing business operations based on good corporate governance (fairness, transparency and equitable treatment), respect of human rights, anti-corruptions and responsibilities to society and environments.

Visons

Support the company to continuously develop friendly operations and production processes for the communities and environments as well as enhance and exercise good corporate governance of the company, including GRC integrations in order to ensure that the control systems are suitable and operations are continually effective, boosting confidence among all groups of stakeholders.

(Brief) Personal profile of nominated directorial candidates

Name-Last Name : **Mr.Ekniti Nitithanprapas**

Age (as of June 2020) : 48 Years 9 months

Proposed Position : Director

Education
: B.A. in Economics, (Honor), Thammasat University
: M.S. in Economics / Policy Economics, University of Illinois at Urbana-Champaign, USA
: Ph.D. in Economics / Macroeconomics and International Finance, Claremont Graduate University, USA

Training Program
: Advanced Certificate Course in Public Administration and Law for Executives, Class 9/2011, King Prajadhipok's Institute
: Oxford Programme On Negotiation in Bangkok, Leadership Focus Institute

Director Training Program
: Role of the Chairman Program (RCP), Class 45/2019, Thai Institute of Directors Association (IOD)
: Board Matters and Trend (BMT), Class 4/2017, Thai Institute of Directors Association (IOD)
: Role of the Nomination and Governance Committee (RNG), Class 8/2016, Thai Institute of Directors Association (IOD)
: Corporate Governance for Capital Market Intermediaries (CGI), Class 4/2015, Thai Institute of Directors Association (IOD)
: Director Certification Program (DCP), Class 93/2007, Thai Institute of Directors Association (IOD)

Present Position

Board member / Management in Listed Company - The Stock Exchange of Thailand : 3 companies

: Feb.2020 – Present	Chairman, TMB Bank Public Company Limited
: Feb.2020 – Present	Chairman, Thanachart Bank Public Company Limited
: Mar.2016 - Present	Member of Risk Management Committee, IRPC Public Company Limited
: Nov.2015 - Present	Director, IRPC Public Company Limited

Board member / Management in Non-Listed Company - The Stock Exchange of Thailand : 1 companies

: May 2018 – Present	Director-General of the Revenue Department

Work Experiences

: Jun.2018 – Jan.2020	Director / Chairman, Krungthai Bank Public Company Limited
: Jul.2018 – Oct.2019	Chairman, Thai Airways International Public Company Limited
: Jun.2018 – Oct.2019	Director, Thai Airways International Public Company Limited
: Nov.2015 – May2018	Director, Siam Commercial Bank Public Company Limited
: Nov.2015 – May2018	Member of Nomination, Compensation and Corporate Governance Committee, Siam Commercial Bank Public Company Limited
: Nov.2015 – May2018	Chairman, National Credit Bureau Company Limited
: Oct.2015 – May2018	Director-General of the State Enterprise Policy Office, Ministry of Finance
: Nov.2014 - Sep.2015	International Economic Advisor of Fiscal Policy Office, Ministry of Finance

: Nov.2012 – Nov.2014 Deputy Director-General of Fiscal Policy Office, Ministry of Finance
: Sep.2010 – Nov.2012 Minister (Economics and Finance), Office of Economics and Financial Affairs for U.K. and Europe, Royal Thai Embassy, U.K.

Expertise : Business Management / Economics / Corporate Governance

Nomination Procedure : Verified qualifications by Nomination and Remuneration Committee and the Board of Directors (Details stated in 2019 AGM Invitation notice p. 9-10)

Qualification according to the Cabinet's Resolution on January 24, 2011 regarding the appointment of high-level government officials or persons as directors in many state enterprises : Yes

Criminal Offence Record during the Past 10 years : None

Qualification according to the laws and does not have prohibited qualification according to the Announcement of the Capital Market Supervisory Board (CMSB) : Yes

Family relationship with the Company, major shareholder or subsidiaries : None

Term of IRPC Directorship : First Term, Mr.Ekniti Nitithanprapas was appointed by IRPC Board of Directors Resolution, Meeting no. 11/2015 (2015 – 2017) in replacement of Mr.Somchai Sujjapongse, from 17 November 2015
: Second Term, Mr.Ekniti Nitithanprapas was appointed by 2017 AGM to re-elect for another term (2017 – 2020)

Meeting Attendance
1. Board of Directors : 2017 11/12 Times (92%)
: 2018 13/14 Times (93%)
: 2019 12/13 Times (92%)
2. Risk Management Committee : 2017 4/4 Times (100%)
: 2018 6/6 Times (100%)
: 2019 6/7 Times (86%)

Possession of IRPC Shares : None

Holding Position of Director/ Executive/ Advisor in other companies

Nominated director	Listed Companies		Non-Listed Companies		Board Member/Management in other organization that may have conflicts of interest with IRPC
	Total	Position	Total	Position	
Mr.Ekniti Nitithanprapas	2	1. Chairman, TMB Bank Public Company Limited 2. Chairman, Thanachart Bank Public Company Limited	1	1. Director-General of the Revenue Department	None

Performances 2019

1. Acts as director with an outstanding role in financial policy, driving corporate risk management in accordance with the corporate policy and guidelines, providing helpful advice on establishing future risk preventions from any volatile circumstances and advising on project's risk management with prudence.

Sub-committee: member of the risk management committee

Responsible for considering the organization's risk management, and monitoring and reviewing risk management on a quarterly basis, in order to manage risks to an acceptable level, while achieving the company goals.

Visions

Strengthen and develop management policy, strategies and risk management in all dimensions as well as monitor the results, achieving the business goals while in line with the visions and directions of the company as well as reducing impacts on business environment uncertainty so that shareholders and investors are confident in the company's internal control systems.

(Brief) Personal profile of nominated directorial candidates

Name-Last Name : **Mr.Jumpol Sumpaopol**

Age (as of June 2020) : 66 Years 11 Months

Proposed Position : Independent Director

Education : Bachelor of sciences Industrial Education and Technology, Civil Engineering, King Mongkut's University of Technology Thonburi

: Bachelor of Engineering, Civil Engineering, King Mongkut's University of Technology Thonburi

Training Program : Certificate of Public and Private Management Program, Notional Institute of Development Administration

: Diploma of Metropolitan Leader, Bangkok Metropolitan and King Prajadhipok's Institute

: Certificate of New Government Budget Management, University of California Los Angeles (UCLA)

: Certificate of Infrastructure and System Development Traffic and Transportation

: Certificate of Corporate Governance for Director and Senior Executive of State Enterprises and Public Organization (Class 11), King Prajadhipok's Institute

: Certificate of Senior Executive Management of Metropolitan Development "Mahanakhon" (Class 1), Bangkok Metropolitan

: Certificate of Systematic Problem Solving and Decision Making: SPSDM, Office of the Public Sector Development Commission (OPDC)

: The Rule of Law and Democracy (Class 3), College Constitution Court

: Business Revolution and Innovation Network "BRAINS" (Class 2), The Federation of Thai industries (F.T.I.)

: Certificate Health Ambassador (Class 1), Chulabhorn Royal Academy

Director Training Program : Director Certification Program (DCP), Class 136/2012, Thai Institute of Directors Association (IOD)

Present Position

Board member / Management in Listed Company - The Stock Exchange of Thailand : 2 companies

: Oct. 2019 - Present Independent Director / Member of Audit Committee, IRPC Public Company Limited

: Feb. 2017 – Present Independent Director / Chairman / Chairman of Nomination and Remuneration committee, Stonehenge Inter Public Company Limited

Board member / Management in Non-Listed Company - The Stock Exchange of Thailand : 1 companies

: 2007 – Present University Promotion Committee Board, King Mongkut's University of Technology Thonburi

Work Experiences

: Apr. 2013 - 2016 Deputy Governor of Bangkok, Bangkok Metropolitan Administration

: 2011 – 2013 Board of Directors, Metropolitan Electricity Authority (MEA)

: 2011 – 2013 Deputy Permanent Secretary for Bangkok, Bangkok Metropolitan Administration

: Oct.2009 – Sep.2011 Director General Public works Department, Bangkok Metropolitan Administration

Expertise : Engineering / Business Management / Social Development / Corporate Governance

Nomination Procedure : Verified qualifications by Nomination and Remuneration Committee and the Board of Directors (Details stated in 2019 AGM Invitation notice p. 9-10)

Qualification according to the Cabinet's Resolution on January 24, 2011 regarding the appointment of high-level government officials or persons as directors in many state enterprises : Yes

Criminal Offence Record during the Past 10 years : None

Qualification according to the laws and does not have prohibited qualification according to the announcement of the Capital Market Supervisory Board (CMSB) : Yes

Family relationship with the Company, major shareholder or subsidiaries : None

Term of IRPC Directorship : First Term, Mr.Ekniti Nitithanprapas was appointed by IRPC Board of Directors Resolution, Meeting no. 11/2019 (2019 – 2020) in replacement of Mr. Jessada Promjart, from 16 October 2019

Meeting Attendance : 1. Board of Directors : 2019 2/2 Times (100%)
2. Audit Committee : 2019 13/13 Times (100%)

Possession of IRPC Shares : None

Holding Position of Director/ Executive/ Advisor in other companies

Nominated director	Listed Companies		Non-Listed Companies		Board Member/Management in other organization that may have conflicts of interest with IRPC
	Total	Position	Total	Position	
Mr.Jumpol Sumpaopol	1	1. Independent Director / Chairman / Chairman of Nomination and Remuneration committee, Stonehenge Inter Public Company Limited	1	1. University Promotion Committee Board, King Mongkut's University of Technology Thonburi	None

Additional Qualifications for nominating as an Independent Director

1. Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years.	Qualifications	
1.1 Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	☐ Yes	☑ No
1.2 Being professional services provider, e.g., auditor, legal advisor.	☐ Yes	☑ No
1.3 Having business relation that is material and could be barrier to independent judgment.	☐ Yes	☑ No
1.4. Family Relationship with other Directors, or management, or major shareholders	☐ Yes	☑ No
2. Being an owner, director, management, employee or advisor who receive regular salary or holding more than one per cent of shares with voting rights of the company with the same business as IRPC and its competition is significant.	☐ Yes	☑ No

Remark: Independent director definition is in Enclosure 5

Performances 2019

Acts as independent director with strong determination to business development and ethic codes, while adhering to the principles of corporate good governance, prevention of interest conflicts and business equality conduct under international practices for righteous benefits of the company.

Sub-committee: audit committee member

Responsible for reviewing and overseeing the company's operations, financial performances, internal control systems, auditor selections, considerations on interest conflicts, and sufficiency of the internal control systems and risk management.

Visions

Promote an auditing and monitoring of both internal and external auditors in order to have effective performances as well as drive the company to be a forefront petrochemical company in Asian countries with an awareness of environment responsibilities, using knowledge and experience in considering, analyzing, solving problems, offering helpful solutions and providing guidelines for company's strategic plans.

Independent Director Definition of IRPC Public Company Limited

1. Hold not more than 0.5% of the voting shares in the Company, its subsidiaries, associates, or related companies, major shareholder or person with controlling power over the Company, whilst the number of shares held by any related person of such an independent director must also be counted.

2. Have not been or are not involved in the management, employees, wage earners, advisors on the payroll of the Company, its subsidiaries, associates, or equivalent companies, major shareholder or person with controlling power over the Company except when such qualifications have ended for more than two years, provided that such restriction or prohibition shall not apply to an independent director who has been a government authority, which is the major shareholder of the Company or the person having controlling power over the Company.

3. Are not related by blood or registration as parents, spouses, siblings, or children, spouses of any of the children to members of the management, major shareholders, those exercising control, or those about to be nominated as members of the management or those exercising control over the Company or subsidiaries.

4. Do not have and have not any business relationship with the Company, subsidiaries, associated companies, major shareholders or those exercising control over the Company in the manner in which independent discretion might be affected, and not be and have not been a substantial shareholder of or a person having power to control the person that has business relationship with the Company, subsidiaries, associated companies, major shareholders or those exercising control over the Company unless such an independent director has not been a person referred to above for at least two years.

   Business referred to in the first paragraph above shall meant to include any ordinary course of business or trade for business engagement purpose, any lease taking or lease out of any property, any transaction relating to asset or service, any financial support or acceptance of financial support by way of either borrowing, lending, guaranteeing or collateral providing or any other manner similar thereto that could result to an obligation required to be performed by the applicant or the party thereto in an amount of three percent or more of the net tangible asset value of the applicant or twenty million baht or more, whichever is lesser. In light of this, the method for calculating the value of connected transaction pursuant to the Capital Market Supervising Committee's Notification, Re: Regulations in respect of an Entering into a Connected Transaction shall be applied mutatis mutandis for the purpose of calculation of such amount of debt of the applicant, provided that the amount of the debt incurred during the past one year prior to the date on which such a business relationship with such a business relationship with such person exists;

5. Is not and has not been an auditor of the Company, subsidiary, associated company, major shareholder or those with controlling power over the Company and not be and have not been a substantial shareholder of, a person having power to control over, or a partner of any auditing firm or office in which the auditor of the Company, subsidiary, associated company, major shareholder or those with controlling power over the Company unless such an independent director has not been a person referred to above for at least two years.
6. Is not and has not been a professional advisor, including legal or financial advisor who obtains fee more than two million baht a year from the Company, subsidiary, associated company, major shareholder or those with controlling power over the company and is not and have not been a substantial shareholder of, a person having controlling power over , or a partner of any of such professional service provider firm or office, unless such an independent director has not been a person referred to above for at least two years.

7. Is not a director appointed as a representative of a director of the Company, a representative of a major shareholder of the Company, or a representative of a shareholder of the Company which is a related person of the major shareholder of the Company;

8. Does not engage in any business with similar nature as that of the Company and is competitive with the business of the Company, subsidiary or is not a substantial partner in a partnership, a director participating in any management role, an employee or officer, an advisor obtaining regular salary from, or a shareholder holding more than one percent of the voting shares of accompany engaging in any business with similar nature to the Company or subsidiary.

9. Does not have any characteristics which will inept the ability to provide independent comment or opinion on the operation of the Company.

Information of Independent Directors
who can be appointed as a proxy for a shareholder who cannot attend the meeting

Name	Age	Position	Address	Having an conflict of interest on the proposed agenda for the 2020 Annual General Meeting
1. Mr. Nuttachat Charuchinda	65	Independent Director / Chairman of the Risk Management Committee	52/48 Bang Khen Muang Nonthaburi Nonthaburi 11000	none
2. Miss Siriwan Chierapong	65	Independent Director / Member of the Audit Committee	11/127 Sao Thong Hin Bang Yai Nonthaburi 11140	none
3. Mr. Charcrie Buranakanonda	65	Independent Director / Member of the Corporate Governance Committee	21/1 Wongsawang Bang Sue Bangkok 10800	none
4. Air Marshal Boonsuib Prasit	66	Independent Director / Member of the Nomination and Remuneration	7/24 Moo 4 Wat Chalo Bang Kruai Nonthaburi 11130	none

Remarks:

All above Independent Directors have no special conflict of interest in the agenda of the 2020 Annual General Meeting.

(-Translation-)

Articles of Association of IRPC Public Company Limited
(Relevant to the Shareholder's Meeting)

CHAPTER 1 GENERAL PROVISIONS

Article 1. In this Articles of Association

"Company"	means	IRPC Public Company Limited
"Laws"	means	The Public Limited Company Act and the Securities and Exchange Act
"Registrar"	means	The registrar according to the Public Limited Company Act
"Share Registrar"	means	The securities registrar according to the Securities and Exchange Act

Article 2. Unless otherwise provided herein, the provisions of Laws shall apply.

CHAPTER 2 ISSUANCE OF SHARES

Article 3. The Company's shares consist of fully paid-up ordinary shares of equal value. The Company may issue preference shares, debentures, convertible preference shares and other securities under the law on securities and exchange. The conversion of preference shares (if any) into ordinary shares may be carried out upon the shareholder's submission of an application to the Company in accordance with the form prescribed by the Company along with the return of share certificates.

The conversion of debentures (if any) into ordinary shares may be carried out in accordance with the terms consented to by the Company and in accordance with the stipulations in the documents pertaining to the debentures.

With regard to the payment for shares and/or convertible debentures, the subscriber of shares or purchaser of shares may not set-off debts with the Company, except in the event of a business reorganization of the Company ordered by the court and the business reorganization plan specifies that payment for shares and/or convertible debentures by the subscriber of shares or purchaser of shares may be set-off against debts owed by the Company.

CHAPTER 4 BOARD OF DIRECTORS

Article 15. The board of directors shall comprise not less than 5 directors but not more than 15 directors, provided that not less than half of the total number of directors must have residence in the Kingdom and each director must have qualifications as required by the Public Limited Company Act.

Article 16. The voting method for electing directors shall be as follows:

(1) Each shareholder shall be entitled to 1 vote per 1 share;

(2) The election of directors may be made for individual director or directors as a group at one time in order to full the number of directors to be elected at such time as the shareholders' meeting deems appropriate. In voting whether for electing individual director or directors as a group, each director so elected by a shareholder shall receive the votes according to the number of all shares held by such shareholder in accordance with (1). Such votes cannot be allotted to any person at any number.

(3) After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until the Company have directors equivalent to the number of directors of the Company or equivalent to the number of directors required at such time. Where the votes for candidates in descending order are tied, which would cause the number of directors to be exceeded the number of directors that the Company may have or that to be elected at such time, the chairman of the meeting shall have a casting vote.

Article 17. At each annual general meeting of shareholders, 1/3 of the directors, that the Company may have, shall retire from office. If the number of directors is not a multiple of 3 then the number nearest to 1/3 must retire from office.

The directors who are to retire during the first and second year following the registration of the Company shall be drawn by lots. In every subsequent year, the director who has held office longest shall retire.

A retiring director may be re-elected.

Article 22. The Board of Directors shall elect one of the directors to be the Chairman of the board.

In the case where the Board of Directors deems expedient, the Board may elect one or several directors to be Vice-Chairman. The Vice-Chairman shall have duties as stipulated in the Articles of Association in the businesses entrusted by the Chairman of the Board.

The Board of Directors has the power to appoint the President (Chief Executive Officer) of the Company who has been nominated pursuant to the nomination process and procedure under the relevant laws and regulations and the President shall be a director and secretary to the Board of Directors.

Article 24. The chairman of the board shall be the person who calls the meetings of the board of directors. In calling a meeting of the board of directors, the chairman of the board or the person entrusted by the chairman of the board shall serve a written notice calling for such meeting to the directors not less than 7 days prior to the date of the meeting. Unless necessary or urgent to preserve the rights or benefits of the company, the meeting may be called by other methods and an earlier meeting date may be chosen.

Two or more directors may request a meeting of the board of directors. In this case, the chairman of the board shall determine the date of the meeting within 14 days as from the date of receipt of the request.

In the case, there is no chairman or there is but unable to perform his or her duty, two or more directors shall be the persons who call a meeting of the board of directors.

The place where will be the meeting place under paragraph one shall be in the locality in which the head office or branch office of the company is located or any place where the board of directors deems expedient.

Article 26. A director is entitled to emoluments from the Company in the form of a reward, meeting allowance, remuneration, bonus or other forms of benefits pursuant to the Articles or as stipulated by the shareholders' meeting. The meeting of shareholders may prescribe a fixed amount or provide rules for making a determination, and the prescription may be applicable to a certain occasion or for an indefinite period until a subsequent alteration. In addition, a director shall receive stipends and welfare benefits pursuant to the regulations of the Company.

The provisions in paragraph one shall not prejudice the rights of employees and hired workers of the Company who are appointed as Directors to receive emoluments and benefits in their capacities as an employee or hired worker of the Company.

CHAPTER 5 SHAREHOLDERS' MEETING

Article 30. The board of directors shall arrange for an annual general meeting of shareholders within 4 months from the end of the fiscal year of the Company. All other general meeting of shareholders are called "extraordinary general meeting". The board of directors may convene extraordinary general meeting of shareholders whenever they think fit.

Article 31. One or more shareholder(s) holding not less than ten (10) percent of the total issued shares may request in writing to the Board of Directors to hold an extraordinary meeting of shareholders at

any time but they shall clearly specify reasons for such request in the notice. In such case, the Board of Directors must hold a meeting of shareholders within forty-five days from the date of receipt of the notice.

In the case that the Board of Directors does not hold such meeting within the period specified in the first paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may hold the meeting by themselves within forty-five days from the lapse of the period referred in the first paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the holding of the meeting and reasonable facilitation.

In the case that the quorum of the meeting convened as requested by the shareholders according to the second paragraph cannot be formed as required by this Articles of Association, the shareholders under the second paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.

Article 32. In convening a shareholders' meeting, the board of directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting, as well as adequate details that clearly indicate whether such matters are proposed for acknowledgement, approval, or consideration, as the case may be; and the board of directors' opinions on such matters. The notice shall be sent to the shareholders and the Registrar not less than 7 days prior to the date of the meeting and be advertised in a newspaper for 3 consecutive days, not less than 3 days prior to the date of the meeting.

The place of meeting pursuant to the first paragraph shall be in the area which the head office or branch office of the Company is located or in a nearby province.

Article 33. At a shareholders' meeting, there shall be not less than 25 shareholders and proxies, or not less than one half of the total number of shareholders, whichever is the less, and in either case such shareholders and proxies shall hold shares altogether not less than 1/3 of the total number of share sold attending the meeting to constitute a quorum, unless otherwise stipulated by Laws.

At any shareholders' meeting, if the number of shareholders attending the meeting does not constitute a quorum within 1 hour after the appointed time, the meeting shall be cancelled if it was convened by the request of shareholders. If the meeting was not convened by the request of shareholders, the meeting shall be convened once again and the notice convening the meeting shall be sent to the shareholders not less than 7 days prior to the date of the meeting. At such subsequent meeting, a quorum is not required.

Article 34. Unless otherwise stipulated by this Articles of Association or the Laws, decisions or resolutions of the shareholders' meeting shall be passed by a majority of the shareholders attending and voting in the meeting.

For each vote, 1 share shall count as 1 vote. Any shareholder who has interests in any matter shall not be entitled to vote on such matter except for electing a director.

In the event of a tied vote, the chairman of the meeting shall have a casting vote.

Article 35. In the following cases, the resolutions of the shareholders' meeting shall be passed by a vote of not less than 3/4 of the number of votes of shareholders attending the meeting and being entitled to vote in the meeting:

(1) A sale or transfer of all or substantial part of the Company's business to any other person;
(2) A purchase or acquisition of transfer of business of other companies or private companies by the Company;
(3) An entering into, amendment or termination of any contract relating to a lease out of all or substantial part of the Company's business;
(4) An assignment of the management control of the Company's business to any other person;

(5) A merger with any other person for the purpose of profit and loss sharing;
(6) An amendment to the Memorandum of Association or Articles of Association of the Company;
(7) An increase or reduction of the capital of the Company or an issuance of debentures;
(8) An amalgamation or dissolution of the Company.

Articles 35/1. In case the Company enters into any connected transaction, or acquisition or disposal of material assets of the Company under the rules of the Stock Exchange of Thailand, the Company shall comply with the rules as prescribed by the Stock Exchange of Thailand in respect of such matter.

In case the Company requires approval from the shareholders in order to enter into a connected transaction, or acquisition or disposal of material assets of the Company, such approval shall be passed by not less than three-fourth (3/4) of the number of votes of the shareholders or their proxies attending the meeting and being entitled to vote, excluding the votes of the interested shareholders.

Article 36. The agenda to be transacted at the annual general meeting of shareholders shall be as follows:
(1) To acknowledge report of the board of director with respect to the performance of the past 1 year including their opinions for further actions;
(2) To consider and approve the balance sheet and the profit and loss statement;
(3) To consider and approve the appropriation of the profit;
(4) To elect directors in place of those retiring by rotation;
(5) To appoint an auditor and specify the remuneration for the auditor;
(6) Other business.

Article 37. The chairman of the board of directors shall be the chairman of the shareholders' meeting. In the event that the chairman is absent or unable to perform his/her duties, if there is a vice-chairman, the vice-chairman shall act as the chairman of the meeting. If there is no vice-chairman or there is but he/she is unable to perform his/her duties, the shareholders attending the meeting shall elect one of them to act as the chairman of the meeting.

Article 38. The chairman of the shareholders' meeting shall be responsible for conducting the meeting in accordance with the Articles of Association of the Company. The chairman shall conduct the meeting in the order as arranged in the notice of the meeting unless the meeting resolves to change the order of the agenda with votes of not less than 2/3 of the number of shareholders attending the meeting.

Article 39. A shareholder may appoint other person who has reached maturity as his/her proxy to attend the meeting and vote on his/her behalf. The appointment of such proxy must be made in writing. The instrument appointing a proxy shall specify date and signature of the shareholder in the form as prescribed by the Registrar which shall have at least the following details:
(1) The number of shares held by the shareholder;
(2) Name of the proxy;
(3) The meeting in which the proxy is appointed to attend, as well as period of appointment of the proxy. The proxy shall submit the proxy instrument to the chairman or the person assigned by the chairman at the place of meeting before entering the meeting.

CHAPTER 6 ACCOUNTS, FINANCE AND AUDITION

Article 40. The fiscal year of the Company shall commence on the 1st of January and end on the 31st of December of each year.

Article 41. The Company shall arrange for making, maintaining as well as auditing the accounts in accordance with the laws concerning therewith.

Article 42. The Company shall arrange for making a balance sheet and a profit and loss statement at the end of the fiscal year of the Company and propose them to the annual general meeting of shareholders for consideration and approval.

The board of directors shall arrange such balance sheet and profit and loss statement to be completely audited before proposing to the shareholders' meeting.

Article 43. The board of directors shall send the following documents to the shareholders together with the notice convening the annual general meeting of shareholders:

(1) Copies of the audited balance sheet and profit and loss statement together with the audit report of the auditor;

(2) Annual report of the board of directors.

Article 44. Dividends shall not be paid out of any type of fund other than out of the profits. The amount of profits remaining from the dividend payment shall be appropriated as other reserve funds as the board of directors deems appropriate.

The board of director may pay interim dividends from time to time to the shareholders if the Company's profit is adequate for doing so. After such dividend payment, the board of director shall then report the same to the shareholder at the next meeting.

A dividend shall be paid within the time period as prescribed by Laws. A written notice shall be sent to the shareholders and a notice of dividend payment shall also be published in the newspaper.

Article 45. The Company shall appropriate to the reserve fund of not less than 5 percent of the annual net profit, less the accumulated loss carried forward (if any) until the reserve fund reaches not less than 10 percent of the registered capital.

Article 46. Where the shares in the Company have not yet been sold out according to the number of share registered or where the Company has already registered an increase of capital, the Company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders provided that the approval of the shareholders' meeting shall be granted.

Article 47. The auditor shall not be a director, staff, employee, or officer of any position of the Company.

Article 48. The auditor has power to examine the accounts, documents and any other evidence relating to the revenues and expenditures as well as the assets and liabilities of the Company during the office hours as well as to request for clarification of fact or delivery of documents or evidence relating to business operations of the Company.

Article 49. The auditor has a duty to attend the shareholders' meeting whenever it is held to consider the balance sheet, the profit and loss statement and the problems relating to the accounts of the Company in order to give explanation to the shareholders about the auditing of accounts. The Company shall also send to the auditor the reports and documents of the Company which should be sent to the shareholders in that shareholders' meeting.

Article 50. The annual general meeting of shareholders shall appoint an auditor and determine the auditing fee of the Company every year. In appointing the auditor, the former auditor may be reappointed.

Article 51. The Company shall deliver to the Registrar the annual report together with copies of the balance sheet and the profit and loss statement which have already been audited by the auditor and approved by the shareholders' meeting and a copy of the minutes of the shareholders' meeting, specifically the part concerning the approval of the balance sheet, the allocation of profit and the distribution of dividends, certified to be true by a person authorised to sign on behalf of the Company. The Company shall also publish the balance sheet for public information in a newspaper for a period of at least 1 day within 1 month of the date of the shareholders' meeting at which approval of the balance sheet was granted.

Remark: The Company's Articles of Association is posted online at the Company's website (www.irpc.co.th)

อากร
แสตมป์
20 บาท

หนังสือมอบฉันทะ (แบบ ก.) / Proxy Form (Form A)

เขียนที่/Written at_____

วันที่/Date_____เดือน/Month_____พ.ศ./year_____

(1) ข้าพเจ้า..... สัญชาติ.....

I/We Nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล / แขวง.....

Residing at Road Sub-district

อำเภอ / เขต..... จังหวัด..... รหัสไปรษณีย์.....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ไออาร์พีซี จำกัด (มหาชน)

Being a shareholder of IRPC Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้

Holding a total amount of share(s) and have a right to vote equal to vote(s) as follows:

☐ หุ้นสามัญ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Ordinary share(s) share(s) having a right to vote equal to vote(s)

☐ หุ้นบุริมสิทธิ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Preference share(s) share(s) having a right to vote equal to vote(s)

(3) ขอมอบฉันทะให้

Hereby appoint

โปรดกาเครื่องหมายหน้าชื่อผู้รับมอบฉันทะเพียงชื่อเดียว / PLEASE SELECT ONLY ONE PROXY

☐ (1) ..... อายุ..... ปี

age years

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

Residing at Road Tambon/Sub-district

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ

Amphur/District Province Postal Code or

☐ (2) **นายณัฐชาติ จารุจินดา** กรรมการอิสระ อายุ 65 ปี

Mr. Nuttachat Charuchinda Independent Director age 65 years

อยู่บ้านเลขที่ 52/48 ถนน - ตำบล/แขวง บางเขน

Residing at 52/48 Road - Tambon/Sub-district Bang Khen

อำเภอ/เขต เมืองนนทบุรี จังหวัด นนทบุรี รหัสไปรษณีย์ 11000 หรือ

Amphur/District Muang Nonthaburi Province Nonthaburi Postal Code 11000 or

การมี / ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 : ไม่มี

Having interest in agenda proposed to the 2020 Annual General Meeting: None

☐ (3) **นางสาวสิริวรรณ เจียระพงษ์** กรรมการอิสระ อายุ 65 ปี

Miss Siriwan Chierapong Independent Director age 65 years

อยู่บ้านเลขที่ 11/127 ถนน - ตำบล/แขวง เสาธงหิน

Residing at 11/127 Road - Tambon/Sub-district Sao Thong Hin

อำเภอ/เขต บางใหญ่ จังหวัด นนทบุรี รหัสไปรษณีย์ 11140 หรือ

Amphur/District Bang Yai Province Nonthaburi Postal Code 11140 or

การมี / ไม่มี ส่วนได้เสียในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563: ไม่มี

Having interest in agenda proposed to the 2020 Annual General Meeting: None

☐ (4) **นายชาครีย์ บูรณกานนท์** กรรมการอิสระ อายุ 65 ปี

Mr. Charcrie Buranakanonda Independent Director age 65 years

อยู่บ้านเลขที่ 21/1 ถนน - ตำบล/แขวง วงศ์สว่าง

Residing at 21/1 Road - Tambon/Sub-district Wongsawang

อำเภอ/เขต บางซื่อ จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10800 หรือ

Amphur/District Bang Sue Province Bangkok Postal Code 10800 or

การมี / ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 : ไม่มี

Having interest in agenda proposed to the 2020 Annual General Meeting: None

☐ (5) **พลอากาศโท บุญสืบ ประสิทธิ์** กรรมการอิสระ อายุ 66 ปี

Air Marshal Boonsuib Prasit Independent Director age 66 years

อยู่บ้านเลขที่ 7/24 ถนน - ตำบล/แขวง วัดชลอ

Residing at 7/24 Road - Tambon/Sub-district Wat Chalo

อำเภอ/เขต บางกรวย จังหวัด นนทบุรี รหัสไปรษณีย์ 11130 หรือ

Amphur/District Bang Kruai Province Nonthaburi Postal Code 11130 or

การมี / ไม่มี ส่วนได้เสียในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563: ไม่มี

Having interest in agenda proposed to the 2020 Annual General Meeting: None

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันที่ 3 กรกฎาคม 2563 เวลา 09.30 น. ณ ห้องประชุม ชั้น 6 ของบริษัท ไออาร์พีซี จำกัด (มหาชน) เลขที่ 555/2 ศูนย์เอนเนอร์ยี่คอมเพล็กซ์ อาคารบี ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of the above as my/our proxy to attend and vote on my/our behalf in the 2020 Annual General Meeting of Shareholders to be held on 3 July 2020 at 09.30 a.m. at the Meeting Room, flor 6 of IRPC Public Company Limited, 555/2, Energy Complex, building B, Vibhavadi Rangsit Road, Chutachak, Bangkok 10900, or such other date, time and place should the meeting be postponed.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions performed by the proxy in the meeting shall have an effect as if such actions have been performed by me/us in all respects.

ลงชื่อ/Signed_____ผู้มอบฉันทะ/Appointer

( )

ลงชื่อ/Signed_____ผู้รับมอบฉันทะ/Proxy

( )

ลงชื่อ/Signed_____ผู้รับมอบฉันทะ/Proxy

( )

ลงชื่อ/Signed_____ผู้รับมอบฉันทะ/Proxy

( )

หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเท่านั้นเพื่อเป็นผู้เข้าประชุมและออกเสียงลงคะแนน โดยไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote for the meeting and may not split the number of shares to many proxies for splitting votes.

กรณีการมอบฉันทะ ผู้รับมอบฉันทะต้องนำ 1.แบบฟอร์มลงทะเบียน และ 2.หนังสือมอบฉันทะซึ่งกรอกรายละเอียดครบถ้วนแล้ว พร้อมแนบ 3.สำเนาเอกสารหลักฐานอย่างครบถ้วน มาแสดงต่อพนักงานลงทะเบียน

In case the shareholder appoints a proxy, the proxy must present 1.the registration form 2.the completed proxy form and 3.the required documents show to a registration staff.

อากร
แสตมป์
20 บาท

หนังสือมอบฉันทะ (แบบ ข.) / Proxy Form (Form B)

เขียนที่/Written at_____

วันที่/Date_____เดือน/Month_____พ.ศ./year_____

(1) ข้าพเจ้า..... สัญชาติ.....
I/We Nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล / แขวง.....
Residing at Road Sub-district

อำเภอ / เขต..... จังหวัด..... รหัสไปรษณีย์.....
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ไออาร์พีซี จำกัด (มหาชน)
Being a shareholder of IRPC Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้
Holding a total amount of share(s) and have a right to vote equal to vote(s) as follows:

☐ หุ้นสามัญ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง
Ordinary share(s) share(s) having a right to vote equal to vote(s)

☐ หุ้นบุริมสิทธิ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง
Preference share(s) share(s) having a right to vote equal to vote(s)

(3) ขอมอบฉันทะให้
hereby appoint

โปรดกาเครื่องหมายหน้าชื่อผู้รับมอบฉันทะเพียงชื่อเดียว / PLEASE SELECT ONLY ONE PROXY

☐ (1)..... อายุ..... ปี
age years

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....
Residing at Road Tambon/Sub-district

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ
Amphur/District Province Postal Code or

☐ (2) **นายณัฐชาติ จารุจินดา** กรรมการอิสระ อายุ 65 ปี
Mr. Nuttachat Charuchinda Independent Director age 65 years

อยู่บ้านเลขที่ 52/48 ถนน - ตำบล/แขวง บางเขน
Residing at 52/48 Road - Tambon/Sub-district Bang Khen

อำเภอ/เขต เมืองนนทบุรี จังหวัด นนทบุรี รหัสไปรษณีย์ 11000 หรือ
Amphur/District Muang Nonthaburi Province Nonthaburi Postal Code 11000 or

การมี / ไม่มี ส่วนได้เสียในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563: ไม่มี

Having interest in agenda proposed to the 2020 Annual General Meeting: None

☐ (3) **นางสาวสิริวรรณ เจียระพงษ์** กรรมการอิสระ อายุ 65 ปี
Miss Siriwan Chierapong Independent Director age 65 years

อยู่บ้านเลขที่ 11/127 ถนน - ตำบล/แขวง เสาธงหิน
Residing at 11/127 Road - Tambon/Sub-district Sao Thong Hin

อำเภอ/เขต บางใหญ่ จังหวัด นนทบุรี รหัสไปรษณีย์ 11140 หรือ
Amphur/District Bang Yai Province Nonthaburi Postal Code 11140 or

การมี / ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 : ไม่มี

Having interest in agenda proposed to the 2020 Annual General Meeting: None

☐ (4) นายชาครีย์ บูรณกานนท์ กรรมการอิสระ อายุ 65 ปี
Mr. Charcrie Buranakanonda Independent Director age 65 years
อยู่บ้านเลขที่ 21/1 ถนน - ตำบล/แขวง วงศ์สว่าง
Residing at 21/1 Road - Tambon/Sub-district Wongsawang
อำเภอ/เขต บางซื่อ จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10800 หรือ
Amphur/District Bang Sue Province Bangkok Postal Code 10800 or

การมี / ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 : ไม่มี

Having interest in agenda proposed to the 2020 Annual General Meeting: None

☐ (5) พลอากาศโท บุญสืบ ประสิทธิ์ กรรมการอิสระ อายุ 66 ปี
Air Marshal Boonsuib Prasit Independent Director age 66 years
อยู่บ้านเลขที่ 7/24 ถนน - ตำบล/แขวง วัดชลอ
Residing at 7/24 Road - Tambon/Sub-district Wat Chalo
อำเภอ/เขต บางกรวย จังหวัด นนทบุรี รหัสไปรษณีย์ 11130 หรือ
Amphur/District Bang Kruai Province Nonthaburi Postal Code 11130 or

การมี / ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 : ไม่มี

Having interest in agenda proposed to the 2020 Annual General Meeting: None

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ใน วันที่ 3 กรกฎาคม 2563 เวลา 09.30 น. ณ ห้องประชุม ชั้น 6 ของบริษัท ไออาร์พีซี จำกัด (มหาชน) เลขที่ 555/2 ศูนย์เอนเนอร์ยี่คอมเพล็กซ์ อาคาร บี ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

only one of the above as my/our proxy to attend and vote on my/our behalf in the 2020 Annual General Meeting of Shareholders to be held on 3 July 2020 at 09.30 a.m. at the Meeting Room, flor 6 of IRPC Public Company Limited, 555/2, Energy Complex, building B, Vibhavadi Rangsit Road, Chutachak, Bangkok 10900 or such other date, time and place should the meeting be postponed.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/we authorise my/our proxy to vote on my/our behalf as follows:

☐ **ระเบียบวาระที่ 1 เรื่อง รับทราบรายงานผลการดำเนินงานในรอบปี 2562 และพิจารณาอนุมัติงบการเงินของบริษัทฯ ประจำปี 2562**

Item 1 Subject: **To Acknowledge the Company's 2019 Operating Results and approve the Company's 2019 Financial Statements**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

☐ **ระเบียบวาระที่ 2 เรื่อง รับทราบการจ่ายเงินปันผลระหว่างกาล สำหรับผลการดำเนินงานปี 2562**

Item 2 Subject: **To Acknowledge the Interim Dividend Payment of the Company's 2019 Operating Results**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

☐ **ระเบียบวาระที่ 3 เรื่อง พิจารณาแต่งตั้งและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2563**

Item 3 Subject: To Appoint Auditors and Determine Auditor Fees for the Year 2020

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

☐ **ระเบียบวาระที่ 4 เรื่อง พิจารณาแก้ไขข้อบังคับบริษัทฯ ข้อ 22 และข้อ 24**

Item 4 Subject: To Approve Amendments to the Company's Article of Association no.22 and no. 24

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

☐ **ระเบียบวาระที่ 5 เรื่อง พิจารณากำหนดค่าตอบแทนกรรมการประจำปี 2563**

Item 5 Subject: To Approve Board of Directors' Remunerations for the Year 2020

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

☐ **ระเบียบวาระที่ 6 เรื่อง พิจารณาเลือกตั้งกรรมการ แทนกรรมการที่ออกตามวาระ**

Item 6 Subject: To elect or re-elect directors in replacement of those retiring by rotation

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ การแต่งตั้งกรรมการทั้งชุด

Appointment of the entire board of directors

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of an individual director

ชื่อกรรมการ: **นายวุฒิสาร ตันไชย (กรรมการอิสระ)**

Name of director: **Mr. Woothisarn Tanchai (Independent Director)**

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ: **นายสมนึก บำรุงสาลี (กรรมการอิสระ)**

Name of director: **Mr. Somnuk Bomrungsalee (Independent Director)**

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ: **นายอนุสรณ์ แสงนิ่มนวล (กรรมการอิสระ)**

Name of director: **Mr. Anusorn Sangnimnuan (Independent Director)**

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ: **นายเอกนิติ นิติทัณฑ์ประภาศ**

Name of director: **Mr. Ekniti Nitithanprapas**

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ: **นายจุมพล สำเภาพล (กรรมการอิสระ)**

Name of director: **Mr. Jumpol Sumpaopol (Independent Director)**

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

☐ **ระเบียบวาระที่ 7 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)**

Item 7 Subject: Any Other Business (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในระเบียบวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Any vote cast by the proxy in any agenda item which is not in compliance with this proxy form, shall be invalid and shall not be regarded as the vote cast by me/us as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในระเบียบวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร

In case I/we do not indicate my/our intention to vote in any agenda, or indicate my/our intention unclearly or in case the meeting considers or resolves on any matter in addition to the above agendas, including where there is any change or addition of fact in any aspect, the proxy shall be entitled to consider and vote on my/our behalf in all matters as it deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions performed by the proxy in the meeting, except where the proxy does not cast the vote as specified by me/us in this proxy form, shall have an effect as if such actions have been performed by me/us in all respects.

ลงชื่อ/Signed_____ผู้มอบฉันทะ/Appointer

( )

ลงชื่อ/Signed_____ผู้รับมอบฉันทะ/Proxy

( )

ลงชื่อ/Signed_____ผู้รับมอบฉันทะ/Proxy

( )

ลงชื่อ/Signed_____ผู้รับมอบฉันทะ/Proxy

( )

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเท่านั้นเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

   The shareholder appointing the proxy must authorise only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

2. ระเบียบวาระที่ 6: "**พิจารณาเลือกตั้งกรรมการ แทนกรรมการที่ออกตามวาระ**" สามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคลได้

   For the agenda Item 6: "**To elect or re-elect directors in replacement of those retiring by rotation**", the entire board of directors can be elected or each director can be elected individually.

3. ในกรณีที่มีระเบียบวาระที่จะพิจารณาในการประชุม มากกว่าระเบียบวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแนบหนังสือมอบฉันทะแบบ ข. ตามแนบ

   In case there are agenda to be considered other than the agenda specified above, the Appointer can further specify in the attachment to the Proxy Form (Form B).

กรณีการมอบฉันทะ	ผู้รับมอบฉันทะต้องนำ 1.แบบฟอร์มลงทะเบียนและ 2.หนังสือมอบฉันทะ ซึ่งกรอกรายละเอียดครบถ้วนแล้ว พร้อมแนบ 3.สำเนาเอกสารหลักฐานอย่างครบถ้วน มาแสดงต่อพนักงานลงทะเบียน
In case the shareholder appoints a proxy,	the proxy must present 1.the registration form and 2.the completed proxy form and 3. the required documents show to a registration staff.

ใบประจำต่อแนบหนังสือมอบฉันทะ แบบ ข.

Attachment to the Proxy Form (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไออาร์พีซี จำกัด (มหาชน)

Appointment of a proxy by the shareholder of IRPC Public Company Limited

การประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันที่ 3 กรกฎาคม 2563 เวลา 09.30 น. ณ ห้องประชุม ชั้น 6 ของบริษัท ไออาร์พีซี จำกัด (มหาชน) เลขที่ 555/2 ศูนย์เอนเนอร์ยี่คอมเพล็กซ์ อาคาร บี ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2020 Annual General Meeting of Shareholders to be held on 3 July 2020 at 09.30 a.m. at the meeting room, flor 6 of IRPC Public Company Limited, 555/2, Energy Complex, building B, Vibhavadi Rangsit Road, Chutachak, Bangkok 10900 or such other date, time and place should the meeting be postponed.

☐ ระเบียบวาระที่ ..... เรื่อง .....

Item Subject:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

☐ ระเบียบวาระที่ ..... เรื่อง .....

Item Subject:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

☐ ระเบียบวาระที่ ..... เรื่อง พิจารณาเลือกตั้งกรรมการ (ต่อ)

Item Subject: To consider and approve the election of directors (Continued)

ชื่อกรรมการ .....

Name of director

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ .....

Name of director

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ .....

Name of director

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ .....

Name of director

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ .....

Name of director

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve Disapprove Abstain

อากร
แสตมป์
20 บาท

หนังสือมอบฉันทะ (แบบ ค.)

Proxy (Form C)

เลขทะเบียนผู้ถือหุ้น
Shareholder Register No.

เขียนที่
Written at

วันที่ เดือน พ.ศ.
Date Month Year

1) ข้าพเจ้า อายุ ปี
I/We age years
สำนักงานตั้งอยู่เลขที่ ถนน ตำบล/แขวง
Having the office at No. Road Tambon/Sub-district
อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Amphur/District Province Postal Code
ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ
As the custodian of
ซึ่งเป็นผู้ถือหุ้นของบริษัท ไออาร์พีซี จำกัด (มหาชน)
Being a shareholder of IRPC Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
Holding a total amount of share(s) and have a right to vote equal to vote(s) as follows:
หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
Ordinary share (s) share(s) and have a right to vote equal to vote(s) as follows:
หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
preference share (s) share(s) and have a right to vote equal to vote(s) as follows:

2) ขอมอบฉันทะให้
Hereby appoint

โปรดกาเครื่องหมายหน้าชื่อผู้รับมอบฉันทะเพียงชื่อเดียว / PLEASE SELECT ONLY ONE PROXY

☐ (1) อายุ ปี
age years
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at Road Tambon/Sub-district
อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
Amphur/District Province Postal Code or

☐ (2) **นายณัฐชาติ จารุจินดา** กรรมการอิสระ อายุ 65 ปี
Mr. Nuttachat Charuchinda Independent Director age 65 years
อยู่บ้านเลขที่ 52/48 ถนน - ตำบล/แขวง บางเขน
Residing at 52/48 Road - Tambon/Sub-district Bang Khen
อำเภอ/เขต เมืองนนทบุรี จังหวัด นนทบุรี รหัสไปรษณีย์ 11000 หรือ
Amphur/District Muang Nonthaburi Province Nonthaburi Postal Code 11000 or

การมี / ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 : ไม่มี

Having interest in agenda proposed to the 2020 Annual General Meeting: None

☐ (3) **นางสาวสิริวรรณ เจียระพงษ์** กรรมการอิสระ อายุ 65 ปี

Miss Siriwan Chierapong Independent Director age 65 years

อยู่บ้านเลขที่ 11/127 ถนน - ตำบล/แขวง เสาธงหิน

Residing at 11/127 Road - Tambon/Sub-district Sao Thong Hin

อำเภอ/เขต บางใหญ่ จังหวัด นนทบุรี รหัสไปรษณีย์ 11140 หรือ

Amphur/District Bang Yai Province Nonthaburi Postal Code 11140 or

การมี / ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 : ไม่มี

Having interest in agenda proposed to the 2020 Annual General Meeting: None

☐ (4) **นายชาครีย์ บูรณกานนท์** กรรมการอิสระ อายุ 65 ปี

Mr. Charcrie Buranakanonda Independent Director age 65 years

อยู่บ้านเลขที่ 21/1 ถนน - ตำบล/แขวง วงศ์สว่าง

Residing at 21/1 Road - Tambon/Sub-district Wongsawang

อำเภอ/เขต บางซื่อ จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10800 หรือ

Amphur/District Bang Sue Province Bangkok Postal Code 10800 or

การมี / ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 : ไม่มี

Having interest in agenda proposed to the 2020 Annual General Meeting: None

☐ (5) **พลอากาศโท บุญสืบ ประสิทธิ์** กรรมการอิสระ อายุ 66 ปี

Air Marshal Boonsuib Prasit Independent Director age 66 years

อยู่บ้านเลขที่ 7/24 ถนน - ตำบล/แขวง วัดชลอ

Residing at 7/24 Road - Tambon/Sub-district Wat Chalo

อำเภอ/เขต บางกรวย จังหวัด นนทบุรี รหัสไปรษณีย์ 11130 หรือ

Amphur/District Bang Kruai Province Nonthaburi Postal Code 11130 or

การมี / ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 : ไม่มี

Having interest in agenda proposed to the 2020 Annual General Meeting: **None**

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันที่ 3 กรกฎาคม 2563 เวลา 09.30 น. ณ ห้องประชุม ชั้น 6 ของบริษัท ไออาร์พีซี จำกัด (มหาชน) เลขที่ 555/2 ศูนย์เอนเนอร์ยี่คอมเพล็กซ์ อาคาร บี ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

only one of the above as my/our proxy to attend and vote on my/our behalf in the 2020 Annual General Meeting of Shareholders to be held on 3 July 2020 at 09.30 a.m.at the meeting room, flor 6 of IRPC Public Company Limited, 555/2, Energy Complex, building B, Vibhavadi Rangsit Road, Chutachak, Bangkok 10900 or such other date, time and place should the meeting be postponed.

3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We authorize the proxy to vote on my/our behalf at the Meeting as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้

Grant proxy the total amount of shares holding and entitled to vote.

☐ มอบฉันทะบางส่วน คือ ☐ หุ้นสามัญ ..... หุ้น และมีสิทธิออกเสียงลงคะแนนได้ ..... เสียง

Grant partial shares of ordinary share shares and have the rights to vote equal to votes

☐ หุ้นบุริมสิทธิ ..... หุ้น และมีสิทธิออกเสียงลงคะแนนได้ ..... เสียง

preference share shares and have the rights to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด ..... เสียง

The total number of voting right is votes

4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/we authorise my/our proxy to vote on my/our behalf as follows:

☐ **ระเบียบวาระที่ 1 เรื่อง รับทราบรายงานผลการดำเนินงานในรอบปี 2562 และพิจารณาอนุมัติงบการเงินของบริษัทฯ ประจำปี 2562**

Item 1 Subject: To Acknowledge the Company's 2019 Operating Results and Approve the Company's 2019 Financial Statements

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve Votes Disapprove Votes Abstain Votes

☐ **ระเบียบวาระที่ 2 เรื่อง รับทราบการจ่ายเงินปันผลระหว่างกาล สำหรับผลการดำเนินงานปี 2562**

Item 2 Subject: To Acknowledge the Interim Dividends Payment of the Company's 2019 Operating Results

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve Votes Disapprove Votes Abstain Votes

☐ **ระเบียบวาระที่ 3 เรื่อง พิจารณาแต่งตั้งและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2563**

Item 3 Subject: To Appoint Auditors and Determine Auditor fees for the Year 2020

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve Votes Disapprove Votes Abstain Votes

ระเบียบวาระที่ 4 เรื่อง พิจารณาแก้ไขข้อบังคับบริษัทฯ ข้อ 22 และข้อ 24

Item 4 Subject: To Approve Amendments to the Company's Article of Association no.22 and no. 24

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve Votes Disapprove Votes Abstain Votes

☐ **ระเบียบวาระที่ 5 เรื่อง พิจารณากำหนดค่าตอบแทนกรรมการประจำปี 2563**

Item 5 Subject: To Approve Board of Directors' Remuneration for the Year 2020

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve Votes Disapprove Votes Abstain Votes

☐ **ระเบียบวาระที่ 6 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ**

Item 6 Subject: To Elect or Re-elect Directors in replacement of those Retiring by Rotation

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ การแต่งตั้งกรรมการทั้งชุด

Appointment of the entire board of directors

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve Votes Disapprove Votes Abstain Votes

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of an individual director

ชื่อกรรมการ: **นายวุฒิสาร ตันไชย (กรรมการอิสระ)**

Name of director: **Mr. Woothisarn Tanchai (Independent Director)**

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย .....เสียง ☐ งดออกเสียง.....เสียง

Approve Votes Disapprove Votes Abstain Votes

ชื่อกรรมการ: **นายสมนึก บำรุงสาลี (กรรมการอิสระ)**

Name of director: **Mr. Somnuk Bomrungsalee (Independent Director)**

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย .....เสียง ☐ งดออกเสียง.....เสียง

Approve Votes Disapprove Votes Abstain Votes

ชื่อกรรมการ: **นายอนุสรณ์ แสงนิ่มนวล (กรรมการอิสระ)**

Name of director: **Mr.Anusorn Sangnimnuan (Independent Director)**

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย .....เสียง ☐ งดออกเสียง.....เสียง

Approve Votes Disapprove Votes Abstain Votes

ชื่อกรรมการ: **นายเอกนิติ นิติทัณฑ์ประภาศ**

Name of director: **Mr.Ekniti Nitithanprapas**

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย .....เสียง ☐ งดออกเสียง.....เสียง

Approve Votes Disapprove Votes Abstain Votes

ชื่อกรรมการ: **นายจุมพล สำเภาพล (กรรมการอิสระ)**

Name of director: **Mr.Jumpol Sumpaopol (Independent Director)**

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย .....เสียง ☐ งดออกเสียง.....เสียง

Approve Votes Disapprove Votes Abstain Votes

☐ **ระเบียบวาระที่ 7 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)**

Item 7 Subject: Any Other Business (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve Votes Disapprove Votes Abstain Votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในระเบียบวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Any vote cast by the proxy in any agenda which is not in compliance with this proxy form shall be invalid and shall not be regarded as the vote cast by me/us as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในระเบียบวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we do not indicate my/our intention to vote in any agenda, or indicate my/our intention unclearly or in case the meeting considers or resolves on any matter in addition to the above agendas, including where there is any change or addition of fact in any aspect, the proxy shall be entitled to consider and vote on my/our behalf in all matters as it deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions performed by the proxy in the meeting, except where the proxy does not cast the vote as specified by me/us in the proxy form, shall have an effect as if such actions have been performed by me/us in all respects.

ลงชื่อ/Signed_____ผู้มอบฉันทะ/Appointer

( )

ลงชื่อ/Signed_____ผู้รับมอบฉันทะ/Proxy

( )

ลงชื่อ/Signed_____ผู้รับมอบฉันทะ/Proxy

( )

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค.

Attachment to the Proxy Form (Form C)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไออาร์พีซี จำกัด (มหาชน)

Appointment of a proxy by the shareholder of IRPC Public Company Limited

การประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันที่ 3 กรกฎาคม 2563 เวลา 09.30 น. ณ ห้องประชุม ชั้น 6 ของบริษัท ไออาร์พีซี จำกัด (มหาชน) เลขที่ 555/2 ศูนย์เอนเนอร์ยี่คอมเพล็กซ์ อาคาร บี ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2020 Annual General Meeting of Shareholders to be held on 3 July 2020 at 09.30 a.m.at the meeting room, flor 6 of IRPC Public Company Limited, 555/2, Energy Complex, building B, Vibhavadi Rangsit Road, Chutachak, Bangkok 10900 or such other date, time and place should the meeting be postponed.

☐ วาระที่ ..... เรื่อง .....

Item Subject:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ..... เสียง ☐ ไม่เห็นด้วย ..... เสียง ☐ งดออกเสียง ..... เสียง

Approve Votes Disapprove Votes Abstain Votes

☐ วาระที่ ..... เรื่อง .....

Item Subject:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorise the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย ..... เสียง ☐ ไม่เห็นด้วย ..... เสียง ☐ งดออกเสียง ..... เสียง

Approve Votes Disapprove Votes Abstain Votes

☐ วาระที่ ..... เรื่อง พิจารณาเลือกตั้งกรรมการ (ต่อ)

Item Subject: To consider and approve the election of directors (Continued)

ชื่อกรรมการ .....

Name of director

☐ เห็นด้วย ..... เสียง ☐ ไม่เห็นด้วย ..... เสียง ☐ งดออกเสียง ..... เสียง

Approve Votes Disapprove Votes Abstain Votes

ชื่อกรรมการ .....

Name of director

☐ เห็นด้วย ..... เสียง ☐ ไม่เห็นด้วย ..... เสียง ☐ งดออกเสียง ..... เสียง

Approve Votes Disapprove Votes Abstain Votes

ชื่อกรรมการ .....

Name of director

☐ เห็นด้วย ..... เสียง ☐ ไม่เห็นด้วย ..... เสียง ☐ งดออกเสียง ..... เสียง

Approve Votes Disapprove Votes Abstain Votes

ชื่อกรรมการ .....

Name of director

☐ เห็นด้วย ..... เสียง ☐ ไม่เห็นด้วย ..... เสียง ☐ งดออกเสียง ..... เสียง

Approve Votes Disapprove Votes Abstain Votes