

## Criteria for Proposing Meeting Agenda Issues

### The Annual General Shareholders' Meeting of IRPC

To recognize the rights and equitable treatment of shareholders and to promote the good Corporate Governance Principles (CG Code), **IRPC Public Company Limited** (the Company) grants shareholders to propose any matters/issues considered beneficial to the Company to be considered as agenda of the Annual General Shareholders' Meeting (AGM) in advance every year. The criteria for consideration are as follows:

#### **Criteria:**

#### **1. The Qualifications of Rightful Shareholders**

- 1.1 Being a shareholder of the Company, which may be either a single shareholder or several shareholders whose shares are counted together.
- 1.2 Holding shares or hold shares altogether of not less than four (4) percent of the total voting shares of the Company.
- 1.3 Having a name listed in the shareholder register book as of the book closing date or the record date (RD) for the right to attend the AGM of that year, as announced by the Board of Directors.
- 1.4 Having continuously held those shares for at least 12 months until the book closing date or the record date (RD) for the right to attend the AGM of that year.

#### **2. The Proposal of an Agenda Issue to be placed on the AGM**

- 2.1 The qualified shareholder(s) according to criteria no.1 can propose matters to be placed on the agenda by filling in the “**Form for Proposing Agenda for the Annual General Shareholders' Meeting**” with enclosing all and complete related supporting documents and submit them to the Company within the time and through the channels specified in Criteria no.5.
- 2.2 In case combined shareholders propose the agenda, all of them must fill in the “**Form for Proposing Agenda for the Annual General Shareholders' Meeting**” and sign their name as evidence before gathering those forms into one set for submission.
- 2.3 The Company reserves the right to be excused for considering the proposed agenda in case the information or supporting documents are incomplete or inaccurate or unable to contact shareholder(s).
- 2.4 Proposals that will not be placed on the agenda

For effective organization of the AGM, the Company reserves the right to be excused from placing the following proposal on the agenda:

- (1) The proposal that violates the criteria specified by the Company's Board or those notified by the Capital Market Supervisory Board.
- (2) The proposal that is the regular operation of business, and the shareholder's claim does not indicate any reasonable suspicion of irregularity.

- (3) The proposal that is beyond the Company's authority to take action as expected.
- (4) The proposal that does not benefit the overall operation of the Company or is not in compliance with the terms of laws.
- (5) The proposal that the shareholder already proposed at the AGM within the past 12 months and was supported by fewer than 10% of the total voting shares of the Company unless the facts of the said proposal have significantly changed from those of the previous.
- (6) The proposal by the shareholder who is not fully qualified or whose information or supporting documents enclosed are incorrect or incomplete or the proposal submitted after the deadline.
- (7) The proposal that the Company has already taken action.
- (8) The proposal that violates the laws, public morals or regulations of the supervisory authority, or the proposal that does not comply with the Company's objectives and regulations.
- (9) The proposal with cases specified by the Capital Market Supervisory Board.

### 3. Procedures and Methods of Consideration

- 3.1 The Company shall review and screen the agenda proposed by the shareholders before proposing to the President and Chief Executive Officer, and the Company's Board of Directors for consideration in accordance with the specified criteria.
- 3.2 The proposal approved by the Board of Directors will be placed on the AGM agenda.  
For the proposals disapproved by the Board, the Company will inform the shareholders in the AGM.
- 3.3 The decision or resolution of the Board is final.
- 3.4 In case the shareholders (at the AGM) resolved by a majority vote of the total number of shareholders attending the meeting and having the right to vote, approving to include the proposed matter in the AGM agenda, the Board will place it on the agenda of the next shareholder's meeting. However, it shall be in accordance with the criteria prescribed by law.

### 4. Supporting Documents

- 4.1 The evidence of shareholding, i.e., certificates of shares held issued by securities companies or any other certified documents from The Stock Exchange of Thailand or Thailand Securities Depository Company Limited.

4.2 The evidence of combined shareholders:

- (1) For individual shareholders: A certified true copy of valid identification card or passport (in case of non-residents).
- (2) For juristic persons: A certified true copy of the company registration documents, valid identification card or passport (in case of non-residents) of the authorized signatories.

4.3 The “Form for Proposing Agenda for the Annual General Shareholders’ Meeting”, please separate one form for one proposal agenda item.

In case combined shareholders propose the agenda, one of them must be assigned as their representative. In this regard, any contact between the Company and its representative shall be deemed as the Company dealt with all other shareholders in the group as well.

4.4 Certified true copies of other supporting documents beneficial for the consideration of the Board (if any).

## 5. Timing and Channels for Proposing Agenda

Shareholders can submit original documents (Form for Proposing Agenda) and supporting evidence that has already been signed to the company from now on until December 31, 2023 through the following channels:

### 5.1 By Post:

**ATTN: The Company Secretary (Office of Corporate Affairs)**

IRPC Public Company Limited  
555/2 Energy Complex Building B, 10<sup>th</sup> Floor,  
Vibhavadi-Rangsit Road, Chatuchak, Bangkok 10900 ; or

5.2 **Email:** [cg@irpc.co.th](mailto:cg@irpc.co.th) ; or

5.3 **Company’s website:** [www.irpc.co.th](http://www.irpc.co.th)

For further information, please contact the Corporate Secretary or Corporate Governance Officer at Tel. 02 765 7920 or email: [cg@irpc.co.th](mailto:cg@irpc.co.th)