

Criteria to propose Directorial Candidate 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. Criteria for Nominating a Person to be a Director of the Company

- 2.1 The qualified shareholder(s) according to criteria no.1 can propose a candidate who is suitably qualified to be considered as director of the Company by filling in the **“ Form for Proposing Directorial Candidate for the Annual General Shareholders' Meeting ”** with enclosing all and complete related supporting documents and submitting them to the Company within the deadline and through the channels specified in criteria no.5.
- 2.2 In case combined shareholders propose a nominee, all of them must fill in the **“ Form for Proposing Directorial Candidate for the Annual General Shareholders' Meeting ”** and sign their name as evidence. One form per one nominee must be completed before gathering those forms into one set for submission.

2.3 The directorial candidate must possess the following qualifications:

- (1) Being fully qualified and having no legal prohibited characteristics according to the Public Limited Companies Act, the Securities and Exchange Act, notifications of the Capital Market Supervisory Board, regulations of the Securities and Exchange Commission, regulations of the Stock Exchange of Thailand, regulations of the Company, the good corporate governance principles of the Company, and other related regulations, as well as showing no lack of suitability to be given credibility in the management of the Company.
- (2) Being qualified according to the Cabinet Resolution, dated 24 January 2011, regarding the appointment of senior government officials or individuals as members of the committee in state enterprises and/ or corporates of which state enterprises hold the shares. (not more than 3 companies or state enterprises)
- (3) Having the knowledge, capability, expertise, and diverse experience in the areas that benefit most suit the Company's business in the way that will be add value to the Company and the shareholders.
- (4) Possessing the character and image, including virtue, morality, autonomy, assertiveness, creativity, a strong sense of duty with care and loyalty, devotion, dedication, and acceptability, which support and promote the good corporate governance, creating value to the Company.

3. Procedures and Methods of Consideration

- 3.1 The Company shall review and screen the qualifications of the directorial candidate in accordance with the specified criteria before proposing to the President and Chief Executive Officer, the Nomination and Remuneration Committee, and the Company's Board of Directors for considerations.
- 3.2 The name of the nominees approved by the Board of Directors will be included in the agenda under the subject "Nomination of Directors" within the AGM notice. For the nominees disapproved by the Board, the Company will notify the shareholders in the AGM.
- 3.3 The decision or resolution of the Board is final.

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 natural persons: 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 “ **Form for Proposing Directorial Candidate for the Annual General Shareholders’ Meeting**” filled out and signed as evidence by the shareholders.

In case combined shareholders propose the name of a directorial candidate, all of them must fill out the form, sign as evidence, and gather those forms into one set, each of which is for one nominee. In addition, all combined shareholders must assign one of them as their attorney-in-fact. In this regard, any contact between the Company and the attorney-in-fact is that done between the Company and all combined shareholders who sign the form.

4.4 “**Curriculum Vitae and Consent of the Directorial Candidate**” signed by the nominee.

4.5 Certified true copies of relevant supplementary documents such as evidence of educational qualifications, working and training experiences, and evidence of shareholding.

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

5. Timing and Channels for Proposal Submission

Shareholders can submit original documents 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, 10th Floor,

Vibhavadi-Rangsit Road, Chatuchak, Bangkok 10900 ; or

5.2 **Email:** cg@irpc.co.th ; or

5.3 **Company’s website:** 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