

**Criteria for Exercising the Right to Propose Agenda Items
For the Annual General Meeting of Shareholders of IRPC Public Company Limited
(AGM 2027)**

IRPC Public Company Limited (the “Company”) recognizes the importance of shareholders’ rights and equitable treatment of shareholders in accordance with the principles of good corporate governance (CG Code). The Company therefore provides shareholders with an opportunity to propose matters that they consider beneficial to the Company for consideration and inclusion as agenda items of the Annual General Meeting of Shareholders (AGM) in advance on an annual basis, subject to the following criteria and procedures:

Criteria:

1. Qualifications of Eligible Shareholders

- 1.1 The shareholder may be an individual shareholder or a group of shareholders acting jointly.
- 1.2 The shareholder (s) collectively must hold not less than four (4) percent of the total voting share of the Company. This is a criterion established by the Company to promote shareholders’ rights to propose agenda items in advance.
- 1.3 The shareholder (s) must be listed in the shareholder register as of the book closing date or the record date (RD) for determining the right to attend the AGM for that year, as announced by the Board of Directors.
- 1.4 The shareholder(s) must have continuously held the shares for at least twelve (12) months from the date of acquisition until the book closing date or the record date (RD) to determine the right to attend the AGM for that year.

2. Proposal of Matters for Inclusion as AGM Agenda Items

- 2.1 A shareholder who meets all the qualifications specified in Clause 1 may propose a matter for consideration and inclusion as an agenda item of the AGM by completing the “FORM FOR EXERCISING THE RIGHT TO PROPOSE AGENDA ITEMS FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS”, together with all relevant and complete supporting documents, and submitting them to the Company within the period and through the channels specified in Clause 5.
- 2.2 In the case where several shareholders jointly propose a matter for consideration and inclusion as an agenda item of the AGM, each shareholder must complete and sign the “FORM FOR EXERCISING THE RIGHT TO PROPOSE AGENDA ITEMS FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS” as evidence, and all completed forms shall be collected and submitted as one set.

- 2.3 The Company reserves the right not to consider a proposal if the information or supporting documents submitted by the shareholder(s) are incorrect, incomplete, or insufficient, or if the Company is unable to contact the shareholder(s).

2.4 Proposals that will not be included as AGM agenda items

For the effective conduct of the AGM, **the Company reserves the right not to include the following matters as agenda items:**

- (1) A matter that does not comply with the criteria prescribed by the Board of Directors or the criteria prescribed by the Capital Market Supervisory Board.
- (2) A matter relating to the ordinary course of business of the Company where the facts presented by the shareholder do not indicate reasonable grounds for suspicion of any irregularity in such matter.
- (3) A matter that is beyond the authority of the Company to take action as requested.
- (4) A matter that is not beneficial to the operations of the Company and its shareholders as a whole or does not comply with applicable legal requirements.
- (5) A matter that the shareholder previously proposed to the shareholders' meeting within the preceding twelve (12) months and which received support from less than ten (10) percent of the total voting rights of the Company, unless the facts underlying the proposal have materially changed from those existing at the time the matter was previously proposed to the shareholders' meeting.
- (6) A matter proposed by a shareholder who does not meet the required qualifications, or where the information or supporting documents submitted are incorrect, incomplete, or insufficient, or where the proposal is submitted after the specified deadline.
- (7) A matter that the Company has already taken action on.
- (8) A matter that violates the law, public order or public morals, regulations or requirements of regulatory authorities, or the Company's objectives or Articles of Association.
- (9) Any other matter as prescribed by the Capital Market Supervisory Board.

3. Procedures and Consideration Process

- 3.1 The Company will verify the qualifications of the shareholder(s), the supporting documents, and the proposed matter to ensure compliance with the specified criteria before submitting the proposal to the Board of Directors for consideration.
- 3.2 A proposal approved by the Board of Directors will be included as an agenda item of the AGM and presented in the Notice of the AGM.
- 3.3 In the event that the Board of Directors resolves not to approve the inclusion of a proposed matter as an agenda item, the Company will inform the shareholder(s) of the reasons for such decision.
- 3.4 The decision or resolution of the Board of Directors shall be final.

- 3.5 In the event that the shareholders' meeting resolves, by a majority vote of the total votes of the shareholders present at the meeting and entitled to vote, to approve the inclusion of a matter proposed by a shareholder as an agenda item, the Board of Directors will include such matter as an agenda item of the next shareholders' meeting to be convened by the Company, subject to the criteria and conditions prescribed by law.

4. Supporting Documents and Evidence

- 4.1 Evidence of shareholding, such as a shareholding certificate issued by a securities company or other supporting documents issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd. (TSD). Such evidence must indicate the number of shares held and the period of shareholding in accordance with the criteria prescribed by the Company.
- 4.2 Supporting documents of all shareholders in the case of a joint proposal:
- (1) Individual shareholder: A certified true copy of a valid identification card or passport (for foreign shareholders).
 - (2) Juristic person: A certified true copy of the juristic person's certificate of registration, together with a certified true copy of the valid identification card or passport (for foreign shareholders) of the authorized signatory who has signed the proposal, with certification of the copies.
- 4.3 The "FORM FOR EXERCISING THE RIGHT TO PROPOSE AGENDA ITEMS FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS", must be submitted separately for each proposed agenda item. In the case of a joint proposal by several shareholders, one shareholder must be designated as the representative for communication and coordination purposes. Any communication by the Company with such designated representatives shall be deemed to constitute communication with all shareholders who have jointly signed the proposal.
- 4.4 Any additional supporting documents that may be beneficial to the consideration of the Board of Directors (if any), together with certified true copies.

5. Period and Channels for Submitting Proposals for Inclusion as AGM Agenda Items

Shareholders may submit the original documents and duly signed supporting evidence to the Company from **4 September 2026 to 31 December 2026** through the following channels:

- 5.1 By Post: Attention to Company Secretary (Corporate Affairs Office)

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

- 5.2 By Email: cg@irpc.co.th

- 5.3 Company Website: www.irpc.co.th

For further information, please contact the Company Secretary or a Corporate Governance Officer.

Tel. 0 2765 7920 or email: cg@irpc.co.th