

**(Translation)**

**Terms and Conditions on the Purchase of Shares in  
Banpu Public Company Limited from the Dissenting Shareholders**

<b>Purchaser</b>	:	Banpu Minerals Company Limited <sup>1</sup> (the “ <b>Purchaser</b> ”)
<b>Persons who are entitled to sell shares</b>	:	<p>The shareholders of Banpu Public Company Limited (the “<b>Company</b>”) who have the following characteristics (the “<b>Dissenting Shareholders</b>”):</p> <ol style="list-style-type: none"> <li>1. having their name appear in the share register book of the Company as of the date for determining the names of the shareholders of the Company who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2026 (Record Date) held to consider and approve the amalgamation between the Company and Banpu Power Public Company Limited (“<b>BPP</b>”) under the provisions of the Public Limited Companies Act B.E. 2535 (1992), as amended (the “<b>PLCA</b>”) (the “<b>Amalgamation</b>”);</li> <li>2. having attended the Extraordinary General Meeting of Shareholders No. 1/2026 in person or by proxy, and voted against the Amalgamation in the agenda proposed to the shareholders’ meeting to consider and approve the entry into the Amalgamation; and</li> <li>3. completing the form accepting the offer to purchase the shares and returning it together with relevant supporting documents by the date specified by the Purchaser.</li> </ol>
<b>Securities to be purchased</b>	:	Ordinary shares of the Company
<b>Purchase price</b>	:	The price of the ordinary shares of the Company being last traded on the Stock Exchange of Thailand (the “ <b>SET</b> ”) prior to the date on which the Extraordinary General Meeting of

<sup>1</sup> Banpu Mineral Company Limited is a limited company incorporated under the laws of Thailand, with Banpu Public Company Limited holding 100.00 per cent of its total issued and outstanding shares.

		<p>Shareholders No. 1/2026 resolves to approve the Amalgamation in accordance with Paragraph 2 of Section 146 of the PLCA (i.e. the closing price of shares of the Company traded on the SET on 28 January 2026).</p> <p>The purchase of shares from the Dissenting Shareholders may be made over the counter or by other means as the Purchaser deems fit under the law whereby the Dissenting Shareholders may be subject to applicable tax under the relevant laws for their sale of shares to the Purchaser.</p>
<b>Number of Shares to be purchased</b>	:	Not more than the total number of shares held (as of the Record Date) by the Company's shareholders who voted against the Amalgamation at the Extraordinary General Meeting of Shareholders No. 1/2026.
<b>Conditions for the share purchase</b>	:	<p>The Purchaser reserves the right, in any case, to use its discretion to withdraw from being the purchaser of shares from the Dissenting Shareholders, as well as to amend the terms and conditions for the purchase of the shares due to any reasons, including upon the occurrence of any of the following events:</p> <ol style="list-style-type: none"> <li>1. there having been an abnormal movement in respect of the amount of sale or purchase of ordinary shares of the Company or the price of ordinary shares of the Company during the period between the date on which the Board of Directors' Meeting has resolved to approve the Amalgamation until the last business day prior to the date of the Extraordinary General Meeting of Shareholders No. 1/2026; or</li> <li>2. there having been any event or change that causes or could be reasonably expected to cause material damages to the status or assets of the Company, provided that such event or change is not caused by the Purchaser.</li> </ol>
<b>Offer agent</b>	:	The Purchaser will further notify the Dissenting Shareholders of the relevant details in the share offer document.

<b>Shares purchase period</b>	:	The Purchaser will further notify the Dissenting Shareholders regarding the share purchase period in the share offer document.
<b>Payment method</b>	:	The Purchaser will further notify the Dissenting Shareholders of the relevant details in the share offer document.