

**Governing Rules for Joint Shareholders' Meetings  
Banpu Public Company Limited (the "Company")**

Clause 1. In these Rules, unless otherwise provided,

**"Shareholders"** means the shareholders of the Company, including a representative of a juristic person and a proxy of such Shareholder.

**"Chairman"** means the chairman of the Joint Shareholders' Meeting.

**"Meeting"** or **"Attend a Meeting"** means the Joint Shareholders' Meeting or attend the Joint Shareholders' Meeting, as the case may be.

**"Book Closure Date"** means the date of closure of the share register book for determining the right of Shareholders to Attend the Meeting in accordance with the Section 60 of the Public Limited Companies Act B.E. 2535.

**"Record Date"** means the date on which the Shareholders whose name is recorded in the shareholders' register for determining the right of Shareholders to Attend the Meeting in accordance with the Section 89/26 of the Securities and Exchange Act B.E. 2535 (as amended) .

Clause 2. Subject to Clauses 3, 4 and 6, each Shareholder whose name appears on the share register as of the Book Closure Date or the Record Date will be entitled to Attend a Meeting despite having an interest in specific agenda to be considered at the Meeting.

Clause 3. Participants shall submit a request to Attend a Meeting via the electronic meeting system, Inventech Connect, and submit the relevant supporting documents as specified in the enclosure prior to the Meeting. In this regard, the Shareholders may assign any person to Attend a Meeting and vote on their behalf.

Clause 4. The Company will open the electronic meeting system for the Shareholders to access two hours prior to the Meeting, to allow the Shareholders to have sufficient time to access and prepare for the Meeting.

Clause 5. A quorum of the Meeting shall be constituted by the attendance of Shareholders holding not less than one half of the total issued shares of each amalgamating company Attending a Meeting. Prior to the commencement of the Meeting, the Chairman or other person designated by the Chairman shall inform the Shareholders of the total number of Shareholders of the Company and Banpu Power Public Company Limited ("**BPP**") Attending a Meeting and the total number of shares held by the shareholders of each company, and inform the Meeting of the Rules for Meeting and the voting procedures in each Meeting agenda.

Clause 6. With respect to voting at the Meeting, one share shall have one vote. The Shareholders having special interest in any agenda will not be entitled to cast their vote except for the appointment of directors.

Before casting votes, if the Board of Directors is aware of such special interest, the Chairman or other person designated by the Chairman must inform the Meeting of the name of the Shareholder having special interest (if any) and the number of shares held by him/her and request that he/she abstain from voting in the respective agenda.

Clause 7. Resolutions of the Meeting for each agenda shall be passed by the majority votes of the shareholders of the Company and BPP Attend a Meeting, except for Agenda 9 regarding the consideration and approval of the determination of the directors' remuneration of the new company to be established as a result of the amalgamation between the Company and

BPP which must be approved by votes of not less than two-thirds of the total votes of the shareholders of the Company and BPP Attending a Meeting.

- Clause 8. As regards voting, each Shareholder and proxies shall cast their votes through the E-Voting system. Before the voting, the Chairman or other person designated by the Chairman shall explain to the Meeting the method of casting votes. After the Shareholders or proxies have cast their votes, the Chairman or other person designated by the Chairman shall announce the scores of the votes by specifying the number shares voting in favor, against or abstained.
- Clause 9. In case there is any conflict or difficulty arising in connection with the compliance with Clauses 3 and 4 of these Rules, the Chairman shall be empowered to make decision thereof. In forming his decision, the Chairman shall take into account the good faith of concerned persons and tradition of Meetings in so far as they do not conflict with applicable laws and the article of association of the Company and BPP. The Chairman may assign other person to exercise his power under this Clause.
- Clause 10. The Chairman is empowered to control the Meeting for the purpose of conducting the Meetings in order and ensuring equitable treatment to Shareholders.