

0169/065

7 August 2026

Subject: Invitation to the Extraordinary General Meeting of Shareholders no.1/2026
To: Shareholders of Banpu Public Company Limited
Enclosure 1 Articles of Association of the Company relating to the Shareholders' Meeting
Enclosure 2 Governing Rules for the Shareholders' Meeting
Enclosure 3 Guidelines for attending the Shareholders' Meeting through Electronic Media
3.1 The identification document and proxy
3.2 Manual of E-meeting system
3.3 Flowchart for the Meeting Attendance via E-meeting
Enclosure 4 Appointment of Proxy / Question in advance
Enclosure 5 TSD e-Proxy Voting
Enclosure 6 Proxy form A, B, C
Enclosure 7 Information of the Company's Independent Directors who represent to be a proxy at the Shareholders' Meeting

This notice is hereby given by the Board of Directors of Banpu Public Company Limited (the "Company") that the Extraordinary General Meeting of Shareholders no.1/2026 (the "EGM") will be scheduled to be held on September 7, 2026 at 13.30 hours by electronic meeting (E-meeting) , to conduct the following agendas:

Agenda 1 To Consider and Approve the Issuance and Offering of Debentures in an Aggregate Principal Amount Not Exceeding THB 80,000 Million

Fact and Reason As a result of the amalgamation between Banpu P Public Company Limited and Banpu Power Public Company Limited that was completed on July 31, 2026 (the "Amalgamation"), the Former Companies have ceased to hold the status as juristic persons upon establishment of the Company according to the Public Limited Companies Act B.E. 2535 (1992) (the "PLCA"), as amended. Consequently, any authorization previously obtained by the Former Companies in relation to issuances and offerings of debentures is no longer in effect.

To support the Company's funding requirements for its ordinary course of business and future investments or business expansion plans, including loan repayments, refinancing of

existing debentures and working capital purposes, the Company therefore would like to propose a plan to raise funds by issuing and offering debentures with the aggregate principal amount of the debentures to be issued shall not exceed than Baht 80,000 million, or its equivalent in USD or any other currency, calculated based on the prevailing exchange rate at the time of each issuance and offering of the debentures.

Board's Opinion The Board of Director deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 for consideration and approval of the issuance and offering of the Company's debentures in an aggregate principal amount of not exceeding THB 80,000 million, or its equivalent in U.S. dollars or any other foreign currency, calculated based on the exchange rate applicable at the time of each issuance and offering of the debentures. The details are as follows:

Type:	Any type and category of debentures, including without limitation, registered or bearer debentures, secured or unsecured debentures, subordinated or unsubordinated debentures, perpetual debentures, and debentures with or without a fixed redemption date, with or without a debenture holders' representative, as appropriate, depending on market conditions and other relevant factors at the time of each issuance and offering of the debentures.
Currency:	THB, USD and any/or any other currencies.
Total Amount:	The aggregate principal amount of the debentures to be issued shall not exceed THB 80,000 million, or its equivalent in USD or any other currency, calculated based on the prevailing exchange rate at the time of each issuance and offering of the debentures.
Use of Proceeds:	To support the Company's funding requirements for its ordinary course of business and future investments or business expansion plans, including loan repayments, refinancing of existing debentures and working capital purposes.
Maturity:	To be determined depending on market conditions and other relevant factors prevailing at the time of each issuance and offering of the debentures.

Interest Rate:	To be determined depending on market conditions and other relevant factors at the time of the issuance and offering of the debentures.
Call Option:	The Company may have the right to redeem the debentures prior to their maturity date and/or repurchase the debentures, subject to the terms and conditions of the relevant series of debentures.
Put Option:	The debenture holders may be granted the right to require the Company to redeem the debentures prior to their maturity date, subject to the terms and conditions specified by the Company and set out in the relevant series of debentures.
Offering:	The Company may issue and offer the debentures in one or more tranches and/or offerings, from time to time, as the Company deems appropriate, considering its funding requirements and prevailing market conditions.
Others:	The Chief Executive Officer, the Chief Financial Officer and/or the persons authorized by any such person, are authorised with power and authority to determine and agree on the pricing, tenor, timing and method of offering of the debentures, as well as any other terms and conditions relating thereto, including, without limitation, the opening of bank accounts for the payment of interest and principal to debenture holders, the appointment of financial advisor(s), legal advisor(s), underwriter(s), debenture registrar, debenture holders' representative and/or trustee, the negotiation, preparation, execution, amendment and delivery of any agreements, applications and other documents in connection with the issuance and offering of the debentures, the submission of applications, documents and evidence to the Securities and Exchange Commission, the Stock Exchange of Thailand, the Thai Bond Market Association, credit rating agencies and/or other relevant authorities

	or organizations, and the taking of any other actions necessary or desirable in connection with the issuance and offering of the debentures, as such person(s) may deem appropriate.
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Voting Requirement This agenda requires the approval of the meeting with the votes of not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and having the right to vote.

Agenda 2 To Consider and Approve the Payment of Interim Dividend

Fact and Reason Pursuant to Section 1201 of the Civil and Commercial Code, the declaration of dividends must be approved by a shareholders' meeting. Nevertheless, the Board of Directors has the authority to pay interim dividends to shareholders from time to time if it appears that the Company has sufficient profits to support such payment.

At present, the Company has retained earnings, adequate liquidity, and a strong financial position. The Board of Directors therefore considers it appropriate to propose the payment of an interim dividend from the Company's retained earnings to its shareholders in order to provide a return on their investment and to reflect the Company's ability to generate returns from its business operations.

Board's Opinion The Board of Directors has considered the matter and deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 for consideration and approval of the payment of an interim dividend from the Company's retained earnings as of 31 July 2026 at the rate of THB 0.40 per share. The record date for determining shareholders entitled to receive the dividend shall be 14 September 2026, and the dividend payment date shall be 25 September 2026. Such dividend will be paid from profits exempt from corporate income tax; therefore, shareholders will not be entitled to a tax credit.

Voting Requirement This agenda requires the approval of the meeting with a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 3 Other Business (if any)

Shareholders wishing to attend the meeting via electronic means (E-Meeting) are requested to follow the meeting attendance procedures set out in Enclosure 3. If a shareholder is unable to attend the meeting, he/she may appoint another person as proxy to attend and vote on his/her behalf by submitting a proxy form or appointing an independent director as proxy in accordance with the procedures specified in Enclosure 4, using only one of the prescribed proxy forms. Details of the independent directors who may act as proxies for shareholders at the meeting are set out in Enclosure 7.

The Company has fixed 14 August 2026 as the Record Date for determining the shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2026. In this regard, the Board of Directors has resolved to authorize the Chief Executive Officer and/or any person designated by the Chief Executive Officer to undertake any acts relating to the convening of the Extraordinary General Meeting of Shareholders No. 1/2026, including the issuance of the notice of such meeting, as well as the amendment of the date, time, venue and any other details relating thereto, as deemed necessary or appropriate.

Accordingly, shareholders are cordially invited to attend the meeting via electronic means on the date and at the time specified above.

Yours sincerely

-Signature-

(Mr. Chanin Vongkusolkrit)
Chairman of the Board

Articles of Association of the Company relating to the Shareholders' Meeting

Board of Directors

Article 16. The composition of the board of directors shall be designated by a general meeting of shareholders, but shall not be less than five directors,

provided that at least one half of the total number of directors must reside in the Kingdom. Directors must possess the qualifications prescribed by law and are not required to be shareholders of the Company.

At least one-third of the total number of directors of the Company shall be independent. Such independence shall be in accordance with the relevant rules of the laws governing securities and exchange.

Article 17. Directors shall be appointed by a shareholders' meeting. The criteria and procedures for appointment of directors shall be as follows:

- (1) each shareholder shall have one vote per share held by him/her;
- (2) each shareholder shall exercise all the votes he/she has to elect one or several persons to be director(s), and may not allocate his/her votes to any person in any number; and
- (3) if the number of nominated persons exceeds the number of directors to be appointed, persons who receive the highest votes in descending order shall be elected as directors in accordance with the number of directors to be appointed or elected at that time. In the case where the votes cast for candidates in descending order are tied, which would otherwise exceed the number of directors to be appointed or elected at that time, the chairman shall have a casting vote.

Article 18. At every annual general meeting, one-third of the directors shall retire from the office. If the number of directors is not a multiple of three, then the number nearest to one-third shall retire from the office.

Directors due to retire in the first and second years following the incorporation of the Company shall be selected by drawing lots. In every subsequent year, those with the longest term of office shall retire. Retiring directors are eligible for re-election.

Article 19. Other than the retirement by rotation, directors shall retire upon:

- (1) death;
- (2) resignation;
- (3) dismissal by court order;
- (4) disqualification or possession of prohibited characteristics prescribed by law;
- (5) removal by resolution of the shareholders' meeting.

- Article 20. Any director desiring to resign shall submit a resignation letter to the Company. The resignation shall take effect immediately when the letter reaches the Company. Such resigned director may also notify the registrar of his/her resignation.
- Article 21. In case of vacancy on the board for any reasons other than by rotation, the board of directors shall elect a person who is qualified and not having any prohibited characteristics prescribed by the laws governing the public limited companies and the laws governing securities and exchange to fill the vacancy at its subsequent meeting, unless the remaining term of such director is less than two months. A replacement director shall retain office only for the remaining term of the director whom he/she replaces.
- The resolution of the board of directors under paragraph one shall require not less than three-quarters of the votes of the remaining directors.
- Article 22. A meeting of shareholders may pass a resolution to remove any director from office prior to the expiry of his/her term by not less than three-quarters of the votes of the shareholders attending the meeting and eligible to vote, and the shares held by them shall not, in aggregate, be less than one half of the number of shares held by them attending the meeting and eligible to vote.
- Article 23. Subsisting directors may act notwithstanding any vacancy amongst them, except in the case where the vacancy results in the number of directors falling below the number required by these Articles to constitute a quorum, in which case, the remaining directors may only be empowered to hold a shareholders' meeting for the purpose of electing directors to fill all the vacancies.
- Article 24. The board of directors shall elect one director as the chairman of the board.
- If the board of directors deems it appropriate, it may elect one or more directors to be vice-chairman.
- The vice-chairman has the duties as specified in these Articles concerning such affairs as entrusted by the chairman.
- The chairman and the vice-chairman must not be executives of the Company.
- Article 25. Every meeting of the board of directors shall require not less than one half of the total number of directors to be present to constitute a quorum.
- The chairman shall preside at the meeting of the board of directors. In the case where the chairman is not present or is unable to perform his/her duty, a vice-chairman, if any, shall preside over the meeting. If there is no vice chairman or he/she is unable to perform his/her duty, the directors present at the meeting shall elect one among them to preside over the meeting.
- In the event where the board of directors' meeting is conducted via electronic media, the conduct of such meeting shall comply with the rules and standards of security for meetings via electronic media as announced by the relevant authorities.

Decisions of the meeting shall require a simple majority vote of the directors present at the meeting. Each director shall have one vote, provided that any director who has any interest in a particular matter may not vote on such matter. In case of a tie, the chairman of the meeting shall have a casting vote.

Article 26. In calling a meeting of the board of directors, whether a meeting in person or via electronic media, the chairman of the board or a person designated by him/her shall send a notice of meeting and supporting documents to all the directors at least three days in advance, except in case of necessity or urgency for the purposes of protecting rights or benefits of the Company, a meeting may be called by electronic means or other means and may be held earlier.

In the case where the chairman of the board is unable to perform his/her duty, if there is a vice-chairman of the board, he/she shall instead call a meeting of the board of director. If a vice-chairman is unable to perform his/her duty, at least two directors may jointly call a meeting of the board of director.

In this regard, a notice of meeting and supporting documents may be sent via electronic means, provided that the directors have declared their intentions or consents to the Company or the board of directors for sending a notice of meeting or documents via electronic means, the sending thereof shall be subject to the criteria prescribed by the registrar.

In the event of expediency or to protect the rights or benefits of the Company, at least two directors may jointly request for the chairman of the board to call a meeting of the board, provided that the agendas and reasons for calling such meeting must be stated in such request. In such cases, the chairman of the board shall proceed to call a meeting of the board and schedule the date thereof within fourteen days from the date of receipt of such request.

In the case where a chairman of the board fails to do so as specified under paragraph four, the directors who have made such request may jointly call and schedule the date of a meeting of the board to consider the proposed matter within fourteen days from the lapse of such period under paragraph four.

Article 27. The board of directors shall perform its duties in accordance with the laws, objectives and the Articles of Association as well as resolutions of the shareholders' meetings, with integrity and due care to protect the interests of the Company.

In performing its duties under paragraph one, the board of directors is empowered to (i) appoint an executive board, audit committee, nomination committee, compensation committee or any other committee or subcommittee or group of persons, regardless of its name, consisting of directors, or directors and third parties, or third parties, to take one or more acts as assigned by the board which may be subject to any conditions, period of time or remuneration; and (ii) authorise one or more directors, persons or any juristic persons to perform jointly or separately one or more acts as assigned by the board which may be subject to any conditions, period of time or remuneration, under the supervision of the

board.

The authorized signatories of the Company shall be two directors jointly signing with its corporate seal affixed. For this purpose, the board of directors may determine a list of the authorized directors.

Article 28. No director shall engage in any business, or be a partner in a general partnership or limited partners in a limited partnership, or serve as director of a private company or other companies of the same nature as, and competing with, the business of the Company, whether for their own benefit or for the benefit of others, unless otherwise informed to the meeting of shareholders prior to passing such resolution to appoint him/her.

Article 29. A director shall notify the Company without delay if he/she:

- (1) has any direct or indirect interest in any contract entered into by the Company during the fiscal year, by providing facts concerning the nature of the contract, name of the parties and his/her interest;
- (2) holds shares or debentures in the Company and its Affiliates, by indicating any increase or decrease thereof during the fiscal year.

Article 30. The board of directors shall hold a meeting at least once every three months in the vicinity of the Company's head office or in an adjacent province or any other place in the Kingdom as prescribed by the chairman of the board or a person designated by him/her or the chairman of the board may call such a meeting via electronic media. The meeting conducted via electronic media shall be in accordance with applicable laws, regulations, notifications, rules or any other relevant requirements. In such cases, it shall be deemed that the head office of the Company is the meeting venue.

Article 31. The board of directors shall ensure that minutes of the shareholders' meetings and board meetings are prepared and kept at the Company's head office. The minutes of the meetings shall be presumed to be accurate and valid evidence of the proceedings and resolutions as recorded in the minutes.

Article 32. Directors are entitled to receive rewards and remuneration from the Company, which may be in the form of one or more or combination of, among others, monthly salary, meeting attendance fee, allowances, bonus, welfare, securities of the Company or other benefits as may be designated by a meeting of shareholders, which may be a fixed amount, or prescribed from time to time, or outlined as a guideline, or in force indefinitely until further change is made.

Payment of the rewards, remuneration or any other benefits to directors as mentioned above shall not be contrary to, or inconsistent with, the qualifications of independent directors under the Securities and Exchange Act.

Nothing in paragraph one shall prejudice the rights of the Company's staff and employees elected as directors to receive their salary, remuneration, and any other benefits in their capacity as staff and employees of the Company.

Meetings of Shareholders

Article 33. The board of directors shall summon an annual general meeting of shareholders within four months from the end of each fiscal year of the Company and shall deliver documents required by law to the shareholders, together with the notice of meeting.

A meeting of shareholders other than the aforementioned meeting shall be called an extraordinary general meeting. The board of directors may call an extraordinary general meeting at any time as it considers appropriate, or when one or more shareholders representing not less than ten per cent of the total issued shares submit a written request for the board of directors to call a shareholders' meeting as an extraordinary general meeting, provided that the matters and reasons for calling such meeting must be clearly stated in such request. In such case, the board of directors shall proceed to call a meeting of shareholders within forty-five days from the date of receipt of such request from the shareholders. In this regard, a meeting of shareholder may be held via electronic means in accordance with applicable laws, regulations, notifications, rules, or any other relevant requirements.

If the board of directors fails to call such a meeting within the period under paragraph two, the shareholders who made such written request or other shareholders representing the requisite number of shares may call such meeting within forty-five days from the lapse of such period under paragraph two. In such case, it shall be deemed as a shareholders' meeting called by the board of directors, and as such, the Company shall bear necessary costs reasonably incurred by and facilitating such meeting.

In any shareholders' meeting called at the shareholders' request under paragraph three, if the number of shareholders present at the meeting is not sufficient to constitute a quorum as required by Article 36, the shareholders under paragraph three shall be jointly liable to reimburse the Company for the costs incurred by such meeting.

Article 34. In calling a meeting of shareholders, the board of directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting, together with reasonable details and a clear indication as to whether such matters are to be proposed for information, approval or consideration, as the case may be, as well as its opinions on such matters. Such notice shall be sent to the shareholders and the registrar not less than seven days prior to the date of the meeting and published in a newspaper for not less than three days prior to the date of the meeting. A notice of a meeting of shareholders may be published via electronic means in accordance with the criteria prescribed by the registrar.

A notice of a meeting of shareholders may be sent via electronic means, provided that the shareholders have declared their intentions or consents to the Company

or the board of directors for sending a notice of meeting or documents via electronic means, the sending thereof shall be subject to the criteria prescribed by the registrar.

In the case where a shareholders' meeting is called by the shareholders under Article 33, paragraph three, the shareholders causing the call may send a notice of meeting to shareholders via electronic means, provided that the shareholders have declared their intentions or consents thereof to the Company or the board of directors under paragraph two.

The meeting of shareholders must be held in the vicinity where the head office of the Company is located or in an adjacent province or any other place as prescribed by the chairman of the board or a person designated by him/her. In the case of a meeting conducted via electronic means, it shall be deemed that the head office of the Company is the meeting venue.

Article 35. The chairman is empowered to establish the rules of meeting procedure so as to keep order and fairness to all shareholders.

Article 36. Every meeting of shareholders shall require not less than twenty-five shareholders and proxies (if any) or not less than one half of the total number of shareholders to be present at the meeting, and representing not less than one-third of the total issued shares to constitute a quorum.

Article 37. At any meeting of shareholders, upon a lapse of one hour from the appointed time, if the number of shareholders present at the meeting is not sufficient to constitute a quorum as prescribed under these Articles, and such meeting is called at the shareholders' request, it shall be cancelled. If it is not called at the shareholders' request, the meeting shall be re-convened with at least seven days advance written notice prior to the meeting. At such subsequent meeting, no quorum is required.

Article 38. The chairman of the board shall preside over every meeting of shareholders.

In the case where the chairman of the board is not present or is unable to perform his/her duty, a vice-chairman, if any, shall preside over the meeting. If there is no vice-chairman or he/she is unable to perform his/her duty, the shareholders present at the meeting shall elect one among them to preside over the meeting.

Article 39. The chairman of the shareholders' meeting shall monitor and ensure that the shareholders' meeting complies with these Articles and proceeds in the order of the agenda specified in the notice of meeting, unless otherwise approved to rearrange the order of the agenda by a vote of not less than two-thirds of the total number of shareholders present at the meeting.

Article 40. A shareholder may appoint another person as proxy for attending and voting at a meeting on his/her behalf. The instrument appointing a proxy shall be made in writing and signed by the shareholder and shall be submitted to the chairman of the board or a person designated by the chairman of the board, at the place of the meeting before the proxy attends the meeting.

The appointment of a proxy shall be made in accordance with the form prescribed by the public limited companies registrar, containing at least the following particulars:

- (1) the number of shares held by the shareholder;
- (2) the name of the proxy; and
- (3) the meeting(s) or the period for which the proxy is granted.

In voting, the proxy shall be entitled to cast votes equal to the total number of votes held by the shareholder granting the proxy, unless the proxy declares to the meeting prior to voting that he/she will vote on behalf of only certain grantors by specifying the names of the grantors and the number of shares held by the grantors.

An appointment of proxy may be made via electronic means with safe and reliable means to ensure that the appointment is made by the shareholder him/herself, and in accordance with the criteria prescribed by the registrar.

Article 41. In casting a vote, each share shall carry one vote. Any shareholder having special interest in any particular matter shall have no right to vote on such matter, except for an election of directors.

Article 42. Unless otherwise provided by the Public Limited Companies Act, a resolution of a meeting of shareholders requires votes as follows:

- (1) in a normal case, a majority vote of the shareholders present and vote at the meeting is required; and in case of a tie, the chairman of the meeting shall have a casting vote;
- (2) in any of the following cases, not less than three-quarters of the total votes of the shareholders present at the meeting and entitled to vote is required:
 - (a) an amendment to the Memorandum of Association or Articles of Association of the Company;
 - (b) a sale or transfer of all or substantial parts of the business of the Company to a third party;
 - (c) a purchase or acceptance of transfer by the Company of business of other company or private company;
 - (d) an execution, amendment or termination of any contract concerning lease of all or substantial parts of the business of the Company, an assignment of a third party to manage the business of the Company, or a merger of the Company's business with a third party for the purpose of profit and loss sharing;
 - (e) an issuance of debentures, increase and reduction of the capital, merger, dissolution of the Company;

- (f) any other actions as required by law to be approved by a vote of not less than three-quarters of the total votes of the shareholders present at the meeting and entitled to vote.

Article 43. Matters to be conducted at an annual general meeting are as follows:

- (1) to consider acknowledging an annual report prepared by the board of directors;
- (2) to consider approving the Company's balance sheet and profit and loss statements;
- (3) to consider an allocation of profit;
- (4) to consider electing new directors to replace those due to retire by rotation and the remuneration of directors;
- (5) to consider appointing the Company's auditor and determining the auditing fee;
- (6) to consider other matters (if any).

Finance, Accounting and Auditor

Article 46. No dividends shall be paid otherwise than out of profits. In the case where the Company still has an accumulated loss, no dividends may be paid. Dividends shall be distributed equally in accordance with the number of shares, unless otherwise provided for preference shares.

The board of directors may declare interim dividends to the shareholders from time to time when it appears that the Company's profits justify such declaration, which must be reported to the shareholders at the next meeting.

Payment of dividends shall be made within one month from the date of such resolution of the meeting of shareholders or board of directors, as the case may be. The shareholders shall be notified in writing and a notice of payment of such dividends shall also be published in accordance with the criteria and procedure prescribed by law.

Article 47. The Company shall allocate to a reserve fund not less than five per cent of its annual net profits less the accumulated loss brought forward (if any) until the reserve fund reaches at least ten per cent of its registered capital, unless otherwise required by law or a reserve fund is prescribed to be higher.

Article 48. An auditor must not be a director, staff, employee or a person holding any position in the Company.

Article 49. The auditor shall attend every shareholders' meeting, at which the balance sheet, profit and loss statements and matters concerning accounts of the Company are to be considered, in order to provide his/her views on the audit.

Increase and Reduction of Capital

- Article 44. Subject to the Public Limited Companies Act, the Company may increase its registered capital by issuing new shares by resolution of a meeting of shareholders.
- Article 45. New shares issued for capital increase may be offered in whole or in part to the existing shareholders in proportion to their shareholding, or to the public or other persons, whether in whole or in part, in accordance with resolution of a meeting of shareholders.
- Article 46. The Company may offer shares at a price higher than the par value. In such case, the Company shall require the subscribers to pay the amount in excess of the par value together with the subscription price. The amount so received in excess of the par value, shall be credited to a share premium reserve which shall be maintained separately from the statutory reserves.
- Article 47. The Company may reduce its registered capital by lowering the par value of each share or by reducing the number of shares. In such event, the Company shall not reduce its capital to less than one-fourth (1/4) of the total capital, except where the Company has accumulated losses and has compensated for the accumulated losses in accordance with the order prescribed by law, and the Company still has accumulated losses. The Company may, in such case, reduce its capital to less than one-fourth (1/4) of the total capital.
- Article 48. The shareholders' meeting may pass a resolution to reduce its share capital by cancelling the registered shares that have not been subscribed or offered.

Debentures

- Article 49. Any borrowing by the Company by issuance of debentures for public offering shall comply with the Securities and Exchange Act.

Additional Provisions

- Article 50. In case the Company or any Subsidiary agrees to execute a connected transaction or a transaction relating to acquisition or disposition of material assets of the Company or the Subsidiary, as defined by the Stock Exchange of Thailand's Notifications applicable to the execution of connected transactions by listed companies or the acquisition or disposition of material assets by listed companies, as the case may be, the Company shall comply with the rules and procedures under the applicable Notifications accordingly.

Enclosure 2

**Governing Rules for Shareholder Meetings
Banpu Public Company Limited**

As a mere guidance to the Shareholders, the Rules shall not have any effect to any conduct carried out in accordance with laws and the articles of association and shareholders' resolutions of 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 a Shareholder.

“**Chairman**” means the chairman of the Meeting.

“**Meeting**” or “**Attend a Meeting**” means a shareholder meeting or attend a shareholder 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 Company 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 by the Securities and Exchange Act (No.4) B.E. 2551.

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 of 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 if attended by not less than 25 Shareholders or one half of the total number of Shareholders, in which cases the aggregate number of shares held by them shall not be less than one third of the total issued shares.

Prior to the commencement of the Meeting, the Chairman shall inform the Shareholders of the total number of Shareholders attending the Meeting and the total number of shares held by them, and read the material contents of the Rules.

Clause 6. With respect to voting at the Meeting, one share shall have one vote. 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 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.

Paragraph 2 of this Clause 6 shall apply *mutatis mutandis* to the Shareholder considered to have special interest in the respective agenda by virtue of the rules and regulations of the Stock Exchange of Thailand.

- Clause 7. Unless otherwise provided by laws or the Articles of Association of the Company, resolutions of Meetings shall be passed if adopted by the majority votes of Shareholders attending the Meetings and entitled to vote.

Before the voting, the Chairman must inform the Meeting when, under the laws or the Articles of Association of the Company, an adoption of respective resolutions requires more than the majority votes of Shareholders attending the Meeting and entitled to vote.

Paragraph 2 of this Clause 7 shall apply *mutatis mutandis* to the resolutions requiring specific number of votes under the rules and regulations of the Stock Exchange of Thailand.

- 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 conduct under 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.

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.

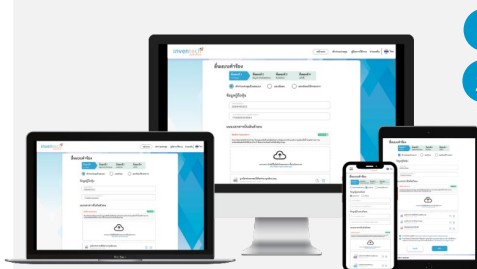
Guidelines for attending of Electronic Meeting by Inventech Connect

The Extraordinary General Meeting for shareholders No.1/2026
of Banpu Public Company Limited on 7 September 2026

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/BANPU143314R/#/homepage/> or scan QR Code and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice EGM
- 2 Choose type request for request form to 4 steps
 - Step 1 Fill in the information shown on the registration page
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information

**** Merge user accounts, please using the same email and phone number ****

- 3 Please wait for an email information detail of meeting and Password

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from **27 August 2026 at 8:30 a.m. and shall be closed on 7 September 2026** Until the end of the meeting.
3. The electronic conference system will be available on **7 September 2026 at 11:30 a.m. (2 hours before the opening of the meeting)**. Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

If you have any problems with the software, please contact Inventech Call Center



02-460-9225



@inventechconnect



The system available during 27 August-7 September 2026 at 08.30 a.m. – 05.30 p.m.
(Specifically excludes holidays and public holidays)

Report a problem
@inventechconnect



Watch live



The identification document and proxy

- **In case of an individual Shareholder Attending the meeting**
 - 1) a copy of “Identification document¹” of the Shareholders, certified true by the Shareholder.
- **In case of an individual Shareholder represented by proxy Attending the Meeting**
 - 1) a copy of “Identification document¹” of the Shareholders, certified true by the Shareholder;
 - 2) a copy of “Identification document¹” of the proxy holders, certified true by the proxy holder;
 - 3) a proxy in the form attached to the invitation of the Meeting, accurately completed and signed by the Shareholder and the proxy holder.
- **In case of a representative of juristic Shareholder attending the Meeting**
 - 1) a copy of “Identification document¹” of the representative, certified true by its representative;
 - 2) a copy of affidavit of the juristic Shareholders containing a statement indicating that such representative has been duly authorised to act on its behalf, certified true by its representative.
- **In case the juristic Shareholder attending the meeting by a proxy:**
 - 1) a proxy in the form attached to the invitation of the Meeting, accurately completed and signed by the Shareholder and the proxy holder;
 - 2) a copy of “Identification document¹” of the proxy holders, certified true by the proxy holder;
 - 3) a copy of affidavit of the juristic Shareholders containing a statement indicating that such representative has been duly authorised to act on its behalf, certified true by its representative.
- **Non-Thai Individual Shareholders or Non-Thai Juristic Persons Established under Foreign Laws**

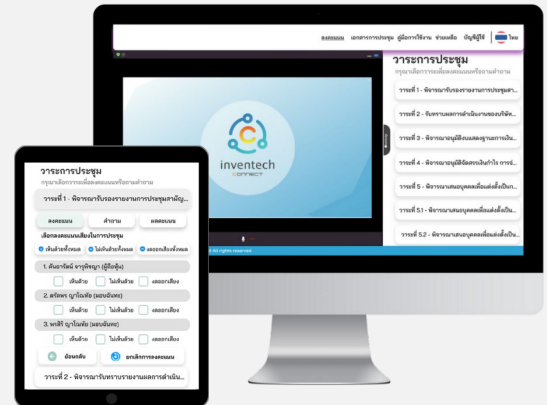
Subject to the provisions set out below, the details above shall apply *mutatis mutandis* to Shareholders who are non-Thai or juristic persons established under foreign laws, as the case may be: Affidavit of juristic persons may be issued by the Government Agency of the country in which such juristic person has been established or by its authorised officer. However, the Affidavit of the juristic person must contain details regarding its name, name of the person authorised to sign on its behalf and relevant conditions or limitation and its registered office. Original documents which are neither in Thai nor in English must be submitted together with Thai or English translation, certified true and correct by its authorised officer.

 - a) Affidavit of juristic persons may be issued by the Government Agency of the country in which such juristic person has been established or by its authorised officer (certified by a notary public or other competent authority before the Meeting date for the registration for no longer than 1 year). However, the Affidavit of the juristic person must contain details regarding its name, name of the person authorised to sign on its behalf and relevant conditions or limitation and its registered office.
 - b) Original documents which are neither in Thai nor in English must be submitted together with Thai or English translation, certified true and correct by its authorised officer

¹ “Identification document “ the document containing the photo of such person issued by the Government Agency, such as Identification Card, Driver Licence or Passport.

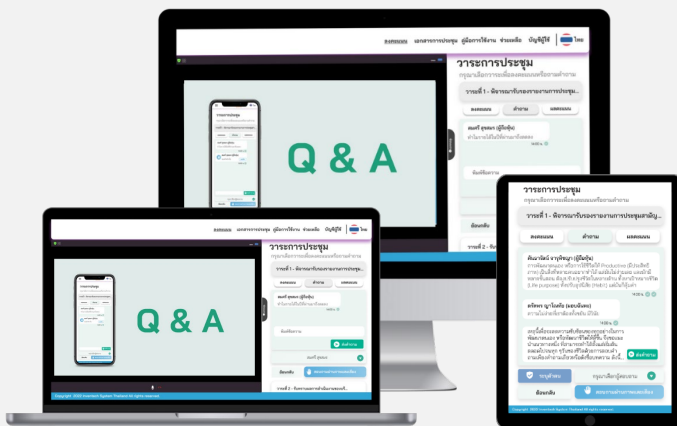
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Accept” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via Inventech Connect



- Select which agenda
 - Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
 - 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then you can open the microphone and camera

How to use Inventech Connect

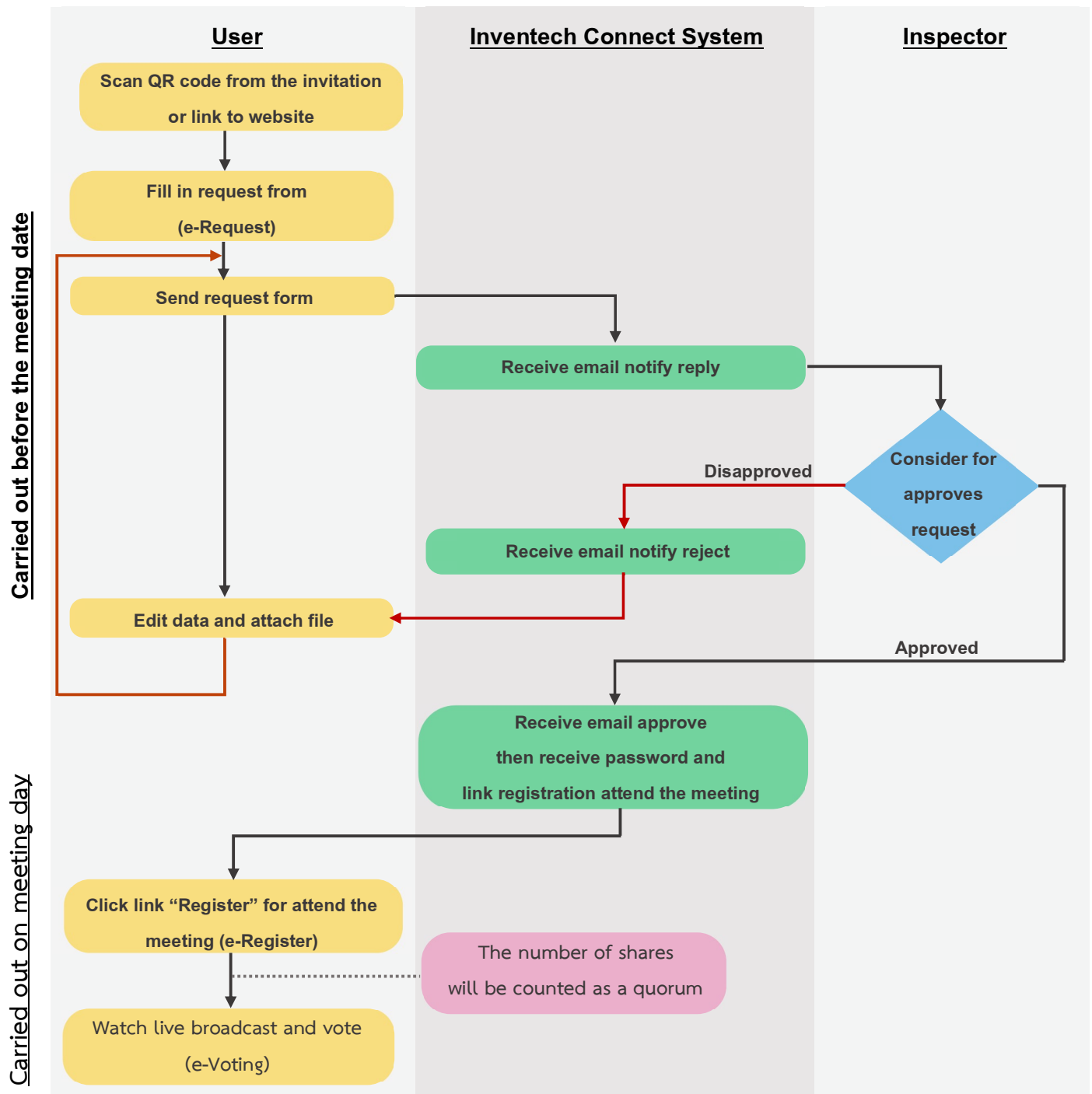


User Manual and Video of using Inventech Connect

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge ** The system does not supported internet explorer.

Flowchart for the Meeting Attendance via e-Meeting

**In case Merge account/change account**

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register for exit the quorum", the systems will be number of your shares out from the meeting base.

Condition of use

Enclosure no. 4

Appointment of the Proxy

For shareholders who are unable to attend the shareholders' meeting in person, they may appoint the Company's independent director as their proxy to attend the meeting and cast votes on their behalf by using Proxy Form B, which specifies the matters to be voted on. The name of the independent director has been provided as an option for shareholders' consideration in appointing a proxy, as shown in Enclosure No. 7: Information of the Independent Director Acting as Proxy for the Meeting as provided in the full Notice of the Shareholders' Meeting*.

You may access the full Notice of Meeting,

including the Privacy Notice, by scanning this QR code----->>



Shareholders may also appoint a director of the Company or any other person as their proxy by submitting the proxy form together with identification documents, such as a copy of an identification card or driving license, by 4 September 2026 at 5.00 p.m., through registration and submission of the application in one of the following methods (please select only one):

1. e-Request of Inventech system as mentioned in Guideline (This system will be available starting from **27 August 2026;or**
2. Send to the Company by mail to Banpu PCL. Corporate Secretary Department 28th Floor, Thanapoom Tower, 1550 New Petchburi Road, Makkasan, Ratchathewi Bangkok 10400. (Tel: 662 694 6819) ;or
3. Email : bod_sec@banpu.co.th ; or
4. Individual shareholders who are IVP members and have completed identity verification through NDID (National Digital ID) may access the e-Proxy Voting system via the **WISSET APP**. Mutual funds managed by asset management companies and foreign juristic entities represented by custodians that have subscribed to the e-Proxy Voting service with Thailand Securities Depository Co., Ltd. (TSD) may access the system through e-Proxy Voting for Intermediaries. The system will be available from **26 August 2026 until 4 September 2026 (5:00 p.m.)**.

Download the WISSET APP by scanning the QR Code



Shareholders may submit questions in advance for the Shareholders' Meeting by September 2, 2026. Please provide the shareholder's details, including full name, telephone number, email address (if any), the question(s), and the agenda item(s) related to the inquiry, and send them to: investor_relations@banpu.co.th or via Banpu IR Official Line Account: @banpu-ir.

Guidelines for Electronic Proxy Appointment for Shareholders' Meetings via TSD

TSD e-Proxy Voting via the WISSET APP

The e-Proxy Voting system will be available from **26 August 2026 until 5:00 p.m. on 4 September 2026**.

Shareholders wishing to appoint the Company's Independent Director as proxy through TSD's electronic proxy voting service (e-Proxy Voting) should proceed as follows:

- **Download the WISSET APP** by scanning the QR code below.



- **Review the user guide and complete the registration process:**

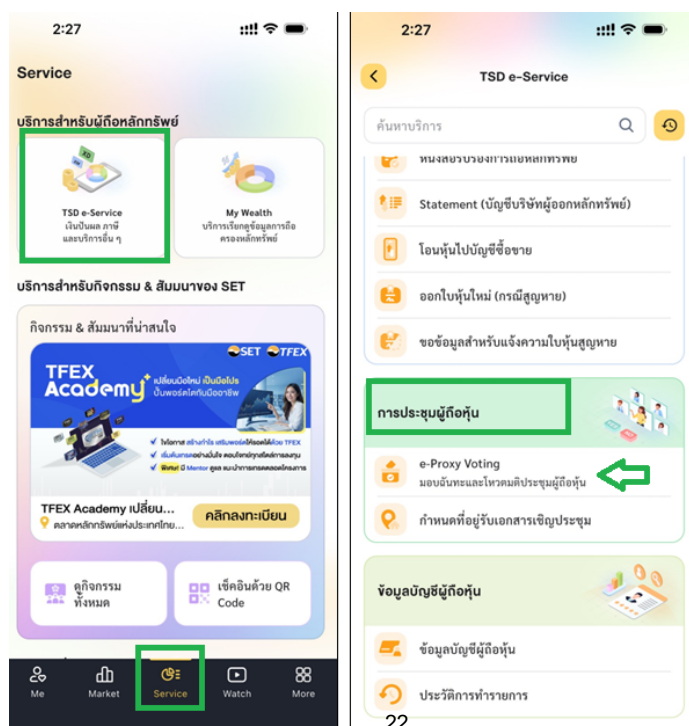
<https://www.set.or.th/wisetapp/Wisetapp-user-guide.pdf>

WISSET App user guide



- **Once registration is completed, select:**

Services → TSD e-Service → Shareholders' Meeting → e-Proxy Voting.



Proxy (Form A.)

Shareholder Registration No.

Issued at

DateMonth.....Year.....

(1) I, We..... Nationality

Residing at No. Road Sub-district

District Province Country Postal code

(2) Being a shareholder of Banpu Public Company Limited, holding No. of
ordinary sharesshares, equivalent to votes

(3) Hereby appoint any one of:

☐ 1. Name Age.....

Residing at No. Road Sub-district

District Province Country Postal code, **or**

☐ 2. Name Age.....

Residing at No. Road Sub-district

District Province Country Postal code, **or**

☐ 3. Name Age.....

Residing at No. Road Sub-district

District Province Country Postal code,

Only one of them as my/our proxy to attend and vote in the Extraordinary General Shareholder no. 1/2026 meeting of Banpu Public Company Limited **on Monday, September 7, 2026 at 13:30 hrs.** through electronic media according to the Public Limited Company Act B.E 2535 (1992) which is amended by the Public Limited Company Act (No.4) B.E. 2565 (2022), the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related laws and regulations or at any adjournment thereof to any other date, time, and venue.

Any act performed by the proxy during the meeting shall be deemed to have been done by me/us in all respects.

Signed Grantor

()

Signed Grantee

()

Signed Grantee

()

Signed Grantee

()

Remark:

Where more than one proxy are appointed, only one proxy is allowed to attend the meeting and cast the votes on behalf of the appointing shareholder. No voting shares can be split to more than one proxy for voting purpose.

Proxy (Form B.)

Shareholder Registration No.

Issued at

DateMonth.....Year.....

(1) I, We Nationality

Residing at No. Road Sub-district

District Province Country Postal code

(2) Being a shareholder of Banpu Public Company Limited, holding ordinary shares, equivalent to votes.

(3) Hereby appoint any one of:

☐ 1. Name Age

Residing at No. Road Sub-district

District Province Country Postal code, or

☐ 2. Name Age

Residing at No. Road Sub-district

District Province Country Postal code, or

☐ 3. Name Age

Residing at No. Road Sub-district

District Province Country Postal code, or

☐ 4. Company's Independent Director

Mr. Teerana Bhongmakapat **Independent Director**

No. 68/347 Soi ramkhamhaeng 164, Sub-district Minburi, District Minburi, Bangkok 10510, or

Mrs. Watanan Petersik **Independent Director**

No. 77/1 Soi Chaem chan, Khlong Tan Nuea, Wattana ,Bangkok 10110 or

Mr. Pichai Dusdeekulchai **Independent Director**

No.218 Chakapatpong Rd., Sub-district Watsommanat, District Pomprabsatturpai 10100 or

Mr. Teerapat Sanguankotchakorn **Independent Director**

No.930 Rama 6 Rd., Sub-district New Petchburi, District Ratchathewi BKK10400 or

Mr. Piriya Khempon **Independent Director**

No. 1/1 Sukhumvit Rd., Sub-district Pak Num, District Mueang,Samutprakan 10270

Only one of them as my/our proxy to attend and vote in the Extraordinary General Shareholder meeting no. 1/2026 of Banpu Public Company Limited **on Monday, September 7, 2026 at 13:30.** through electronic media according to the Public Limited Company Act B.E 2535 (1992) which is amended by the Public Limited Company Act (No.4) B.E. 2565 (2022), the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related laws and regulations or at any adjournment thereof to any other date, time, and venue.

(4) I/we authorize my/our proxy to vote on behalf of my/our behalf in this Meeting in the following manners:

Agenda 1: To Consider and Approve the Issuance and Offering of Debentures in an Aggregate Principal Amount Not Exceeding THB 80,000 Million

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve ☐ Object ☐ Abstain

Agenda 2: To Consider and Approve the Payment of Interim Dividend

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve ☐ Object ☐ Abstain

Agenda 3: To Consider Other Matters (if any)

- ☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
- ☐ Approve ☐ Object ☐ Abstain

The shareholders are free to ask any questions and the Board will answer their queries (if any).

Thus there is no voting on this agenda.

(5) The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any other agenda considered in the Meeting other than those specified above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider the matters and vote on my/our behalf as the proxy deems appropriate.

Any act performed by the proxy during the meeting except the proxy's voting that is not consistent with my intention as specified under this proxy, shall be deemed to have been done by me/us in all respects.

Signed Grantor
()

Signed Grantee
()

Signed Grantee
()

Signed Grantee
()

Remarks:

1. Where more than one proxy are appointed, only one proxy is allowed to attend the meeting and cast the votes on behalf of the appointing shareholder. No voting shares can be split to more than one proxy for voting purpose.

Proxy (Form C.)

(This Form is designed for foreign shareholders who have appointed a Custodian to act as their Depository and Trustee in Thailand)

Issued at

DateMonth.....Year.....

(1) I, We Nationality
 Registered Office at No. Road Sub-district
 District Province Country Postal code
 in the capacity of a Depository and Trustee (Custodian) for
 who is a shareholder of Banpu Public Company Limited, holding ordinary shares,
 equivalent to votes.

(2) Hereby appoint any one of:

☐ 1. Name Age
 Residing at No. Road Sub-district
 District Province Country Postal code, **or**
☐ 2. Name Age
 Residing at No. Road Sub-district
 District Province Country Postal code, **or**
☐ 3. Name Age
 Residing at No. Road Sub-district
 District Province Country Postal code, **or**

☐ 4. Company's Independent Director

Mr. Teerana Bhongmakapat Independent Director

No. 68/347 Soi ramkhamhaeng 164, Sub-district Minburi, District Minburi, Bangkok 10510, **or**

Mrs. Watanan Petersik Independent Director

No. 77/1 Soi Chaem chan, Khlong Tan Nuea, Wattana, Bangkok 10110 **or**

Mr. Pichai Dusdeekulchai Independent Director

No.218 Chakapatpong Rd., Sub-district Watsommanat, District Pomprabsatturpai 10100 **or**

Mr. Teerapat Sanguankotchakorn Independent Director

No.930 Rama 6 Rd., Sub-district New Petchburi, District Ratchathewi BKK10400 **or**

Mr. Piriya Khempon Independent Director

No. 1/1 Sukhumvit Rd., Sub-district Pak Num, District Mueang,Samutprakan 10270

Only one of them as my/our proxy to attend and vote in the Extraordinary General Shareholder meeting no. 1/2026 of Banpu Public Company Limited **on Monday, September 7, 2026 at 13:30.** through electronic media according to the Public Limited Company Act B.E 2535 (1992) which is amended by the Public Limited Company Act (No.4) B.E. 2565 (2022), the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related laws and regulations or at any adjournment thereof to any other date, time, and venue.

(3) I/we authorize my/our proxy to attend and vote on behalf of my/our behalf in this Meeting in the following manner:

☐ Authorize in full equivalent to total numbers of shares held by me/us, and which I/we have the right to vote.

☐ Authorize in part, equal to:

☐ No. of ordinary sharesshares, and having voting right

for.....votes Total voting right for.....shares

(4) I/we authorize my/our proxy to vote on behalf of my/our behalf in this Meeting in the following manners:

Agenda 1: To Consider and Approve the Issuance and Offering of Debentures in an Aggregate Principal Amount Not Exceeding THB 80,000 Million

☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

☐ Approve votes ☐ Object..... votes ☐ Abstainvotes

Agenda 2: To Consider and Approve the Payment of Interim Dividend

☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

☐ Approve votes ☐ Object..... votes ☐ Abstainvotes

Agenda 3: To Consider Other Matters (if any)

The shareholders are free to ask any questions and the Board will answer their queries (if any).

Thus, there is no voting on this agenda.

(5) The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any other agenda considered in the Meeting other than those specified above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider the matters and vote on my/our behalf as the proxy deems appropriate.

Any act performed by the proxy during the meeting except the proxy's voting that is not consistent with my intention as specified under this proxy, shall be deemed to have been done by me/us in all respects.

Signed Grantor
()
Signed Grantee
()
Signed Grantee
()
Signed Grantee
()

- Remarks:
1. This Proxy Form (C) is designed for only foreign shareholders of record who have appointed a Custodian to act as their Depository and Trustee in Thailand.
 2. Documentary evidences required to be enclosed together with this proxy are as follows:
 - (1) A Shareholder's power of attorney which authorizes the Custodian to sign the proxy on his/her behalf.
 - (2) A letter of certification confirming that the person who signed the proxy has been authorized to engage in a custodian business.
 3. Where more than one proxy are appointed, only one proxy is allowed to attend the meeting and cast the votes on behalf of the appointing shareholder. No voting shares can be split to more than one proxy for voting purpose.

(Translation)

Information of the Company's Independent Directors who represent to be a proxy

Name of Directors	Position	Age	Address	Special interest in the agenda considered
1. Mr. Teerana Bhongmakapat	Independent Director	69	68/347 Soi ramkhamhaeng Sub-district Minburi , District Minburi, Bangkok 10510	
2. Mrs. Watanan Petersik	Independent Director	65	77/1 Soi Chaem chan, Khlong Tan Nuea, Wattana ,Bangkok 10110	
3. Mr. Pichai Dusdeekulchai	Independent Director	65	218 Chakapadipong road WatSommanat ,Pomparb Bangkok 10100	
4. Mr. Teerapat Sanguankotchakorn	Independent Director	60	930 Rama VI road ,Phetchaburi ,Ratchathewi, Bangkok 10400	
5. Mr. Piriya Khempon	Independent Director	67	1/1 Sukhumvit Rd., Sub-district Pak Num, District Mueang,Samutprakan 10270	