Criteria and Procedures for Directors Nomination
Banpu Public Company Limited

Banpu Public Company Limited ("the Company") believes that the good corporate governance is an important factor to bring not only success to its business but also maximum benefits to its shareholders as well as fairness to all stakeholders.

To grant the minority shareholders the right to propose in advance Directors Nomination of Annual General Meeting of Shareholders (**"AGM"**) is a part of the Company' s good corporate governance with the purpose to pertain to the equal and fair treatment to all shareholders. To keep the procedures and methods for consideration crystal clear and transparent, the Company has set up the criteria for minority shareholders to propose Directors Nomination in advance, the details of which are as follows:

1. Criteria for proposing the Directors Nomination to the Board of Directors for consideration:

1.1 Minimum shareholding of the Shareholders who wish to propose an agenda:

A shareholder or a group of shareholders eligible to propose the Directors Nomination to the Board of Directors for consideration shall be the Company's shareholders who have continuously held shares of not less than 5 percent of the total voting rights of the Company, for a period of at least 12 months from the date of holding such shares to the date of proposing the Directors Nomination to the said meeting.

1.2 Evidence of shareholdings must be presented, e.g. certificate issued by securities company or any other evidence issued by the Stock Exchange of Thailand or the Thailand Securities Depository Co., Ltd.

1.3 The Nominee qualification documents, i.e. the education and work experience (Curriculum Vitae).

1.4 The shareholders who meet all required qualifications specified under Clauses 1.1 and 1.2 shall completely fill only part of (1) and (2) in "Directors Nomination to 2027 AGM Form" (Form B.)

1.5 The evidence of nominated consent i.e. copy of identification card which is certified true copy with candidate's written consent to the nomination in No 3 of "Director Nomination Form"

2. Criteria for consideration of the nominated director

2.1 Duly qualified in accordance with the Section 89/3 of the Securities and Exchange Law B.E.1992, the Section 68 of the Public Limited Company Act, the Notification of Capital Market Supervisory Board, the Company's Articles of Association and the good corporate governance practice of the Company.

2.2 Required director qualifications accordance with the criteria as follows

- General Qualifications
  1) Shall not be a person of unsound mind or A person who has mental infirmity;
  2) Shall never been imprisoned by the final judgment of a court, provided that the offences committed through negligence;
  3) Shall never been under judgment or court order to enforce the asset belonging to the State;
  4) Shall not be or never been a bankrupt;
  5) Shall be able to dedicate adequate time to the Company;
  6) Shall have integrity and accountability;
  7) Shall make judgment based on fact and reason;
  8) Shall be a prudent person who is able to advance constructive debates and independent opinions;
  9) Shall be a person working as professional based on principles and proper standard;
  10) Other qualifications as the Corporate Governance and Nomination Committee deems necessary.

- Specific Competencies considered necessary are accounting and finance, law, industry knowledge and marketing, etc.

- The independent directors shall have the general qualifications and specific competencies, and shall also have qualifications of "Independent Directors" stipulated in the "Practices for the Board of Directors of Banpu Public Company Limited B.E. 2552".

3. Period and channels available for receiving the Agenda Proposal:

3.1 The Company will inform shareholders on its website at **http://www.banpu.com** to propose nominated director in advance during November 24 to December 30,2026. Then the proposed nominated director will be presented to the Board of Directors for consideration in February 2027.

3.2 The shareholders may informally submit the required documents and evidences via email address of the Board Secretary at **bod_sec@banpu.co.th** before posting the original by a registered mail to the Company Secretary Division, Banpu Public Company Limited, 28th Floor, Thanapoom Tower, 1550 New Petchburi Road, Makkasan, Ratchathewi, Bangkok 10400. In this regard, the Company Secretary Division will initially review the proposal of the shareholders before proposing it to the Board of Directors, provided that

3.2.1 A shareholder who provides incomplete or incorrect information shall not be entitled to propose the nominated director.

3.2.2 The following documents and evidences shall be required and submitted to the Company together with the Form B.:

(a) Evidence of shareholding, i.e. a certificate issued by securities company or any other evidence issued by the Stock Exchange of Thailand or the Thailand Securities Depository Co., Ltd.;

(b) Evidence of the shareholders' identity;

- For individual shareholders:

  - A certified true and correct photocopy of valid identification card, governmental officer identification card, driver licence, passport, or alien identification card, of the shareholders.

- For juristic shareholders:

  - A photocopy of the juristic entity's Affidavit which was issued not later than three months and certified true and correct by authorized person(s) of that juristic entity;

  - A certified true and correct photocopy of valid identification card, governmental officer identification card, driver license, passport, or alien identification card, of authorized person(s) of that juristic entity.

4. Post - submission process of the Board of Directors:

4.1. The Board of Directors will consider the proposal of the shareholders during the Board of Directors meeting in February 2027.

4.2. A proposal that the Board of Directors considers appropriate to be nominated director will be included in the Notice of Invitation to the Meeting and identified as proposed by the shareholder.

4.3. A proposal that the Board of Directors considers inappropriate to be nominated director will immediately be notified to the proposing shareholder(s) together with reason(s) through the Company's website at https://www.banpu.com