

(Translation)

Information relating to the Employee Stock Option Plan of Banpu Power Public Company Limited for Directors and Employees of Banpu Power Group (BPP-ESOP) (the “ESOP Plan”)

1. Objectives and the Necessities of the Offering

To reward the performance of the directors and employees of the Company and its subsidiaries who have continuously dedicated themselves and driven forward the business of the Company as well as to encourage their motivation and participation in the ownership of the Company which will improve their work contribution and enhance the Company’s growth and business competition in the future and to retain those personnel with expertise to work with the Company in a long term.

Apart from the above, the Company will receive additional fund as its working capital.

However, this ESOP Plan is subject to approval by the shareholders’ meeting of the Company and shall be made in compliance with the Securities and Exchange Act and any relevant regulations.

2. Details of the Ordinary Shares

2.1 Key features of the newly issued and offered ordinary shares

Type of security	:	Ordinary shares of Banpu Power Public Company Limited (the “ Company ”) to be issued and offered to the directors and employees of the Company and its subsidiaries (BPP-ESOP).
Number of issued and offered shares	:	Not exceeding 30,000,000 shares, with a par value of Baht 10 per share, representing 0.98 percent of the total issued and paid-up capital of the Company
Term of the ESOP Plan	:	The term of the ESOP Plan shall not exceed 5 years from the date of approval by the shareholders’ meeting of the Company. The offering will be completed within 19 October 2021.
Period of the offering	:	The Company will make the primary offering within 1 year from the approval date by the shareholders’ meeting.

Allocation : These ordinary shares will be allocated to the directors and employees of the Company and its subsidiaries. The Ad-hoc Compensation Committee¹ will consider and allocate the shares based on their position, duty, responsibility towards the Company or its subsidiaries, duration of employment, experience, capability, potential and work efficiency, achievement, including benefits which will occur to the Company or its subsidiaries in the future by each director and employee. The allocation shall be as follows:

- (a) not exceeding 18,300,000 shares to be allocated to the directors and employees of the Company and its subsidiaries whose names will be proposed for consideration and approval by the shareholders' meeting as appeared below; and
- (b) not exceeding 11,700,000 shares which the Ad-hoc Compensation Committee will consider and allocate as appropriate.

Exercise Prices and Exercise Periods : Unless there is an adjustment of the exercise price of the ordinary shares pursuant to the terms and conditions, directors and employees, to whom the ordinary shares are allocated under the ESOP Plan, can exercise their rights to purchase a number of ordinary shares at the offered price as determined for each exercise period which are not considered to be the offering of new shares at discount. In this regard, the offered price shall remain the same, i.e., not vary upon subsequent exercise periods throughout the ESOP Plan.

Exercise Prices per Share	Exercise Periods	Number of Exercised Shares*
23.10	The date of issue and offering of ordinary shares – 19 October 2021	10% of the total allocated shares
25.20	19 October 2017 - 19 October 2021	15% of the total allocated shares
27.30	19 October 2018 - 19 October 2021	20% of the total allocated shares
29.40	19 October 2019 - 19 October 2021	25% of the total allocated shares

¹ Ad-hoc Compensation Committee appointed by the Board of Directors' Meeting No. 1/2017 held on 26 January 2017 which is consisted of Professor Dr. Bundhit Eua-arporn, Mr. Metee Auapinyakul and Mr. Rawi Corsiri

Exercise Prices per Share	Exercise Periods	Number of Exercised Shares*
31.50	19 October 2020 -19 October 2021	30% of the total allocated shares

*In case of the allocation of newly issued shares of not exceeding 11,700,000 shares in this ESOP Plan, which the Ad-hoc Compensation Committee will consider and allocate ordinary shares as appropriate, the directors and employees who are entitled to such shares allocation could exercise their rights to purchase shares at the exercise price in the exercise period and the number of exercised shares as mentioned above.

Exercise Date of Right to Purchase the Ordinary Shares : Directors and employees, whom the shares are allocated, may exercise their rights 4 times per year, i.e., on the last business day of March, June, September, and December from the first exercise date, except for the last exercise date, which is 19 October 2021.

2.2 Other terms and conditions for the exercise right to purchase ordinary shares

2.2.1 Notification period of the exercise intention

Directors and employees, whom the shares are allocated, may notify their intention to exercise their right to purchase the ordinary shares, during 9.00 a.m. to 15.00 p.m., within 10 business days prior to each of the exercise date. In the event that any exercise date does not fall on a business day, the exercise date shall be the last business day prior to such exercise date.

The Company shall inform any notification and additional details (if any) relating to the notification period of the exercise intention, notification period of the last exercise intention, number of exercised shares, exercise price, exercise period, details of the bank account designated for subscription of the ordinary shares and contact address for the exercise, by posting the notification at the head office of the Company, or making a letter and sending it to the department where the directors and employees have been assigned, or informing the directors and employees via electronic mail at least 7 business days prior to each of notification period of the exercise intention.

2.2.2 Conditions for the exercise

- (a) A director or an employee, whom the shares are allocated, must be the director or employee of the Company or its subsidiaries at the exercise date.
- (b) In case where a director or an employee, whom the shares are allocated, deceases or becomes a disappearing person by a court order, an incompetent and/or a quasi-incompetent person, his or her descendant pursuant to a will, guardian or curator (as the case may be) shall entitle to exercise such shares vested to the director or employee as of the date of

his or her decease or becoming the disappearing person by the court order, an incompetent and/or a quasi-incompetent person (as the case maybe) throughout the last business day of next calendar year.

- (c) In case where a director or an employee, whom the shares are allocated, retires in accordance with the regulation of the Company, or relieves from the director position by rotation, such director or employee in case of retirement or rotated position shall entitle to exercise such shares throughout the last business day of next calendar year.

In case where a director or an employee, whom the shares are allocated, is transferred from his department or company by an approval of the board of directors of the Company or its subsidiaries (as the case may be) and such director or employee remains the director or employee of the Company or its subsidiaries, the director or employee in case of transfer department or company shall entitle to exercise the allocated shares throughout the term of the ESOP Plan.

In the where a director or an employee, whom the shares are allocate, is relieved from being a director or an employee of the Company or its subsidiaries prior to or on the exercise date by any reason other than those mentioned in (b) and (c) above (if any), the director or employee of the Company or its subsidiaries shall immediately no longer be entitled to exercise the right to purchase shares under the ESOP Plan and the remaining allocated shares shall be cancelled and become ineffective immediately.

- (d) After the last exercise date, any director or employee, whom the shares are allocated has not exercised the right to purchase of shares, has not fully exercised the right to purchase of shares or has not completely complied with all the conditions governing the exercise within the last exercise date of the ESOP Plan, it shall be deemed that such a person waives his or her right to purchase the remaining shares and has no claim against the Company.
- (e) Any person who exercises the right to purchase shares shall be responsible for the personal income tax.

Such person shall pay for the withholding tax on personal income tax at the same time of the payment of exercise right.

In the case of a shortfall between the estimated tax payable by such person to the Company and the withholding tax to be deducted by the Company, such person shall pay the additional amount within 3 days after receipt of notice

requesting the remaining amount by the Company. In case that the withholding tax calculated by the Company is lower than the estimated tax payable, the Company shall refund the exceeding amount to such person within 3 days after the Company informs such person without interest.

2.2.3 Adjustment of the exercise price and the number of the allocated shares

To preserve the benefits and rights of the directors and employees whom the shares are allocated not to be less favourable than those currently available to them, the Company shall adjust the exercise price and the number of allocated shares throughout the term of the ESOP Plan if any of the following events occurs:

- (a) In case of a change in a par value of the Company's ordinary shares as a result of the consolidation of shares or split of shares, the adjustment of exercise price and number of allocated shares shall be effective immediately upon the registration of the change of the Company's share par value.

The Exercise Price shall be adjusted in accordance with the following formula:

$$\text{Price 1} = \frac{\text{Price 0} \times \text{Par 1}}{\text{Par 0}}$$

The number of allocated shares shall be adjusted in accordance with the following formula:

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times \text{Par 0}}{\text{Par 1}}$$

In this regard,

Price 1 represents exercise price after the change.

Price 0 represents exercise price prior to the change.

Ratio 1 represents number of allocated shares after the change.

Ratio 0 represents number of allocated shares prior to the change.

Par 1 represents par value of the ordinary shares after the change.

Par 0 represents par value of the ordinary shares prior to the change.

- (b) In case the Company offers the newly issued ordinary shares to its existing shareholders and/or public investors and/or private placement investors at the net price per share of the newly issued ordinary shares which is below 90 percent of the "market price per share of the Company's ordinary shares", the adjustment of the exercise price and number of allocated shares shall be effective immediately from the first

day on which the purchasers of the ordinary shares are not granted the rights to subscribe for the newly issued ordinary shares or the first day on which the Stock Exchange of Thailand (the “SET”) posts an “XR” sign, in case of a rights offering and/or on the first day of the offering of the newly issued ordinary shares in case of a public offering and/or a private placement (as the case may be).

“The net price per share of the Company’s newly issued ordinary shares” shall be calculated from the total amount of proceeds received from the offering of newly issued ordinary shares less the expenses incurred from the issuance of such shares (if any), then divided by the number of all newly issued ordinary shares.

“The market price of the Company’s newly issued ordinary shares” means the trading value of the Company’s shares divided by the number of newly issued ordinary shares which have been traded on the SET during 5 consecutive business days (trading days of the SET) prior to the calculation date.

“The calculation date” means the first day on which the purchasers of the ordinary shares shall not be granted the rights to subscribe for the newly issued ordinary shares in case of a rights offering or the first day on which the SET posts an “XR” sign, in case of a rights offering and/or the first day of the subscription of newly issued ordinary shares in case of a public offering or a private placement (as the case may be).

In case there is more than one offering price at the same offering of newly issued ordinary shares under the condition that the subscription must be made altogether, all the offering prices shall be used to calculate the net price per share of the Company’s newly issued ordinary shares. However, if the condition on the subscription being made altogether does not apply, only the offering price that is lower than 90 percent of “the market price per share of the Company’s ordinary shares” shall be used for the calculation.

The exercise price shall be adjusted in accordance with the following formula:

$$\text{Price 1} = \frac{\text{Price 0} \times [(\text{A} \times \text{MP}) + \text{BY}]}{[\text{MP} \times (\text{A} + \text{B})]}$$

The number of allocated shares shall be adjusted in accordance with the following formula:

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times [\text{MP} \times (\text{A} + \text{B})]}{[(\text{A} \times \text{MP}) + \text{BY}]}$$

In this regard,

Price 1 represents exercise price after the change.
Price 0 represents exercise price prior to the change.
Ratio 1 represents the number of the allocated shares after the change.
Ratio 0 represents the number of the allocated shares prior to the change.
MP represents the market price per share of the Company's ordinary shares.
A represents the number of paid-up ordinary shares as at the date prior to the closure of the Company's shareholders register book to determine the persons entitled to subscribe for the newly issued ordinary shares and/or the date prior to the first day of the offering of the newly issued ordinary shares in case of a public offering or a private placement, as the case may be.
B represents the number of newly issued ordinary shares offered through a rights offering and/or a public offering and/or a private placement, as the case may be.
BX represents the amount of proceeds received deducted by expenses (if any) from the newly issued ordinary shares offered through a rights offering and/or a public offering and/or a private placement, as the case may be.

- (c) In case the Company issues new securities to its existing shareholders and/or public investors and/or private placement investors and such securities confer such securities holders the right of conversion/exchange into ordinary shares or the right to purchase the ordinary shares (such as convertible debentures or warrants representing rights to purchase the ordinary shares) at the net price per shares of newly issued ordinary shares reserved such right below 90 percent of "the market price per share of the Company's ordinary shares". The adjustment of the exercise price and the number of allocated shares shall be effective immediately from the first date which the purchasers of ordinary shares shall not be granted the rights to subscribe for the new securities aforementioned or the first day on which the SET posts an "XR" sign, in case of a rights offering and/or the first day of the offering new securities aforementioned representing the right to convert/exchange into ordinary shares or the right to purchase the ordinary shares in case of a public offering and/or a private placement, as the case may be.

"The market price per share of the Company's ordinary shares" shall be and have the same meaning as detailed in paragraph (b) above. "The net price per share of the newly issued ordinary shares for right reservation" shall be calculated from the total amount of proceeds received from the

offering of newly issued securities which confer the right to convert/exchange into the ordinary shares or the right to purchase the ordinary shares, plus the amount received from the exercise of the right to convert/exchange into the ordinary shares or the right to purchase of the ordinary shares, deducted by expenses incurred from the issuance of such securities, then divided by the total number of newly issued ordinary shares to be reserved for the exercise of rights of such securities.

“The calculation date” means the first day on which purchasers of ordinary shares shall not be granted the rights to subscribe for such new securities which confer the right to convert and/or the right to exchange into or the right to purchase the ordinary shares, in case of rights offering and/or the first day of the offering of newly issued securities which confer the right to convert and/or right to exchange into or the right to purchase of the ordinary shares in case of a public offering and/or a private placement, as the case may be.

The exercise price shall be adjusted in accordance with the following formula:

$$\text{Price 1} = \frac{\text{Price 0} \times [(A \times \text{MP}) + BY]}{[\text{MP} \times (A + B)]}$$

The number of allocated shares shall be adjusted in accordance with the following formula:

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times [\text{MP} \times (A + B)]}{[(A \times \text{MP}) + BY]}$$

In this regard,

Price 1 represents exercise price after the change.

Price 0 represents exercise price prior to the change.

Ratio 1 represents the number of allocated shares after the change.

Ratio 0 represents the number of allocated shares prior to the change.

MP represents the market price per share of the Company’s ordinary shares.

A represents the number of paid-up ordinary shares as at the date prior to the closure of the Company’s shareholders register book to determine the persons entitled to subscribe for the newly issued securities with the right to convert/exchange or the right to purchase ordinary shares in case of a rights offering and/or the date prior to the first day of the offering of the newly issued ordinary shares in case of a public offering and/or a private placement, as the case may be.

B represents the number of newly issued ordinary shares issued to accommodate the right to convert/exchange of

securities to ordinary shares or the right to purchase of ordinary shares offered to a rights offering and/or a public offering and/or a private placement, as the case may be.

BY represents the amount of proceeds received deducted by expenses (if any) from the newly issued securities with the right to convert/exchange to ordinary shares or the right to purchase ordinary shares offered to a rights offering and/or a public offering and/or a private placement, as the case may be, plus the amount of proceeds received from the conversion and/or exchange to ordinary shares or the purchase of ordinary shares.

- (d) In case the Company makes payment of dividend, whether in whole or in part, in the form of the Company's ordinary shares to its shareholders, the adjustment of the exercise price and the number of allocated shares shall be effective on the first day which the purchasers of ordinary shares shall not be granted with the rights to receive such dividend payment in the form of shares or the first date that the SET posts "XD" sign.

The exercise price shall be adjusted in accordance with the following formula:

$$\text{Price 1} = \frac{\text{Price 0} \times A}{(A + B)}$$

The number of allocated shares shall be adjusted in accordance with the following formula:

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times (A + B)}{A}$$

In this regard,

Price 1 represents exercise price after the change.

Price 0 represents exercise price prior to the change.

Ratio 1 represents the number of allocated shares after the change.

Ratio 0 represents the number of allocated shares prior to the change.

A represents the number of fully paid-up ordinary shares as at the date prior to the closure of the Company's shareholders register book to determine the persons entitled to the share dividend.

B represents the number of new ordinary shares issued in the form of the share dividend.

- (e) In the event that the Company distributes dividend more than 80% of the net profit in consolidated financial statements of the Company after tax for the operational performance in each fiscal year throughout the term of the ESOP Plan. The adjustment in exercise price and the number of allocated shares will be effective immediately from the first day which

the purchasers of ordinary shares shall not be granted with the rights to receive such dividend payment or the first date that the SET posts “XD” sign, except for the case that the Company suffers net losses, the exercise price and the number of allocated shares will not be adjusted.

The dividend payment ratio paid to the shareholders shall be calculated from the actual dividend payment from the operational performance in each fiscal year, divided by net profit after tax of the operation of the same fiscal year. In this connection, the actual dividend payment shall include the interim dividend made during each of such fiscal year.

The exercise price shall be adjusted in accordance with the following formula:

$$\text{Price 1} = \frac{\text{Price 0} \times [\text{MP} - (\text{D} - \text{R})]}{\text{MP}}$$

The number of allocated shares shall be adjusted according to the following formula:

$$\text{Ratio 1} = \frac{\text{Ratio 0} \times \text{MP}}{\text{MP} - (\text{D} - \text{R})}$$

In this regard,

Price 1 represents exercise price after the change.

Price 0 represents exercise price prior to the change.

Ratio 1 represents the number of allocated shares after the change.

Ratio 0 represents the number of allocated shares prior to the change.

MP represents the market price per share of the Company.

D represents dividend per share paid to the shareholders.

R represents dividend per share calculated from 80% of the net profit in consolidated financial statements of the Company after tax from the total shares entitled to the dividend.

“The market price per share of the Company’s ordinary shares” shall be used and have the same meaning as detailed in paragraph (b) above.

- (f) In the events where the directors and employees who are allocated shares are caused to lose their rights and benefits other than those stated in paragraphs (a) – (e), the Company shall consider the adjustment of the exercise price and/or the number of newly allocated shares in a fair manner without depriving the rights of the directors and employees. The Company’s decision shall be absolute and final.
- (g) The calculation of the adjustment of the exercise price and the number of allocated shares under paragraphs (a) - (f) shall be independent from one another. In the event that two events or more occur at the same time, the

calculation must be made in the following order: (a), (e), (d), (b), (c) and (f). In each of calculation of the adjustment of the exercise price and the number of allocated shares shall be kept as three digits of decimal.

- (h) The calculation of the adjustment of the exercise price and/or the number of allocated shares under paragraphs (a) – (f) shall not be changed in a way that will cause the exercise price to increase and/or the number of allocated shares to decrease, except for the case of consolidation of shares and if the new exercise price after the adjustment (two digits of decimal) multiplies with the number of ordinary shares (the number of ordinary shares shall be calculated from the number of newly allocated shares after the adjustment multiplies with the number of the exercised shares and any fractional share resulted from the calculation shall be rounded down). A result of any fractional amount of proceeds from the calculation shall be rounded down. With regard to the adjustment of exercise price, if the calculation causes the new exercise price to be lower than the par value of shares of the Company, the par value of shares of the Company shall be used as the new exercise price.
- (i) The Company will notify the result of the adjustment of the exercise price and the number of allocated shares according to paragraphs (a) to (f) above together with the details of the calculation and reason of such adjustment to the registrar of the Company within 15 days from the effective date of adjustment of exercise price and the number of allocated shares.

In case of the adjustment of the number of allocated shares If there will be an increase of the number of the allocated shares, the Company shall propose the matter to the shareholders' meeting for the approval of the additional issue of the ordinary shares to be issued to serve the adjustment

3. The Exercise Price in Comparison with Market Price

The exercise price in prescribed period shall be in accordance with each of exercise period. The exercise price shall not change to the exercise price of subsequent exercise period throughout the term of ESOP Plan. In this regard, the issue and offering of ordinary shares to directors and employees under this ESOP Plan is not be the issue and offering of ordinary shares to the directors and employees at a low price in accordance with to Notification of the Capital Market Supervisory Board No. TorChor. 32/2551 regarding the Offering of Newly Issued Securities to Directors or Employees (as amended) (“**Notification No. TorChor. 32/2551**”). The exercise price calculation shall be based on weighted average of closing price of the Company's shares traded on SET 5 consecutive business days prior to the date of board of directors' meeting of the Company no. 2/2017 on 23 February 2017 resolved an approval of issue and offering shares being 16 to 22 February 2017.

4. Criteria of the Allocation of Ordinary Shares

These ordinary shares will be allocated to the directors and employees of the Company and its subsidiaries. The Ad-hoc Compensation Committee will consider and allocate the shares based on their position, duty, responsibility towards the Company or its subsidiaries, duration of employment, experience, capability, potential and work efficiency, achievement, including benefits which will occur to the Company or its subsidiaries in the future by each director and employee. The allocation shall be as follows:

4.1 not exceeding 18,300,000 shares to be allocated to the directors and employees of the Company and its subsidiaries whose names will be proposed for consideration and approval by the shareholders' meeting as set out below;

4.1.1 list of directors whom the shares are allocated, in case that such allocation does not exceed five percent of the total shares to be issued and offered under this ESOP Plan.

Name	Position*	Number of Allocated Shares	Percentage of the Total Shares under the ESOP Plan
1. Assoc. Prof. Dr. Naris Chaiyasoot	Independent Director	600,000	2.00
2. Mr. Yokporn Tantisawetrat	Independent Director	600,000	2.00
3. Prof. Dr. Bundhit Eua-arporn	Independent Director	600,000	2.00
4. Mr. Chanin Vongkusolkit	Director/Subsidiaries' Director ^{1,3,4,8,9,10}	600,000	2.00
5. Mr. Metee Auapinyakul	Director	600,000	2.00
6. Mr. Rawi Corsiri	Director	600,000	2.00
7. Mr. Akaraphong Dayananda	Director/Subsidiaries' Director ^{1,8,9, 10}	1,400,000	4.67
8. Mr. Vanchai Lertsaroj	Senior Vice President—Power Business Operations Portfolio 2/ Subsidiaries' Director ^{2,3,4,5,6,7}	1,200,000	4.00
9. Miss Benjawan Ratanamoong	Subsidiaries' Director ⁵	400,000	1.33
10. Mr. Suthichai Laohavirojana	Subsidiaries' Director ^{2,3,4,7}	700,000	2.33
11. Ms. Jareeya Chirdkiatisak	Senior Vice President—Power Business Operations Portfolio 1/ Subsidiaries' Director ^{9,10}	700,000	2.33

Name	Position*	Number of Allocated Shares	Percentage of the Total Shares under the ESOP Plan
12. Mrs. Bubpachart Meecharoen	Senior Vice President – Corporate Service and Company secretary/ Subsidiaries' Director ^{9, 10}	700,000	2.33
13. Miss Kanokwan Jitchobtham	Subsidiaries' Director ¹¹	500,000	1.67
14. Mr. Sittirat Chaimongkol	Subsidiaries' Director ¹¹	400,000	1.33

4.1.2 list of directors and employee whom the shares are allocated, in case that such allocation exceeds five percent of the total shares to be issued and offered under this ESOP Plan.

Name	Position	Number of Allocated Shares	Percentage of the Total Shares under the ESOP Plan	Benefits which each of directors will receive from the shares offering in terms of money ** (Baht)	Number of Attending the Meeting of the Board of Directors (1 Jan. 2016 - 31 Dec. 2016)
1. Mrs. Somruedee Chaimongkol	Director/Subsidiaries' Director ^{1,9}	5,000,000	16.67	1,112,500	12/12
2. Mr, Voravudhi Linananda	Director/Chief Executive Officer/ Director ^{1,2,4,7,9,10}	1,800,000	6.00	400,500	12/12

Remarks:

*The following are subsidiaries of the Company:

- (1) Banpu Coal Power Limited
- (2) Banpu Power International Limited
- (3) Banpu Power Investment Company Limited
- (4) Pan-Western Energy Corporation LLC
- (5) Shijiazhuang Chengfeng Cogen Company Limited, Tangshan Banpu Heat and Power Company Limited, Zouping Peak CHP Company Limited and Banpu Investment (China) Limited
- (6) Anqiu Huineng Renewable Energy Co., Ltd., Weifang Tian'en Jinshan Comprehensive Energy Co., Ltd. and BPP Renewable Investment (China) Co., Ltd.
- (7) Zouping Peak Pte. Limited

- (8) Banpu Renewable Energy Co., Ltd.
- (9) Thai Solar Consultant Company Limited
- (10) Banpu Power (Japan) Company Limited
- (11) Banpu Renewable (Singapore) Ltd.

* Benefits which each of directors will receive from the shares offering in terms of money calculated from the difference between the exercise price at Baht 23.1 and 25.2 and the market price at Baht 25.25.

Opinion of the Ad-hoc Compensation Committee and the Benefits to the Company

The Ad-hoc Compensation Committee has considered and provided the opinion that Mrs. Somruedee Chaimongkol, the director of the Company and its subsidiary and Mr. Voravudhi Linananda, the director of the Company and its subsidiaries, Chief Executive Officer and Acting Senior Vice President - Strategy and Asset Management of the Company, both of them are capable, highly responsible, having excellent track records and important resources. These persons have also contributed to the accomplishment of the business strategy and achievements of the Company and its subsidiaries. The allocation of ordinary shares under this ESOP Plan could encourage and improve work efficiency of the directors and employee, which will eventually lead to a better performance of the Company.

- 4.2 not exceeding 11,700,000 shares which the Ad-hoc Compensation Committee will consider and allocate as appropriate.

5. Dilution Effect to the Existing Shareholders of the Company

On assumption that all directors and employees exercise their rights to purchase 30,000,000 shares and such persons are not the existing shareholders of the Company, the dilution effect to the existing shareholders of the Company after the allocation of the ordinary shares shall be as follows:

5.1 Control Dilution

Control of the existing shareholders of the Company will decrease by 0.975* percent.

* Calculation formula of Control Dilution:

$$\begin{aligned}
 &= \frac{Qx}{(Qo + Qx)} \\
 &= \frac{30,000,000}{(3,045,692,000 + 30,000,000)} \\
 &= 0.975\%
 \end{aligned}$$

In regard of,

Qo = Number of existing paid-up shares

Qx = Number of shares to be issued and offered under the ESOP Plan

5.2 Price Dilution

Price of shares held by the existing shareholders of the Company will decrease by -0.123* percent.

* Calculation formula of Price Dilution:

$$\begin{aligned} &= \frac{\text{Market price prior to the offering} - \text{Market price after the offering}}{\text{Market price prior to the offering}} \\ &= \frac{24.150 - 25.181}{25.181} \\ &= -0.123\% \end{aligned}$$

In this regard,

$$\begin{aligned} \text{Market price prior to the offering} &= 25.15 \\ \text{Market price after the offering} &= \frac{(\text{market price} \times \text{number of existing paid-up shares}) + (\text{exercise price} \times \text{number of shares to be issued and offered under the ESOP Plan})}{(\text{number of existing paid-up shares} + \text{number of shares to be issued and offered under the ESOP Plan})} \end{aligned}$$

5.3 Earnings Per Share Dilution (EPS Dilution)

Earnings per share of the existing shareholders of the Company will decrease by 1.030*percent.

* Calculation formula of EPS Dilution:

$$\begin{aligned} &= \frac{\text{EPS}_o - \text{EPS}_n}{\text{EPS}_o} \\ &= \frac{(4,138,127,455/3,045,692,000) - (4,138,127,455/3,045,692,000+30,000,000)}{(4,138,127,455/3,045,692,000)} \\ &= \frac{1.359-1.345}{1.359} \\ &= 1.030\% \end{aligned}$$

In this regard,

EPS represents Net profit in accordance with the consolidated financial statements of the Company's shareholders of the past 12 months

EPS_o represents Net Profit/Q_o

EPS_n represent Net Profit/(Q_o+Q_x)

6. Rights of Shareholders to Oppose the Issue and Offering Shares under the Notification No. TorChor. 32/2551

6.1 Pursuant to Clause 9 of the Notification No. TorChor. 32/2551, the issue and offering of newly issued securities to directors and employees shall be approved by the meeting of the shareholders of the Company with the votes of not less than third-fourth of the total voting right of the shareholders attending the meeting and eligible to vote, and must not be opposed such issue and offering of the ESOP Plan by any shareholder holding shares in aggregate of more than ten percent of the total voting right of the shareholders attending the meeting.

6.2 Pursuant to Clause 12 (3) of the Notification No. TorChor. 32/2551, the issue and offering of newly issued securities to any director and any employee exceeding five percent of the total ordinary shares to be issued and offered to the director and employee under this ESOP Plan shall be approved the meeting of the shareholders one by one with the votes of not less than third-fourth of the total voting right of the shareholders attending the meeting and eligible to vote, and must not be opposed such agenda by any shareholder holding shares in aggregate of more than five percent of the total voting right of the shareholders attending the meeting.

7. Opinion of the Board of Directors' Meeting regarding an issue and offering of the New Shares

7.1 Rationale and necessity of capital increase

To ensure that the Company has sufficient authorised shares for the exercise of the right to purchase new ordinary shares to be issued and offered to the directors and employees of the Company and its subsidiaries under the ESOP Plan.

7.2 Feasibility of proceeds utilization plan

The Company will use the proceeds from capital increase as its working capital.

7.3 Reasonableness of capital increase, proceed utilization plan and sufficiency of source of fund

The ESOP Plan is appropriate to reward the performance of directors and employees of the Company and its subsidiaries who have dedicated themselves and driven forward the business of the Company continuously and to encourage their motivation and participation in the ownership of the Company and the received proceeds of working capital will sufficient.

7.4 Impact on the business operations, financial status and results of operations of the Company

The Company do not expects any impact on the business operations, financial status and results of operations of the Company.

In the case that the director of the Company does not comply his/her duties in good faith and with care to preserve the interest of the Company on matters relating to the increase of registered capital, resulting that the performance of any nonperformance of any act which fails to comply with the aforementioned duties and causes damages to the Company, the shareholders may claim compensation from such director on behalf of the Company in accordance with Section 85 of the Public Company Limited Act B.E. 2535 (as amended). In addition, in the case where the director omits to act his/her duties, resulting that the director or the related person to obtain undue benefits, the shareholders may bring an action against the director for disgorgement of such benefits to the Company on behalf of the Company in accordance with Section 89/18 of the Securities and Exchange Act B.E.2535 (as amended).