

Guidelines for Shareholders Meeting
Banpu Power Public Company Limited

To ensure that the Shareholders Meeting (“the **Meeting**”) is fair, transparent and equitable treatment to all parties, Banpu Power Public Company Limited (“the **Company**”) has stipulated the guidelines for shareholders meeting (“the **Guidelines**”) to be the guidelines to proceed the effective shareholders meeting. The Company will proceed the Meeting in accordance with the Company’s Articles of Association in relation to the Meetings of Shareholders of which appeared in the Enclosure No. 4. In addition, the Company will conduct the Meeting as follows:

Before the meeting

1. At least 2 hours prior to the Meeting time, the Company will arrange to examine and verify the accuracy and completeness of the relevant supporting documents and the rights to attend the Meeting of which appeared at the end of this Guidelines.
2. Before the meeting, the Chairman will inform the shareholders the number of shareholders attending the Meeting and the total of shareholdings including to briefly inform the Guidelines to shareholders.

During the meeting

1. The chairman of the Meeting (“the **Chairman**”) will proceed the Meeting according to the agendas as detailed in the invitation letter of the shareholders' meeting.
2. In order to comply with the corporate governance principles, the Company provided voting ballots for every agenda item required to cast on which the Company distributed to all shareholders and proxies upon registration. Those who register after the meeting of shareholders have been proceeding in some agendas, they will be provided only the voting ballots of the remaining agendas.
3. Before the resolution, the Chairman will inform the meeting of the vote on any agenda item which required more than one half of the shareholders attending the meeting and having the right to vote under the related law or the Company’s articles of association and shall apply *mutatis mutandis* to the resolutions requiring special vote in accordance with the regulations or announcements of the Stock Exchange of Thailand.
4. As regards voting by ballot, each shareholder and the proxies shall be entitled to receive a voting card. Before the voting, the Chairman shall explain to the Meeting the procedure and method of casting votes. In order not to waste the time of shareholders, in case of the shareholders have their intention to vote, disapprove or abstain, the right to vote can be exercised by submitting the votes to the registration officer at the time of registration and the score shall be deducted from the scores collected by the computer system during the registration process.

In the event that the shareholders who attend the meeting in person do not send the ballot in any agenda, it shall be deemed as such agenda has been approved. The shareholders who disagree or abstain shall confirm their intentions by checking in the box of voting card and should hand up their hands and submit the voting card to the Company’s officer to be counted.

This is except for the proxies whose proxies have specified the ballot in the Proxy Form, the Company shall record such votes from the time the proxies have registered to attend the meeting.

5. For vote counting, the Company shall deduct the disapproved votes and abstain the votes from the total votes and the remaining shall be the approved votes.

After the shareholders have cast their votes, the Chairman or other person assigned by him shall collect voting cards and count the votes.

6. After receiving the result of the votes, the Chairman shall announce the scores of the votes by specifying the number of votes which are in favor, against or abstained. If certain voting cards are void, the Chairman must inform the Meeting accordingly.

In case that the scores collection is not completed, the Chairman shall consider as appropriate to proceed to the next agenda and shall return to announce the results of voting on the previous agenda when receiving the result of the votes.

7. In case there is any conflict or difficulty arising in connection with the conduct under this Guidelines, 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 articles of association of the Company. The Chairman may assign other person to exercise his power under this Clause.

After the meeting

The Company would prepare the minutes of the Annual General Meeting of Shareholders within 14 days from the date of the Meeting, which would be posted on the Company's website at www.banpupower.com. The shareholders who would like to propose a material amendment of minutes of shareholders meeting, please inform the Company Secretary at E-mail: bpp_comsec@banpupower.co.th. within 30 days after the dissemination.