

**Guidelines for Joint Shareholders' Meetings**  
**Banpu Power Public Company Limited**

To ensure that the Joint Shareholders' Meeting is fair, transparent and equitable treatment to all parties, Banpu Power Public Company Limited (the "**Company**") has stipulated the guidelines for the Joint Shareholders' Meeting to be the guidelines to proceed the effective Joint Shareholders' Meeting. The Company will proceed the meeting in accordance with the relevant laws and regulations and the following procedures:

1. 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.
2. 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.
3. Before the meeting, the Chairman of the Joint Shareholders' 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 for the meeting to the shareholders.
4. A quorum of the meeting shall be constituted by the attendance of shareholders holding not less than one half of the total issued shares of each amalgamating company attending a meeting. Prior to the commencement of the meeting, the Chairman or other person designated by the Chairman shall inform the shareholders of the total number of shareholders of the Company and Banpu Public Company Limited ("**BANPU**") attending a meeting and the total number of shares held by the shareholders of each company, and inform the meeting of the guidelines for meeting and the voting procedures in each meeting agenda.
5. The Chairman will proceed the meeting according to the agendas as detailed in the invitation letter of the Joint Shareholders' meeting.
6. With respect to voting at the meeting, one share shall have one vote. The shareholders having special interest in any agenda will not be entitled to cast their vote except for the appointment of directors.
7. Before casting votes, if the Board of Directors is aware of such special interest, the Chairman or other person designated by the Chairman must inform the meeting of the name of the shareholder having special interest (if any) and the number of shares held by him/her and request that he/she abstain from voting in the respective agenda.
8. Resolutions of the Joint Shareholders' Meeting for each agenda shall be passed by the majority votes of the shareholders of the Company and BANPU, attending meeting, except for Agenda 9 regarding the consideration and approval of the determination of the directors' remuneration of the new company to be established as a result of the amalgamation between the Company and BANPU, which must be approved by votes of not less than two-thirds of the total votes of the shareholders

of the Company and BANPU. 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.

9. 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 of each agenda by specifying the number shares voting in favor, against or abstained. In case that the scores collection is not completed, the Chairman shall consider it 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.
10. In case there is any conflict or difficulty arising in connection with the conduct under this guideline for Joint Shareholders' Meeting, 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 and BANPU. The Chairman may assign other person to exercise his power under this Clause.