

2: Rights and Equitable Treatment of Shareholders

The Board of Directors respects the shareholders' rights and defines the guidelines to preserve the rights and equitable treatment of shareholders as follows.

1. Rights of Shareholders

The Board respects the fundamental right of the shareholders to obtain adequate and timely information and will not act in a way that will violate the shareholders' right. The Board encourages the shareholders and institutional investors to attend and to vote in the shareholders' meeting.

The Board will strive to achieve growth based on its potential and core competencies so that shareholders, over the long term, will benefit from the productive performance and good operating results of the Company.

2. Shareholders' Meeting

The Board ensures that the Company follows the best practices recommended by the Stock Exchange of Thailand (SET) in organizing the general shareholders' meeting by:

- Encouraging all directors, members of the board committees, management and the Company's external auditor to attend the shareholders' meeting,
- Delivering the notices of the meetings as well as the agenda document to the shareholders which includes objective and rationale for each agenda, board of directors' opinion, conditions and procedures to attend the meeting prior to the meeting date for their thorough consideration. The notice of the meeting including relevant information is posted on the Company's website before sending the notice of the meeting to the shareholders for their thorough consideration prior to receiving the hard copies. There is no ad-hoc agenda in the shareholders' meeting,
- Enabling shareholder who cannot attend the meeting to vote on the Company's issues via proxy and also offering the independent directors as their proxy,
- Allowing shareholders to exercise their votes to elect directors on an individual basis which they can elect the qualified candidates from diverse related fields to represent them in the Board of Director to protect their benefits,
- Providing shareholders with convenience and adequate time to express their opinions for each agenda and ask questions at the shareholders' meeting. Besides, the Chairman of the

meeting pays attention to clarify all shareholders' inquiries which will be recorded. The shareholders could exercise their rights for each agenda.

- Disclosing the minutes of meeting for shareholders' review via the SET and the Company's website within 14 days after the meeting.

3. Rights of Minority Shareholders in the Annual General Meeting

With the strong intention to treat the shareholders equitably, the Board offers the shareholders the right to recommend agenda items for the annual general meeting and to name director nominees under transparent and fair procedures as follow.

Qualification of Shareholders

The shareholders who wish to propose the agenda and/or a director candidate must be the Individual shareholder/ Group of shareholders holding not less than 0.05% of EGCO's issued shares (equal to 263,233 shares) by the date the shareholder proposes the agenda.

Proposal of the Agenda

The qualified shareholder must submit the signed form of AGM Agenda Proposal to the Company within the prescribed timeframe together with the following supporting document.

1. Evidence of shares' held, namely the certified letter of the securities company or other evidences of the SET.
2. Other supporting documents beneficial for board consideration (if any).

Proposal that will not be placed on the Agenda

Generally, the proposals that will not be placed on the agenda are as prescribed below:

- A proposal that violates the law, rules, regulations of government agencies or other governing agencies or do not comply with the objective, the articles of association, the shareholders' resolution, or the good corporate governance of the Company;
- A proposal that is the power and authority of the board unless it has significant impact on the shareholders in general;
- A proposal that the Company has already implemented; and
- A proposal that is beyond the control of the Company.

Procedure to Recommend Director Nominees

The qualified shareholder must submit the signed form of Director Nominee Proposal to the Board together with the following document within the designated timeframe.

1. Evidence of shares' held, namely the certified letter of the securities company or other evidences of the SET;
2. Evidence of nominee's consent together with supporting document of nominee's qualifications including the education and work experience (Curriculum Vitae); and
3. Other support documents beneficial for board consideration (if any).

Director Qualifications

The candidates for director nominees should possess the following qualifications.

- Having the qualifications according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company.
- Being knowledgeable, capable, independent, dedicated with suitable age and ability to perform director's duties with care and loyalty. Nominees should be able attend the Directors' meeting regularly, study meeting agendas in advance, and productively participate in the meeting in a straightforward manner. Reputable businesspersons of integrity and superb professional references may also qualify as nominees.
- Having the skill of industry knowledge, accounting and finance, business judgment, management skill, business strategy, corporate governance and laws.
- Not serving more than 2 board positions if being an executive director and not more than 5 boards if being a non-executive director.

Submission of Proposal

Shareholders are required to submit the proposal and relating document to the Corporate Secretary Division at the following address:

Corporate Secretary Division
Electricity Generating Public Company Limited
EGCO Tower, 222 Moo 5,
Vibhavadi Rangsit Road, Tungsonghong, Laksi
Bangkok 10210

Shareholders may also unofficially submit their proposal by sending an email to directors@egco.com before sending the hard copy and all relating document to the Company.

Process to Consider Shareholders' Proposal

The Corporate Secretary will initially review the proposal of the shareholders for the board's consideration. The Company's judgment for each proposal is final.

4. Dividend Payment Policy

In the absence of unforeseen circumstances, the Company has a policy to dividend approximately 40% of the consolidated net profit after tax, or to increase the dividend amount in a steady manner, to the shareholders. This dividend policy may change in the light of investment opportunities that may become available to the Company or as a result of other economic or financial factors or when a dividend payment may have a significant impact on the normal operation of the Company. The dividend payment shall not exceed the retained earnings of the separated financial statements.

5. Share trade of Directors and Management

If directors and Management including their spouses as well as their minor children would like to trade the Company's shares, their share trade shall be informed to the Corporate Secretary at least one day before the trade.

6. Contact to Directors

Shareholders who wish to communicate directly with the Board of Directors, any committee of the Board or any individual director may submit their questions by:

- Sending an e-mail message to directors@egco.com or auditcommittee@egco.com
- Mailing a letter to: Board of Directors or Audit Committee, Electricity Generating Public Company Limited, EGCO Tower, 222 Moo 5, Vibhavadi Rangsit Rd., Tungsonghong, Laksi, Bangkok 10210.

The Corporate Secretary will be responsible for forwarding communications directed to the Board to the standing committee or relating directors. The Corporate Secretary will summarize all directors' communications received during the most recent quarter to the Board, except for mails addressed to the Audit Committee which would be directly forwarded to the Audit Committee without screening.

The types of communications that are not forwarded to the Board, standing committees or directors are as follows:

- Job inquiries
- Surveys and other requests for information about the Company
- Offers of goods and services
- Request for donation and sponsorship.