

บริษัท บีซีพีรี รำกัด (มหาชน)

สำนักงานใหญ่ : 2098 อาการเอ็ม ทาวเวอร์ ซั้น 12 ดนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพมหานคร 10260 โทรศัพท์ 0 2335 8999

โทรสาร 0 2335 8900 เลขประจำดัวผู้เสียภาษี 0107559000095 BCPG Public Company Limited

Tax ID 0107559000095

Head Office: 2098 M Tower Building, 12th Floor, Sukhumvit Road, Prakanong-Tai, Prakanong, Bangkok 10260 Thailand Tel. 66 (0) 2335 8999 Fax. 66 (0) 2335 8900 www.bcpggroup.com

Website

- TRANSLATION -

Minutes of the 2025 Annual General Meeting of Shareholders of BCPG Public Company Limited (the "Company")

The meeting was convened on Tuesday, 8th April 2025, via electronic means (E – meeting). Pursuant to the Public Limited Companies Act (No. 4) B.E. 2565 (2022), it shall be deemed that the meeting was held at the head office of the Company, which is 12th Floor, M Tower, No. 2098, Sukhumvit Road, Phra Khanong Tai Subdistrict, Phra Khanong District, Bangkok 10260.

The meeting started

at 13.30 hrs.

Directors in attendance (amount to 100 percent of the Board of Directors of the Company):

1.	Mr. Patiparn	Sukorndhaman	Chairman of the Board of Directors
2.	Mr. Suthep	Wongvorazathe	Vice Chairman of the Board of Directors, Independent
			Director, Director of Nomination and Remuneration
			Committee and Director of Investment Committee
3.	General Ongard	Pongsakdi	Independent Director, Chairman of Corporate Governance
			and Sustainable Development Committee, and Director of
			Nomination and Remuneration Committee
4.	Mr. Thammayot	Srichuai	Director, Chairman of Investment Committee, and
			Director of Enterprise-wide Risk Management Committee
5.	General Kanit	Sapitaks	Independent Director and Chairman of Nomination
	10		and Remuneration Committee
6.	Mrs. Vilai	Chattanrassamee	Independent Director and Chairman of Audit Committee
6.7.	Mrs. Vilai Police General Visanu	Chattanrassamee Prasattongosoth	Independent Director and Chairman of Audit Committee Independent Director and Chairman of Enterprise-wide
			•
			Independent Director and Chairman of Enterprise-wide
7.	Police General Visanu	Prasattongosoth	Independent Director and Chairman of Enterprise-wide Risk Management Committee
7.	Police General Visanu Ms. Salagjit	Prasattongosoth Pongsirichan	Independent Director and Chairman of Enterprise-wide Risk Management Committee Independent Director and Director of Audit Committee
7. 8. 9.	Police General Visanu Ms. Salagjit Ms. Phatpuree	Prasattongosoth Pongsirichan Chinkulkitnivat	Independent Director and Chairman of Enterprise-wide Risk Management Committee Independent Director and Director of Audit Committee Director and Director of Investment Committee
7. 8. 9.	Police General Visanu Ms. Salagjit Ms. Phatpuree	Prasattongosoth Pongsirichan Chinkulkitnivat	Independent Director and Chairman of Enterprise-wide Risk Management Committee Independent Director and Director of Audit Committee Director and Director of Investment Committee Independent Director, Director of Audit Committee,
7. 8. 9.	Police General Visanu Ms. Salagjit Ms. Phatpuree	Prasattongosoth Pongsirichan Chinkulkitnivat	Independent Director and Chairman of Enterprise-wide Risk Management Committee Independent Director and Director of Audit Committee Director and Director of Investment Committee Independent Director, Director of Audit Committee, and Director of Corporate Governance and Sustainable
7. 8. 9.	Police General Visanu Ms. Salagjit Ms. Phatpuree General Sakda	Prasattongosoth Pongsirichan Chinkulkitnivat Niemkham	Independent Director and Chairman of Enterprise-wide Risk Management Committee Independent Director and Director of Audit Committee Director and Director of Investment Committee Independent Director, Director of Audit Committee, and Director of Corporate Governance and Sustainable Development Committee



12. Mr. Rawee Boonsinsukh Chief Executive Officer and Pr	ident, Acting S	senior
--	-----------------	--------

Executive Vice President, Operation, Director of Enterprise-wide Risk Management Committee, Director of Corporate Governance and Sustainable Development Committee, Director of Investment

Committee, and Secretary of the Board of Directors

Executives in attendance:

1. Ms. Sattaya Mahattanaphanij Senior Executive Vice President, Corporate Excellence

and Company Secretary

2. Mrs. Saowapap Sumeksri Senior Executive Vice President, Finance and Accounting

3. Mr. Charnvit Trangadisaikul Senior Executive Vice President, Investment

4. Mr. Kongkiat Kanjanapan Executive Vice President, Finance and Accounting

Auditor in attendance:

1. Mr. Sakda Kaotanthong KPMG Phoomchai Audit Co., Ltd.

Legal advisor in attendance:

1. Mr. Rittichai Ngodngam Prowess Law Co., Ltd.

Mr. Prasit Skulkassareewan, Director, Office of the Chief Executive Officer ("Meeting Facilitator") introduced Mr. Patiparn Sukorndhaman, Chairman of the Board of Directors, as the chairman of the meeting ("Chairman"), who would control the meeting to be in accordance with the relevant laws and the Company's Articles of Association, including all directors, auditors, and legal advisors who attended the meeting. The Meeting Facilitator then informed the meeting of the result of the quorums of the meeting that Article 16 of the Company's Articles of Association (which is in accordance with Section 103 of the Public Limited Companies Act B.E. 2535 (1992) (as amended)) provided that the quorum shall have no less than 25 shareholders or no less than half of all shareholders, and the total shares held by the attending shareholders shall not be less than one-third of all shares sold. At 13.35 hrs., there were more than 25 shareholders attending the meeting with 21 shareholders attending the meeting by themselves, holding 3,138,619 shares in aggregate, and 124 shareholders attending the meeting by proxy, holding 1,827,042,380 shares, totaling 145 shareholders presenting at the meeting and holding 1,830,180,999 shares in aggregate, equivalent to 61.0923 percent of the total shares sold which were 2,995,759,339 shares. The quorum was thus constituted in accordance with the Company's Articles of Association.

The Meeting Facilitator informed the meeting that the Company had given the shareholders the opportunity to propose any matters for the Board of Directors to consider including them into the meeting agenda and to nominate qualified persons to be elected as directors in advance from 28th August 2024 to



31st December 2024 via the website of the Stock Exchange of Thailand and the Company's website. However, at the end of 31st December 2024, no shareholders had submitted any agenda or the name of persons to be elected as directors of the Company. Therefore, in the 2025 Annual General Meeting of Shareholders, there were 6 agenda items in total as specified in the invitation letter which the Company had delivered to shareholders prior to the meeting and as shown on the monitor. The Meeting Facilitator then explained to the meeting the procedure of the meeting as follows:

1. Sequence of Agenda Items

The meeting would consider each agenda item following the sequence as shown in the meeting invitation letter without adjusting the sequence of the agenda items. The Company would allow the shareholders to ask questions or express their opinions on each agenda item in advance before casting a vote. When the relevant agenda is reached, the meeting will answer questions on various matters before allowing shareholders to vote.

2. Casting a Vote in Each Agenda

Article 19 of the Company's Articles of Association stipulated that in voting, one share shall have one vote. The shareholders with an interest in any agenda item shall not have the right to vote on that agenda. The shareholders or proxies attending the meeting shall cast a vote via Inventech Connect system.

For vote counting, the Company would deduct the votes for disapproval and abstention from the total votes of the shareholders attending the meeting and having the right to vote. The remaining votes shall be deemed as the vote for "approval".

In case that a proxy attended the meeting, if the principal has casted a vote, the staff would count the votes according to the wish of the shareholder in advance. Therefore, the proxy did not have to vote at the meeting.

If the principal did not specify his or her intention to vote on any agenda, the proxy would vote for that agenda as deemed appropriate.

To cast a vote, the shareholders shall select the agenda item that they wished to vote upon. There was 1 minute to vote during each agenda item. When the voting period for each agenda has concluded, the voting system for each agenda will be closed, and the voting results for each agenda will be announced. The voting result in that agenda shall be deemed final.



3. Leaving the Meeting before Voting is Concluded

The shareholders or proxies must remain on each agenda item until the end of the agenda and shall vote on each agenda before the voting system of such agenda is closed. In case where a shareholder or a proxy left the meeting or logged out from the system before the Company closed the voting in any agenda, the vote would not be counted as a quorum in such agenda and would not be counted as a vote in that agenda. However, leaving the meeting or logging out in any agenda item would not prohibit the shareholder or the proxy from returning to the meeting and voting on the next agenda through the system.

After that, the Company proceeded to open a video presentation showcasing details on the usage of the Inventech Connect system for asking questions on various agenda items, including instructions on how attendees can cast their votes using the system.

The Meeting Facilitator then informed the meeting that in the 2025 Annual General Meeting of Shareholders, the Company had invited Ms. Kanlayakorn Weerapanyaporn, the legal advisor from Prowess Law Co., Ltd., to be an inspector and act as a witness in the vote counting process. Additionally, to comply with the Personal Data Protection Act B.E. 2562 (2019) and the Company's privacy policy, the Meeting Facilitator then announced attendees' rights that the Company would record and broadcast images and audio of the meeting for the legitimate interest of the Company and the shareholders, as well as for future dissemination on the Company's website. Subsequently, the Meeting Facilitator invited the Chairman to consider proceeding with the agenda items of the meeting.

Agenda Item 1: To acknowledge the Board of Directors' report on the 2024 performance statement

The Chairman informed the meeting that this agenda item 1 was to inform the meeting to acknowledge the 2024 performance of the Company by a video presentation and assigned Mr. Rawee Boonsinsukh, Chief Executive Officer and the President, to additionally present an overview of the 2024 performance of the Company to the meeting.

The summary of events that occurred in the year 2024

Mr. Rawee Boonsinsukh, Chief Executive Officer, informed the meeting that according to the video presentation on the Company's performance for the year 2024, it could be seen that the Company had many significant developments. In 2024, the Company operated power and infrastructure businesses with commercial operations already in place, based on its shareholding proportion, with a total installed capacity of approximately 1,181 megawatts, or 1.181 gigawatts, across six countries namely, Thailand, Lao People's Democratic Republic, the Socialist Republic of Vietnam, the People Republic of China, the Republic of the



Philippines, and the United States of America. The total installed capacity is anticipated to grow to approximately 1,570 megawatts, or 1.570 gigawatts, by 2025. The Company has summarized the events that had occurred as detailed below.

Solar Power Business

The Operation of 2024

- (1) The Company had completed the divestment of its portfolio of nine solar power plant projects in Japan, with a total installed capacity of 117 megawatts, recording a total profit of THB 2,158.8 million. This transaction was in line with the Company's strategic plan to enhance investment returns, with the objective of reinvesting the proceeds into new projects.
- (2) The Company's solar power plant in Thailand had an increase in installed capacity through an investment of 8 megawatts, along with improvements in the efficiency of the BRM and BRM1 projects. This had been achieved by replacing the solar panels, resulting in a 30 percent increase in installed capacity, so the total installed capacity was 23.4 megawatts. The increased capacity had led to a reduction in the area required for the installation of solar panels, creating additional space in both the BRM and BRM1 projects for expanding the installed capacity to sell more electricity customers in the future.

Industrial Trend

- (1) Increasing demand for clean power energy among the Data Center groups
- (2) The change of the regulations to enhance the private sector's access to clean power energy

The Operational Direction of 2025

- (1) The change of solar panels to improve the efficiency of power production
- (2) The improvement of the operation to enhance the efficiency and the management of the solar farm and solar rooftop
- (3) The expansion of investments in the Private Power Purchase Agreement (PPA) projects
- (4) Establishing business partnerships with the Data Center partners

Natural Gas Power Plant Business in the United States of America

The Operation of 2024

The Company had recognized the full-year performance, with 4 natural gas power plant projects in the United States of America operating in accordance with the plan and achieving a high operational readiness



of 92 percent. Additionally, both the natural gas costs and electricity selling prices were in line with expectations. Furthermore, the refinancing of all natural gas power plant projects had been undertaken to optimize investment returns and cash flow for the Company.

The Operational Direction of 2025

The growth of new power plants had not been able to sufficiently meet the rapidly increasing electricity demand in the United States of America, driven by the expansion of the Data Centers and Artificial Intelligence (AI). This was evident from the increase in the Capacity Revenue for 2025, which rose from USD 40 per megawatt per day from January to May of 2025 to USD 270 per megawatt per day from June to December of 2025. Therefore, the Company anticipated that the performance of 4 natural gas power plant projects would align with the target of the Company.

Wind Power Business

> The Operation of 2024

- (1) In December 2024, the Monsoon Wind Power Plant in Lao People's Democratic Republic, with a total installed capacity of 600 megawatts, consisting of 133 wind turbines across a project area of 440,000 rai, located at an altitude of 1,200 to 1,400 meters above sea level, made significant progress. The objective of the project is to sell the power to the Socialist Republic of Vietnam. As of the latest update, the construction progress stands at 92 percent, with the following details: (a) installation of wind turbines at 86 percent, (b) installation of transmission lines at 90 percent, and (c) installation of the substation at 95 percent.
- (2) In December 2024, the Company entered into a purchase agreement for a wind power project located in Gia Lai, the Socialist Republic of Vietnam, with a total installed capacity of 99 megawatts. This project consists of 30 wind turbines, covering an area of 156,000 rai, and is situated at an elevation of 700 meters above sea level. The construction of the project had been completed, with progress reaching 100 percent. However, the project is currently in negotiations regarding the electricity tariff with the Socialist Republic of Vietnam Electricity (EVN).

The Operational Direction of 2025

- (1) The Company expected that the Monsoon Wind Power Plant would have the transmission lines and the substation installed completely by January 2025, with 133 wind turbines installed completely by April 2025. Additionally, the Company expects that this project will commence commercial operations in the fourth quarter of 2025.
- (2) The Company expected that Gia Lai, the Socialist Republic of Vietnam, would have commercial operations in the second quarter of 2025.



Carbon Credit Business

> The Operation of 2024

The Company currently holds a carbon credit volume of 385,000 tons per year. In this regard, the Company expected that the amount of carbon credit may be increased to 609,000 tons per year in 2025 as a result of the commencement of commercial operation of Monsoon Wind Power Plant and the wind power plant located in Gia Lai, the Socialist Republic of Vietnam.

> The Operational Direction of 2025

- (1) In light of the increasing implementation of carbon tax and demand for carbon credit globally, the Company has undertaken initiatives to enhance the value of its carbon credits by registering them under internationally recognized and credible standards, such as Verra and the Gold Standard, to ensure greater market acceptance and credibility.
- (2) Expanding the carbon credit trading market and enhancing access to both domestic and international clients through strategic partnerships.
 - (3) Expanding the domestic customer base through the Carbon Markets Club.

The performance of the Company in the year 2024

The Company generated total revenue from sales and services of approximately THB 4,323 million and had Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA) of THB 4,610 million and a net profit of THB 1,820 million. The 65 percent increase in net profit in 2024 compared to 2023 was driven by the Company's operations as follows:

- (1) The sale of 9 solar power plant projects in Japan;
- (2) Full-year recognition of the operating results from the hydropower plant projects in Lao People's Democratic Republic;
- (3) Full-year recognition of the operating results from 4 natural gas power plant projects in the United States of America; and
 - (4) Full-year recognition of the operating results from the oil storage and port operations in Thailand.

Summary of Awards and Keys Events in the year 2024

- (1) The Company had been assigned the Corporate Credit Rating of A and the Rating Outlook of Stable level.
- (2) In collaboration with Kasikornbank Public Company Limited, the Company offered "Bond Plus Carbon Credit" debentures worth THB 2 billion, allowing investors to choose between receiving carbon credits or renewable energy certificates in addition to interest returns.



- The Company secured a THB 4.2 billion loan facility from TISCO Bank Public Company Limited to support the expansion of its renewable energy business.
- The Company had received an AAA rating from the ESG Rating of the Stock Exchange of Thailand for the 4th consecutive year.
- The Company had received the Best Investor Relations Listed Company award from the Stock Exchange of Thailand
- The Greenhouse Gas Management Organization (Public Organization) had certified the Company as carbon neutral for the 2nd consecutive year.
- The Company has been assessed excellent corporate governance by the Thai Institute of Directors (IOD), achieving the highest level of assessment for the 7th consecutive year.

Business strategies for the year 2025 - 2030

By 2030, the Company aims to be included in the SET50 Index and the Dow Jones Sustainability Index. To achieve this, the Company has outlined the following key strategies:

- (1)Increasing the total commercial operating capacity to 3,000 megawatts, or 3.0 gigawatts, by 2030
- (2)Managing investments efficiently to maximize returns, covering all stages from project development and construction to operations and performance monitoring closely, ensuring results align with established targets
- Considering asset divestment as a means of recycling capital into new projects, enabling continuous project development

The Chairman announced at the meeting that agenda item 1 is for information acknowledgment only and, therefore, no voting is required. The Chairman asked the meeting if any shareholder wished to give any additional opinion or raise any additional questions. There was a shareholder giving an additional opinion or asking an additional question as follows:

Shareholder

Mr. Anupoj Panapornsirikul : Could you please provide the current proportion of the Company's revenue from domestic and international sources, as well as its investment plans for the year 2025?

Mr. Rawee Boonsinsukh

: In 2024, the Revenue Distribution including profit share, was 30 percent from Thailand, 50 percent from the United States of America, 15 percent from the Lao People's Democratic Republic, and 5 percent from Japan. Furthermore, the investment plan for 2025 will focus on diversifying investments to manage risks. The Company will avoid over-concentrating



investments in any single country. Thailand's neighboring countries are regarded as having strong potential, both in terms of production and the purchase of clean energy electricity, as well as experiencing solid economic growth.

Thai Investors Association :

How much annual cash flow is generated by the Company's solar power plants in Japan? Additionally, following the sale of assets in Japan in 2024, how does the Company plan to identify new investment projects to replace the lost production capacity in alignment with the corporate strategic plan? What are the expected investment locations, and what are the Company's main strategies in the current highly competitive market?

Mr. Rawee Boonsinsukh

The solar power plants in Japan generated an annual EBITDA of approximately THB 800 million. However, as the project had recently been completed, no cash flow has yet been returned to the Company. Consequently, the sale of the entire solar power plant portfolio in Japan enables the Company to recognize both cash flow as profit from the sale of the portfolio and additional profit in its financial statements. The sale of assets in Japan had been a part of the Company's strategic plan from the beginning. The Company has made investments in power generation projects in the United States of America, with a total capacity of 850 megawatts, in the Monsoon project with a capacity of 290 megawatts, and in wind energy projects in the Socialist Republic of Vietnam with a capacity of 99 megawatts. These investments will effectively compensate for the lost production capacity from the sold assets in Japan.

The Chairman asked the meeting if any shareholder wished to give any additional opinion or raise any additional questions. No shareholders gave any additional opinions or asked any additional questions. The Chairman, therefore, asked the meeting to proceed to agenda item 2.

Resolution: The meeting acknowledged the Board of Directors' report on the 2024 performance statement.

Agenda Item 2: To consider and approve the Financial Statements for the year ended 31st December 2024

The Chairman assigned Mr. Rawee Boonsinsukh, Chief Executive Officer, to report to the meeting the details with respect to the Financial Statements for the year ended 31st December 2024

Chief Executive Officer informed the meeting that the resolution approving this agenda item 2 required a majority vote of the shareholders attending the meeting and casting their votes and reported to the meeting a summary of the Consolidated Financial Statements as of 31st December 2024 as follows:



- (a) <u>Financial Status</u>: The total assets of the Company were THB 61,992 million, the total liabilities were THB 31,066 million, and the total equity was THB 30,926 million. The decrease in total assets and total liabilities from 2023 is due to the sale of the solar power plant project in Japan and the repayment of related loans.
- (b) <u>Operational Result</u>: The total income from the sale and rendering of service of the Company was THB 4,323 million, which is a decrease from 2023 due to the termination of Adder of the solar power project in Thailand.

Other income and expenses of the Company was THB 1,608 million, which is an increase from 2023 due to recognizing the profit from the sale of the solar power plant project in Japan, as well as the impact of impairment under accounting principles.

Meanwhile, the share of profit from investments in joint venture companies amounted to THB 1,014 million, which is an increase due to full-year recognition of the natural gas project in the United States of America. The Company has a net profit of THB 1,820 million, equivalent to earnings per share of THB 0.61.

(c) <u>Cash Flow Statement:</u> The Company received cash from operating activities of THB 2,153 million and from investment activities of THB 6,082 million, which resulted from the proceeds of the sale of the solar power plant project in Japan and dividend income from the natural gas power plant in the United States of America. With respect to financing activities, the Company utilized cash of THB 10,628 million due to the repayment of loan principal and interest, together with the impact of foreign exchange amounting to THB 51 million. As a result, the Company had a cash balance of approximately THB 7,346 million as of the end of 2024.

The auditor from KPMG Phoomchai Audit Co., Ltd reviewed the financial statements. The auditor was of the opinion that the financial statements were prepared accurately in all material respects, in accordance with the Thai Financial Reporting Standards (TFRS), and already reviewed by the Audit Committee. The Board of Directors, therefore, deemed it appropriate to propose to the shareholders' meeting to approve the Financial Statements of the Company for the year ended 31st December 2024.

The Chairman asked the meeting if any shareholder wished to give any additional opinion or raise any additional questions. No shareholders gave any additional opinion or asked any additional questions, the Chairman, therefore, asked the meeting to cast their votes for approval of the Company's financial statements as of 31st December 2024. The voting results could be concluded as the resolution as follows:

Approve	1,831,053,763	votes, or equivalent to	100.00	percent
Disapproved	-	votes, or equivalent to	-	percent
Abstained	160	votes, or equivalent to	-	percent
Totaling (150 shareholders)	1,831,053,923	votes, or equivalent to	-	percent

Resolution: The meeting, with the majority votes of the shareholders attending the meeting and casting their votes, resolved to approve the Financial Statements for the year ended 31st December 2024.



Agenda Item 3: To consider and approve allocation of profits for legal reserved fund and for dividend payment

The Chairman informed the meeting that the resolution on this agenda item 3 required a majority vote of the shareholders attending the meeting and casting their votes for the approval, and assigned Mr. Rawee Boonsinsukh, the Chief Executive Officer, to inform the meeting of the details of the allocation of the profits for the legal reserved fund and for dividend payment.

The Chief Executive Officer informed the meeting that pursuant to the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Articles of Association of the Company, the Company shall allocate no less than 5 percent of its annual net profit, deducted by the accumulated losses brought forward (if any) until the fund attained an amount of not less than 10 percent of the registered capital. The Company had the net profit under the Separate Financial Statement in the amount of THB 1,826.02 million, therefore, the allocation for legal reserved fund was 5 percent of such net profit at the amount of THB 91.30 million.

The Company had determined its policy for dividend distribution that the dividends would be distributed for not less than 40 percent of the net profit under the Separate Financial Statement after deducting all types of reserves, whereby the economic and environmental conditions at the time would be taken into consideration.

In 2024, the Company had a net profit under the Separate Financial Statement in the amount of THB 1,826.02 million and during the year 2024, the Company announced the interim dividend payment for the performance in the first half of the year 2024 at the rate of THB 0.10 per share, totaling THB 299.57 million approximately. The Company proposed to the 2025 Annual General Meeting of Shareholders to approve the dividend payment for the performance in the second half of the year 2024 at the rate of THB 0.18 per share, totaling THB 539.24 million approximately. The total sum of dividend payments for the year 2024 was at THB 0.28 per share, totaling THB 838.81 million approximately.

The Board of Directors of the Company, therefore, deemed it appropriate to propose to the shareholders' meeting to consider and (A) approve the allocation of the profit as a legal reserved fund in the amount of THB 91,301,064 and (B) approve the dividend payment from net profits for the performance in the second half of the year 2024 at the rate of THB 0.18 per share. After combining such amount with the interim dividend which was paid at the rate of THB 0.10 per share, the total sum of dividend payments for the year 2024 was at THB 0.28 per share, amounting to the total dividend of THB 838.81 million approximately.

The date to determine the names of shareholders who were entitled to receive dividend payment (Record Date) was Thursday, 6th March 2025, and the dividend payment date was scheduled to be on Tuesday, 22nd April 2025.

The Chairman asked the meeting if any shareholder wished to give any additional opinion or raise any additional questions. No shareholders gave any additional opinion or asked any additional questions; the



Chairman, therefore, asked the meeting to cast their votes. The voting results could be concluded as the resolution as follows:

Approve	1,831,053,923	votes, or equivalent to	100.00	percent
Disapproved	-	votes, or equivalent to	-	percent
Abstained	-	votes, or equivalent to	-	percent
Totaling (150 shareholders)	1,831,053,923	votes, or equivalent to	-	percent

Resolution: The meeting, with the majority votes of the shareholders attending the meeting and casting their votes resolved to (A) approve the allocation of the profits as a legal reserve funding in the amount of THB 91,301,064, and (B) approve the dividend payment from net profit for the performance in the second half of the year 2024 at the rate of THB 0.18 per share. After combining such amount with the paid interim dividend payments at the rate of THB 0.10 per share, the total sum of dividend payments for the year 2024 would be THB 0.28 per share,

<u>Agenda Item 4</u>: To consider and approve the appointment of directors in replacement of those who are due to retire by rotation

amounting to THB 838.81 million approximately.

The Chairman assigned General Kanit Sapitaks, Chairman of the Nomination and Remuneration Committee, to inform the meeting of the details with respect to the appointment of directors in replacement of those who were due to retire by rotation.

General Kanit Sapitaks informed the meeting that, according to Article 22 of the Articles of Association of the Company provided that, at every annual general meeting of shareholders, one-third of the directors shall vacate the office in proportion. If the number of directors was not a multiple of three, the number of directors closest to one-third shall vacate from office.

At present, the Company had 12 directors in total, by which the following 4 directors were due to retire by rotation as follows:

1.	General Kanit	Sapitaks	Independent Director
2.	General Ongard	Pongsakdi	Independent Director
3.	Ms. Salagjit	Pongsirichan	Independent Director
4.	Ms. Phatpuree	Chinkulkitnivat	Director

In this regard, General Kanit Sapitaks and General Ongard Pongsakdi expressed their intention at the Board of Directors meeting that they do not intend to extend the term of office as the Company's director.



General Kanit Sapitaks informed Ms. Salagjit Pongsirichan and Ms. Phatpuree Chinkulkitnivat, the 2 directors who were due to retire by rotation in the year 2025, to leave the meeting room during the consideration of this agenda in order for the shareholders to consider this agenda with transparency and independence.

During the period from 28th August 2024 to 31st December 2024, the Company had invited the shareholders to nominate the persons they deemed qualified to be selected as directors and propose the names of the persons suggested by the shareholders to the shareholders' meeting for the purposes of election as the directors of the Company via communication channels of the Stock Exchange of Thailand and on Company's website. However, after the deadline passed, it appeared that there were no shareholders nominating any person to be considered and elected as directors to the Company.

The Nomination and Remuneration Committee selected the directors cautiously by considering the persons with knowledge, capability, experience, and a good professional track record, leadership, and broad vision, including morality, ethics, a good attitude toward the organization, as well as being able to devote their time in the interests of the Company's business operation. Furthermore, consideration was also given to the diversity of the Board of Directors' structure, and qualifications suitable and in line with the composition and structure of the Board of Directors in accordance with the business strategy of the Company. A board skills matrix was conducted in order to determine the qualifications of the directors to be nominated for the appropriate Board of Directors and the best interest in the business operation of the Company. In addition, the independence of the directors had also been taken into consideration.

The Board of Directors, excluding the directors who had the conflict of interest, had considered according to the proposal of the Nomination and Remuneration Committee and deemed it appropriate to propose to re-appoint the 2 directors who were due to retire by rotation as directors for another term as follows:

1.	Ms. Salagjit	Pongsirichan	Independent Director

2. Ms. Phatpuree Chinkulkitnivat Director

The Board of Directors also proposed to the meeting to appoint the new directors in replacement of the 2 directors who were due to retire by rotation as follows:

1.	Mr. Bundit	Hansapaiboon	Director
2.	Mr. Pornsit	Poovanakijjakorn	Independent Director

Each person who was nominated was a knowledgeable person with knowledge, capability, and experience in each area, which would be beneficial in promoting the operation of the Board of Directors to be more efficient. The details regarding the brief biographies of each person were set out in Enclosure 2 of the invitation letter of the shareholders' meeting.

The Chairman asked the meeting if any shareholder wished to give any additional opinion or raise any



additional questions. No shareholders gave any opinion or asked any question, the Chairman, therefore, asked the meeting to cast their votes to elect each director individually by giving the time to vote for 1 minute for each person. When the given time lapsed, it would be considered that the voting was closed for the appointment of each director. The Chairman further informed the meeting that this agenda item required a majority vote of the shareholders attending the meeting and casting their votes.

The voting results could be concluded as the resolution for the appointment of directors who were due to retire by rotation to resume their directorship for another term as follows:

1. Ms. Salagjit Pongsirichan

Approve	1,827,969,317	votes, or equivalent to	99.8318	percent
Disapproved	3,078,900	votes, or equivalent to	0.1681	percent
Abstained	6,777	votes, or equivalent to	-	percent
Totaling (151 shareholders)	1,831,054,994	votes, or equivalent to	-	percent

2. Ms. Phatpuree Chinkulkitnivat

Approve	1,827,914,317	votes, or equivalent to	99.8288	percent
Disapproved	3,133,900	votes, or equivalent to	0.1711	percent
Abstained	6,777	votes, or equivalent to	-	percent
Totaling (151 shareholders)	1,831,054,994	votes, or equivalent to	-	percent

The voting results could be concluded as the resolution for the appointment of 2 new directors as follows:

1. /	Mr.	Bundit	Hansa	paiboon
------	-----	--------	-------	---------

Approve	1,827,914,317	votes, or equivalent to	99.8288	percent
Disapproved	3,133,900	votes, or equivalent to	0.1711	percent
Abstained	6,777	votes, or equivalent to	-	percent
Totaling (151 shareholders)	1,831,054,994	votes, or equivalent to	-	percent

2. Mr. Pornsit Poovanakijjakorn

Approve	1,831,048,217	votes, or equivalent to	100.00	percent
Disapproved	-	votes, or equivalent to	-	percent
Abstained	6,777	votes, or equivalent to	-	percent
Totaling (151 shareholders)	1,831,054,994	votes, or equivalent to	-	percent



Resolution:

The meeting by a majority of shareholders attending the meeting and casting their votes resolved to appoint 2 directors who retired by rotation, i.e., 1) Ms. Salagjit Pongsirichan and 2) Ms. Phatpuree Chinkulkitnivat to resume their directorship for another term, and resolved to appoint 2 new directors, i.e., 1) Mr. Bundit Hansapaiboon and 2) Mr. Pornsit Poovanakijjakorn

Therefore, the Board of Directors after the election shall consist of 12 directors as follows:

1.	Mr. Patiparn	Sukorndhaman	Chairman of the Board of Directors
2.	Mr. Suthep	Wongvorazathe	Independent Director
3.	General Sakda	Niemkham	Independent Director
4.	Police General Visanu	Prasattongosoth	Independent Director
5.	Pol.Lt.Gen. Chaiwat	Chotima	Independent Director
6.	Mrs. Vilai	Chattanrassamee	Independent Director
7.	Ms. Salagjit	Pongsirichan	Independent Director
8.	Mr. Pornsit	Poovanakijjakorn	Independent Director
9.	Mr. Thammayot	Srichuai	Director
10.	Ms. Phatpuree	Chinkulkitnivat	Director
11.	Mr. Bundit	Hansapaiboon	Director
12.	Mr. Rawee	Boonsinsukh	Chief Executive Officer, President, and Secretary of the Board of Directors

The Chairman invited Ms. Salagjit Pongsirichan and Ms. Phatpuree Chinkulkitnivat to return to the meeting for the next agenda.

Agenda Item 5: To consider and approve the directors' remuneration for 2025

The Chairman informed the meeting that the resolution on this agenda item 5 required a vote of not less than two-thirds of the total number of votes casted by the shareholders attending the meeting.

The Chairman assigned General Kanit Sapitaks to inform the meeting of the details on the directors' remuneration for 2025.

General Kanit Sapitaks informed the meeting that according to the remuneration policy for the directors, the Company took into account the appropriateness of the assigned duties, responsibilities, and the rate of remuneration could be compared to that of other companies listed on the Stock Exchange of Thailand in the similar industry and size of business, whereby the directors' remuneration shall be sufficient to encourage the



directors to perform their duties to achieve the target according to the business direction as set by the Company. The determination process must be transparent in order to create confidence in the shareholders.

The Nomination and Remuneration Committee considered the directors' remuneration for 2025 based on the director's remuneration policy of the Company and compared the remuneration rate with the average remuneration rate of other listed companies based on the survey report on the directors' remuneration of the listed companies prepared by the Thai Institute of Directors, as well as the business expansion and the growth of the operational results of the Company. As a result, the Nomination and Remuneration Committee deemed it appropriate to propose to determine the directors' remuneration for 2025 as follows:

1. Monthly remuneration and meeting allowance of the Company's directors

The Nomination and Remuneration Committee proposed not to adjust and to maintain the same rate as from 2016 to 2024. The directors shall receive a monthly remuneration of THB 30,000 per person and a meeting allowance of THB 30,000 per person for each meeting, only for those who attend the meeting. The year 2024 comparison table is shown below.

	Monthly Remuneration (THB/person)		Meeting Allowance (THB/meeting/person) (Only for those who attend a meeting)	
	2025 (Year proposed for consideration)	2024	2025 (Year proposed for consideration)	2024
Board of Directors (No adjustment required. The rate shall remain the same as from 2016 to 2024)	30,000	30,000	30,000	30,000

2. Remuneration of sub-committees

Regarding the remuneration of the Company's sub-committees, which consist of 5 sub-committees, it was deemed appropriate to propose to the shareholders' meeting to consider and approve to maintain the monthly remuneration of the audit committee (which is the only sub-committee that receives monthly remuneration) the same rate as in 2024, at the rate of THB 20,000. As for the meeting allowances for all 5 sub-committees, it is proposed to remain unchanged by maintaining the same rate as from 2016 to 2024 at the rate of THB 15,000 per person for each meeting, only for those who attend the meeting, as summarized in the comparison table below.



	Sub-committees	Monthly Remuneration (THB/person)		Meeting Allowance (THB/meeting/person) (Only for those who attend a meeting)	
		2025 (Year proposed for consideration)	2024	2025 (Year proposed for consideration)	2024
1.	The Audit Committee	20,000	20,000	15,000	15,000
2.	The Nomination and		2	15,000	15,000
	Remuneration				
	Committee				
3.	The Enterprise-wide Risk	ä	E	15,000	15,000
	Management Committee				
4.	The Corporate	<u> </u>	9	15,000	15,000
	Governance and				
	Sustainable Development				
	Committee				
5.	Investment Committee	26	2 1	15,000	15,000

The Chairman of the Board of Directors and the Chairman of the Sub-Committees shall receive the monthly remuneration and meeting allowances higher than other members of the Board of Directors and the Sub-Committees by 25 percent, whilst the Vice Chairman of the Board of Directors shall receive monthly remuneration and meeting allowances higher than other members of the Board of Directors by 12.5 percent.

3. Directors' bonus in 2025

(remained the same rate as from 2024)

The director's bonus was determined at the rate of 0.75 percent of the net profit but not exceeding THB 3,000,000 per 1 director and shall be calculated proportionately by taking into consideration each one's actual periods of being a director. The Chairman of the Board of Directors and the Vice Chairman of the Board of Directors shall receive the bonus higher than those members at the rate of 25 and 12.5 percent, respectively.

The Board of Directors considered and took into account the opinions of the Nomination and Remuneration Committee and deemed it appropriate to propose that the meeting approve the directors' remuneration for 2025 as proposed.

The Chairman asked the meeting if any shareholder wished to give any additional opinion or raise any additional question. No shareholders gave any additional opinion or asked any additional question, the



Chairman, therefore, asked the meeting to cast their votes and informed the meeting that this agenda item required the vote of no less than two-thirds of the total number of votes casted by the shareholders attending the meeting. The voting results could be concluded as the resolution as follows:

Approve	1,831,171,946	votes, or equivalent to	99.9999	percent
Disapproved	-	votes, or equivalent to	-	percent
Abstained	160	votes, or equivalent to	-	percent
Totaling (154 shareholders)	1,831,172,106	votes, or equivalent to	•	percent

Resolution: The med

The meeting, with the vote of no less than two-thirds of the total number of votes casted by the shareholders attending the meeting, resolved to approve the directors' remuneration for 2025 as follows:

Monthly remuneration and meeting allowances

The directors of the Company

Monthly remuneration in the amount of THB 30,000 per person.

<u>Meeting allowances</u> in the amount of THB 30,000 per person for each meeting, only for those who attend the meeting.

Sub-committees

Monthly remuneration (only for the Audit Committee) in the amount of THB 20,000 per person.

<u>Meeting allowance</u> for all the 5 sub-committees in the amount of THB 15,000 per person for each meeting, only for those who attend the meeting.

The Chairman of the Board of Directors and the Chairman of the Sub-Committees shall receive the monthly remuneration and meeting allowances higher than other members of the Board of Directors and the Sub-Committees by 25 percent, whilst the Vice Chairman of the Board of Directors shall receive monthly remuneration and meeting allowances higher than other members of the Board of Directors by 12.5 percent.

2. Directors' bonus

0.75 percent of the net profit but not exceeding THB 3,000,000 per 1 director and shall be calculated proportionately by taking into consideration each one's actual period of being a director. The Chairman of the Board of Directors and the Vice Chairman of the Board of Directors shall receive the bonus higher than those members at the rate of 25 and 12.5 percent, respectively.



Agenda Item 6: To consider and approve the appointment of the auditor and determination of the audit fee in the year 2025

The Chairman assigned Mrs. Vilai Chattanrassamee, the Chairman of the Audit Committee, to inform the meeting of the details of the appointment of the auditor and the determination of the audit fee for the year 2025.

The Chairman of the Audit Committee informed the meeting that Section 120 of the Public Limited Companies Act provided that the annual general meeting of shareholders shall appoint an auditor and determine the audit fee of the Company every year. In appointing the auditor, the former auditor may be re-appointed.

In selecting the auditors for the year 2025, the Audit Committee had considered and proposed the Board of Directors to consider the determination of the auditor of the committee by taking into account the performance, experience, readiness of the auditor, accepted standard in their working performance, and the audit fee proposed by the auditor whereby the consideration of such fee had taken into account factors regarding the higher inflation rate and the increase of the Company's transaction. The Board of Directors has considered and agreed with the Audit Committee that it was appropriate for the 2025 annual general meeting of the shareholders to appoint 4 certified public accountants, i.e.,

- (1) Mr. Sakda Kaotanthong, Certified Public Accountant No. 4628; or
- (2) Mr. Waiyawat Kosamarnchaiyakij, Certified Public Accountant No. 6333; or
- (3) Mr. Charoen Phosamritlert, Certified Public Accountant No. 4068 or
- (4) Mr. Yoottapong Soontalinka Certified Public Accountant No. 10604,

from KPMG Phoomchai Audit Co., Ltd. as the auditor for the year 2025, whereby the biographies of the 4 auditors were set out in Enclosure 3 of the invitation letter to the shareholders' meeting. The auditor's remuneration for the year 2025 was THB 1,406,000 which was increased from the year 2024 by approximately 2.48 percent, excluding all out-of-pocket expenses which actually incurred during the provided services, and such expenses shall not exceed 8 percent of the audit fee.

The Chairman asked the meeting if any shareholder wished to give any additional opinion or raise any additional questions. There was a shareholder giving an additional opinion or asking an additional question as follows:

Mr. Pitak Silrattana

: How many years has this auditor been auditing?

Shareholder

Mrs. Vilai Chattanrassamee : Mr. Sakda Kaotanthong has been auditing the accounts for 5 years.

The Chairman asked the meeting if any shareholder wished to give any additional opinion or raise any additional questions. No shareholders gave any additional opinion or asked any additional questions; the Chairman, therefore, asked the meeting to cast their votes and informed the meeting that this agenda item



required the majority vote of shareholders attending the meeting and casting their votes. The voting results could be concluded as the resolution as follows:

Approve	1,830,694,368	votes, or equivalent to	99.9744	percent
Disapproved	467,578	votes, or equivalent to	0.0255	percent
Abstained	10,160	votes, or equivalent to	-	percent
Totaling (154 shareholders)	1.831.172.106	votes, or equivalent to	_	percent

Resolution:

The meeting, with the majority votes of the shareholders attending the meeting and casting their votes, resolved to appoint the 4 auditors, i.e. (1) Mr. Sakda Kaotanthong, Certified Public Accountant No. 4628, or (2) Mr. Waiyawat Kosamarnchaiyakij, Certified Public Accountant No. 6333, or (3) Mr. Charoen Phosamritlert, Certified Public Accountant No. 4068 or (4) Mr. Yoottapong Soontalinka Certified Public Accountant No 10604. The 4 auditors are from KPMG Phoomchai Audit Co., Ltd. as the Company's auditor for the year 2025, with the audit fee at THB 1,406,000. However, such audit fee did not include any actual expenses which would be incurred as a result during the provided services, whereby such expenses must not exceed 8 percent of the audit fee.

Agenda Item 7: Other business (if any)

After the meeting completely considered Agenda item 6, the Chairman then informed the meeting that the meeting agendas were all considered according to the agendas specified in the meeting invitation letter which Section 105 Clause 2 of the Public Limited Companies Act B.E. 2535 (1992) (as amended B.E. 2551 (2008)) stated that "...the shareholders holding shares in aggregate of not less than one-third of the total number of shares sold may request the meeting to consider matters other than those specified in the notice summoning the meeting." However, for transparency and in order to give rights to all groups of shareholders equally, no agenda should be added to consider apart from those specified in the meeting invitation letter. This was because the Company had complied with the principles of good corporate governance of the Stock Exchange of Thailand by giving an opportunity to the shareholders to propose matters for the Board of Directors to consider in advance during the meeting from 28th August 2024 to 31st December 2024. The Company had informed the shareholders to acknowledge this matter through the website of the Stock Exchange of Thailand and the Company's website and it appeared that no shareholder had proposed any additional agenda item.

The Chairman asked the meeting if any shareholder wished to give any additional opinion or raise any additional questions. However, if there were numerous opinions or questions, the Company would summarize the issues of the questions and the answers and publish them on the Company's website for any relevant persons or those who were interested in reading further details.

There were shareholders giving an additional opinion or asking an additional question as follows:



Mr. Anupoj Panapornsirikul
Shareholder

: Proposing an onsite meeting combined with an online meeting, and the Company should arrange a Company Visit so that shareholders can be informed about the Company's operation.

Mr. Rawee Boonsinsukh

The Company will consider the proposed arrangement of onsite meetings and a Company Visit. The arrangement of the meeting, whether onsite or online, will depend on the circumstances at each given time. As for the Company Visit, since the plants are located in various dispersed locations, the Company will consider the most appropriate arrangement for the Company Visit to the best benefit of the shareholders.

Mr. Woranai Yuthanaamorn Proxy

What is the Company's opinion on the Reciprocal Tariff of President Donald Trump, and does the Company expect such measures to have any impact on investment in natural gas power plant projects in the United States of America?

Mr. Rawee Boonsinsukh

President Donald Trump's measures remain dynamic and need to be closely monitored. However, the infrastructure of the power business market in the United States remains strong because the demand for electricity has been increasing continuously, while the supply of electricity is still insufficient to meet the demand. Nevertheless, the Company believes that the impact of President Donald Trump's Reciprocal Tariff will not affect the natural gas power plant business in the United States of America at present.

Mr. Thatawat Jittaksa Shareholder

To what extent has the trade war impacted the Company?

Mr. Rawee Boonsinsukh

The situation needs to be closely monitored. However, at present, the power plant projects in the United States of America have not been affected.

Chairman

: Most of the Company's power supply is through the Power Purchase Agreements (PPA), which are certain.

Mr. Pitak Silrattana Shareholder

Does the Company have a policy to expand investments into other countries?

Mr. Rawee Boonsinsukh

The Company focuses on investing in nearby countries with high potential, such as Lao People's Democratic Republic, which has significant potential in green energy production, and the Socialist Republic of Vietnam, which has strong potential for purchasing green electricity due to its businesses



needing to export to countries with carbon demands, including Australia. However, the Company continues to study and analyze continuously to identify target countries that are worth further investment.

Chairman

As mentioned by Mr. Rawee, the expansion of the investment portfolio must be considered in terms of Business Risk and Country Risk in order for the Company's investment portfolio to be as appropriate as possible.

The Chairman, therefore, informed the meeting of the contact channels in case where the shareholders may have further questions, opinions, or suggestions for the Company. The shareholders may contact the Company through Investor Relations officers via phone at 0-2335-8945 or via e-mail at <u>irabcoggroup.com</u>. The Chairman then expressed his appreciation for all shareholders for the opinions and suggestions which were beneficial to the Company then declared the meeting duly closed.

The meeting was closed at 15.02 hrs.

- Signed -	Signed				
(Mr. Patiparn Sukorndhaman)	(Mr. Rawee Boonsinsukh)				
Chairman of the Board of Directors	Chief Executive Officer and President, Acting Senior				
	Executive Vice President, Operation, Director of				
	Enterprise-wide Risk Management Committee,				
	Director of Corporate Governance and Sustainable				
	Development Committee, Director of Investment				
	Committee, and Secretary of the Board of Directors				
Minutes taker					
- Signed -					
(Ms. Sattaya Mahattanaphanij)					
Senior Executive Vice President, Corporate Excellence					
and Company Secretary					

From the commencement of the meeting at 13.30 hrs. until the adjournment of the meeting, there were shareholders attending the meeting by themselves and shareholders attending the meeting by proxy, totaling 154 persons, amounting to 1,831,172,106 shares, equivalent to 61.1254 percent of all shares sold of the Company.