

**Criteria for Shareholders to propose Director Nominees in advance
for the Annual General Shareholders' Meeting of IRPC Public Company Limited**

Objective

To show recognition of the rights and equitable treatment of all shareholders and to promote the good corporate governance, IRPC Public Company Limited (“the Company”) grants shareholders the opportunity to propose a well-qualified person as a director nominee prior to the Annual General Shareholders' Meeting (“AGM”) every year, which is in accordance with the criteria specified by the Company as follows:

Criteria

1. The qualifications of shareholders

- 1.1 Being the shareholder of the Company, which can be either one shareholder or combined shareholders
- 1.2 Holding minimum shares of not less than 4 per cent of the total voting shares of the Company
- 1.3 Holding those shares until the book closing date, which will be announced by the board, for the right to attend the meeting of that year.

2. Proposal of a director nominee

- 2.1 The qualified shareholder according to criteria no.1 can propose a nominee who is suitably qualified to be considered as a director of the Company by filling in the **“Form for Proposing IRPC’s Director Nominee for the Annual General Shareholders’ Meeting”** enclosing all and complete related supporting documents, and submitting them to the Company within the deadline and through the channels specified in criteria no.5
- 2.2 In case combined shareholders propose a nominee, all of them must fill in the **“Form for Proposing IRPC’s Director Nominee for the Annual General Shareholders’ Meeting”** and sign their name as evidence. One form per one nominee must be completed before being gathered for submission.
- 2.3 The director nominee must possess the following qualifications:
 - 1) Being fully qualified and having no legal prohibited characteristics according to the Public Limited Companies Act, the Securities and Exchange Act, notifications of the Capital Market Supervisory Board, regulations of the Securities and Exchange Commission, regulations of the Stock Exchange of Thailand, regulations of the Company, the good corporate governance principles of the Company, and other related regulations, as well as showing no lack of suitability to be given credibility in the management of the Company
 - 2) Being qualified according to the Cabinet Resolution, dated 24 January 2011, regarding the appointment of senior government officials or individuals as members of the committee in state enterprises and/or corporates of which state enterprises hold the shares

- 3) Having the knowledge, capability, expertise, and diverse experience in the areas that benefit most and suit the Company's business in the way that will add value to the Company and the shareholders
- 4) Possessing the character and image, including virtue, morality, autonomy, assertiveness, creativity, a strong sense of duty with care and loyalty, devotion, dedication, and acceptability, which support and promote the good corporate governance, creating value to the Company

3. Consideration procedure

- 3.1 The Company shall review and screen the qualifications of the director nominees in accordance with the specified criteria before proposing to the Executive President, the Nomination and Remuneration Committee, and the Company's Board of Directors for consideration.
- 3.2 The name of the nominees approved by the Board of Directors will be included in the agenda under the subject "Nomination of Directors" within the AGM notice. For the nominees disapproved by the Board, the Company will notify the shareholders in the meeting.
- 3.3 The decision or resolution of the Board is final.

4. Supporting documents

- 4.1 The evidence of shareholding, i.e. certificates of shares held issued by securities companies or any other certified documents from The Stock Exchange of Thailand or Thailand Securities Depository Company Limited
- 4.2 The evidence of combined shareholders:
 - (1) For natural persons: A certified true copy of valid identification card or passport (in case of non-residents)
 - (2) For juristic persons: A certified true copy of the company registration documents, valid identification card or passport (in case of non-residents) of the authorized signatories
- 4.3 "Form for Proposing IRPC's Director Nominee for the Annual General Shareholders' Meeting" filled out and signed as evidence by the shareholder. In case combined shareholders propose the name of a director nominee, all of them must fill out the form, sign as evidence, and gather those forms into one set, each of which is for one nominee. In addition, all combined shareholders must assign one of them as their attorney-in-fact. In this regard, any contact between the Company and the attorney-in-fact is that done between the Company and all combined shareholders who sign the form.
- 4.4 "Curriculum Vitae and Consent of the Director Nominee of IRPC Public Company Limited" signed by the nominee
- 4.5 Certified true copies of relevant supplementary documents such as evidence of educational qualifications, working and training experiences, and evidence of shareholding
- 4.6 Certified true copies of other supporting documents beneficial for the consideration of the Board (if any)

5. Deadline and channels for proposal submission

The Company grants shareholders the opportunity to propose a well-qualified person as a director nominee prior to the Annual General Shareholders' Meeting from now until January 31, 2017 through these channels:

5.1 Sending the official proposal and supporting documents, which have been signed as evidence, by post to the following address:

Corporate Secretary (Office of Corporate Affairs)
IRPC Public Company Limited
555/2 Energy Complex Building B, 10th Floor,
Vibhavadi-Rangsit Road, Chatuchak, Bangkok 10900

5.2 Sending the unofficial proposal through

Fax: 0 2649 7999 or
Email address: cg@irpc.co.th
or the Company's website: www.irpc.co.th

For further information, please contact Corporate Secretary or Corporate Governance

Tel. 0 2649 7920 / 0 2649 7391 or email: cg@irpc.co.th