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## **Company's Articles of Association concerning the Shareholders Meeting and Vote Casting**

### **1. Closing of Share Registration Book**

**(Article 16)** During the period of twenty-one (21) days prior to each shareholders meeting, the Company may cease to accept registration of share transfer by notifying the shareholders in advance at the Company's head office and every branch office (if any) at least fourteen (14) days prior to the commencement date of cessation of the registration of share transfers.

### **2. Calling of the Shareholders Meeting**

**(Article 18)** The Board shall arrange for an annual general meeting of shareholders to be held within four (4) months after the end of the accounting year of the Company. This meeting shall be called "General Meeting". Any other shareholders' meetings shall be called "Extraordinary General Meeting". The Board of Directors may call an Extraordinary General Meeting whenever it is appropriate.

**(Article 19)** One or more shareholder(s) holding not less than ten (10) percent of the total issued shares may request in writing to the Board of Directors to hold an extraordinary general meeting of shareholders at any time but they shall clearly specify reasons for such request in the notice. In such case, the Board of Directors must hold a meeting of shareholders within forty-five (45) days from the date of receipt of the notice.

In the case that the Board of Directors does not hold such meeting within the period specified in the first paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may hold the meeting by themselves within forty-five (45) days from the lapse of the period referred in the first paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the holding of the meeting and reasonable facilitation.

In the case that the quorum of the meeting convened as requested by the shareholders according to the second paragraph cannot be formed as required by this Articles of Association, the shareholders under the second paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.

**(Article 20)** In calling a shareholder meeting, The Board of Directors shall prepare a written notice of the meeting. The said notice shall be delivered to the shareholders and the Registrar under the public limited companies law for their information at least seven (7) days prior to the date of the meeting. The notice shall state the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the related opinions of the board of directors. The notice of meeting shall be also published in a newspaper for three (3) consecutive days at least three (3) days prior to the meeting date.

### **3. The quorum**

**(Article 23)** In a shareholders' meeting, a quorum shall be constituted by at least twenty-five (25) shareholders present in person or by proxy (if any) or half (1/2) of all shareholders representing up to, one-third (1/3) of all issued shares.

If within one (1) hour from the time fixed for the shareholders' meeting the required quorum is, not constituted, the meeting, if called by a request of shareholders according to Article 19, shall be dissolved. If such meeting is not called by the shareholders' request according to Article 19, another meeting shall be convened and a notice of the meeting shall be sent to the shareholders not less than seven (7) days and not more than fourteen (14) days prior to the meeting date. At such meeting, no quorum shall be required.

**(Article 24)** The Chairman of the Board of Directors shall preside over the shareholders' meeting. In the event that the Chairman is unavailable or unable to perform his/her duties, the Vice-chairman shall act as the presiding Chairman. If the Vice-chairman is unavailable or unable to perform his/her duties, the shareholders present at the meeting shall elect one of their members to be the presiding Chairman.

#### **4. Voting**

In casting votes, each shareholder shall have votes equal to the number of shares held. The resolution of the shareholders meeting shall comprise the following votes :

(1) **(Article 26)** All general cases: A resolution of the shareholders' meeting shall be approved by a majority vote of the shareholders present and eligible to vote. In case of a tie, the Chairman of the shareholders' meeting shall have a casting vote.

In this meeting, these cases are as follows:

- Agenda Item 1 : To acknowledge the 2022 performance statement and to approve the financial statements for the year ended December 31, 2022;
- Agenda Item 2 : To approve 2022 net profit allocation and dividend payment;
- Agenda Item 3 : To appoint the auditors and approve the audit fees for the year 2023; and
- Agenda Item 6 : To elect directors to replace those who are retired by rotation.

(2) **(Article 27)** amendment to the Articles of Association: Resolutions shall require a vote of three-quarter (3/4) of all shareholders present and eligible to vote.

In this meeting, these cases are as follows:

- Agenda Item 4 : To approve the amendment of PTT Public Company Limited's Articles of Association; and

(3) **(Article 29)** Fixing of directors' remuneration: Resolutions shall require not less than two-thirds of the total number of votes cast by the shareholders present and entitled to vote.

In this meeting, this case is:

- Agenda Item 5 : To approve the 2023 directors' remuneration.

(4) **(Article 37)** Election of director will be complied with the following rules and methods

1) Each shareholder may exercise all the votes he has to elect one or several persons as directors, but may not allot his votes to any person at any number.

2) The persons who received highest votes in their respective order of the votes shall be elected as directors until all of director positions that the Company may have or that are to be elected at such meeting are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the Chairman of the meeting shall have a casting vote.

#### **5. Shareholder who has a special interest**

**(Article 28)** A shareholder who has any special interest in a resolution, shall not be entitled to vote on such agenda except for voting on the election of directors.

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