



STAR PETROLEUM REFINING PUBLIC COMPANY LIMITED

บริษัท สตาร์ ปิโตรเลียม รีไฟน์นิ่ง จำกัด (มหาชน)

เลขทะเบียนนิติบุคคล 0107555000155

(Translation)

1 September 2023

Re: Invitation to the Extraordinary General Meeting of Shareholders No. 2/2023

To: Shareholders of Star Petroleum Refining Public Company Limited

Enclosures: **Document relating to the agenda being considered**

1. Copy of minutes of the Annual General Meeting of Shareholders for the Year 2023 held on 5 April 2023

Documents relating to the meeting

2. Registration and voting procedures for E-EGM
3. Proxy Form B
4. Details of the independent directors proposed to serve as a proxy of shareholders
5. Articles of Association of the Company in relation to the Extraordinary General Meeting of Shareholders No. 2/2023 and voting requirements

The meeting of the Board of Directors of Star Petroleum Refining Public Company Limited (the "Company") No. 3/2023 held on 8 August 2023 resolved to hold the **Extraordinary General Meeting of Shareholders No. 2/2023**, having the details as follows:

Date: Thursday 5 October 2023

Time: 13:00 hrs.

Method: meeting through electronic media (E-EGM),

in accordance with the regulations with respect to electronic meeting, to consider the following agenda:

Agenda Item 1

To certify minutes of the Annual General Meeting of Shareholders for the Year 2023 held on 5 April 2023

Objective and Rationale:

The Company held the Annual General Meeting of Shareholders for the Year 2023 on 5 April 2023 and the copy of the minutes of such meeting is sent to the shareholders together with this invitation, details of which are provided in Enclosure 1.

The minutes of the Annual General Meeting of Shareholders for the Year 2023 held on 5 April 2023 is presented to the shareholders to certify.

Privacy Notice: In holding shareholders' meetings through the DAP e-Shareholder Meeting system, the Company collects, uses and discloses personal information of shareholders to perform its duties as required by law and for the benefit of providing services to shareholders at shareholders' meetings. Shareholders are protected in accordance with the personal data protection policy or privacy notice as shown on the Company's website www.sprc.co.th

Opinion of the Board: The Board of Directors considers and recommends the shareholders to certify the minutes of such meeting.

Vote required: A majority of the votes of the shareholders attending and eligible to vote shall be required for passing the resolution.

Agenda Item 2 **To consider and approve the amendment to the Company's Objectives and Clause 3 of the Company's Memorandum of Association**

Objective and Rationale: To align with the Company's long-term strategies and investment as well as the Company's business operations in the future, the Board of Directors proposed to the shareholders to consider and approve the amendment to the Company's objectives and Clause 3 of the Company's Memorandum of Association by amending and expanding the scope of the Company's objectives from 13 Clauses to 33 Clauses through (i) removing Clauses 6 and 13, (ii) amending the existing contents of Clauses 4 and 5, (iii) amending and renumbering the existing contents in Clauses 7 - 11 to be Clauses 6 - 10, (iv) renumbering the existing Clause 12 to be Clause 11 as well as (v) adding new Clauses 12 - 33 in accordance with the details specified below.

Existing Objectives	Proposed Amendment to the Objectives
4. To lease and rent land, buildings and other facilities which might be necessary for the Company's business operation but not on commercial basis	4. To <u>import, purchase, assemble, procure</u> , lease, <u>sub-lease</u> , and rent land, buildings and other <u>movable property</u> and other facilities <u>immovable property, including office equipment, mechanical machinery, energy-efficient appliances, vehicles, engines and electrical devices, including components of item (3),</u> which might be necessary <u>or desirable</u> for the Company's business operations of the Company, its subsidiaries and/or associated companies, whether or not such company is in refinery business, but not on commercial basis
5. To take on a loan and mortgage, pledge, and to create encumbrances on any or all parts of the Company's property as security for the repayment of such debts of the Company's business operations	5. To take on a loan and mortgage, pledge, <u>to provide commercial credit and guarantee debt</u> and to create encumbrances on any or all parts of the Company's property assets as security for the repayment of such debts of the Company's business operations, <u>its subsidiaries and/or associated companies</u>
6. To guarantee any persons or to provide guarantee to juristic persons, the government, in connection with the Company's businesses of the operation of refinery, but not on commercial basis	- removed -
7. To buy, accept transfer of shares, to become a partner of limited liability or to hold shares of any limited partnership or company both within and outside the Kingdom of Thailand, for benefit of the Company, irrespective of whether such partnership or company has the same objectives as those of the Company	<u>6.</u> To buy <u>shares</u> , accept transfer of shares, to become a partner of limited liability or to <u>subscribe for and/or</u> hold shares of any limited partnership or company both within and outside the Kingdom of Thailand, for benefit of the Company, irrespective of whether such partnership or company has the same objectives as those of the Company

Existing Objectives	Proposed Amendment to the Objectives
8. To contact, negotiate, enter into agreements to contract, sub-contract and otherwise deal with persons, juristic persons, government, ministries, departments and government sectors or any other organizations for the Company's business operations	<u>7.</u> To contact, negotiate, enter into agreements to contract, sub-contract and otherwise deal with persons, juristic persons, government, ministries, departments, and government sectors or any other organizations for the Company's business operations <u>and/or for the purpose of governing the rights and obligations of the Company as a partner in any limited partnership or a shareholder in its subsidiaries and/or associated companies</u>
9. To contact the government, government sectors, municipalities, sub-district administrative organizations, and officials or officers to acquire rights, titles, permits, trademark rights, industrial rights, copyrights, patents, concessions or privileges, which are necessary for the Company's business operations in order to achieve the Company's objective	<u>8.</u> To contact the government, <u>ministries, departments,</u> government sectors, municipalities, sub-district administrative organizations, and officials or officers to acquire <u>or dispose of, and/or acquire or dispose of,</u> rights, titles, permits, trademark rights, industrial rights, copyrights, patents, concessions or privileges <u>or any other rights of similar nature,</u> which are necessary or desirable for the Company's business operations in order to achieve <u>of the Company's objective, its subsidiaries and/or associated companies</u>
10. To establish branch or agency offices in Thailand or any in the world	<u>9.</u> To establish branch or agency offices in Thailand or any <u>locations</u> in the world
11. To issue securities in the form of shares, preferred shares, preferred shares convertible into ordinary shares, debentures, debentures convertible into ordinary shares, debt instruments, notes, investment units, securities or any other instruments, warrants representing the right to purchase all types of securities, warrants or certificates representing the purchase of investment units, or other types of securities or instruments as prescribed or to be prescribed by the laws, or as permitted, for selling to shareholders, general public or any persons, at a price equivalent to, or higher or lower than, the par value	<u>10.</u> To issue securities in the form of shares, preferred shares, preferred shares convertible into ordinary shares, debentures, debentures convertible into ordinary shares, debt instruments, notes, investment units, securities or any other instruments, warrants representing the right to purchase all types of securities, warrants or certificates representing the purchase of investment units, or other types of securities or instruments as prescribed or to be prescribed by the laws, or as permitted, for selling to shareholders, general public or any persons, at a price <u>equivalent to,</u> or higher or lower than, the par value
12. To operate marine terminal	<u>11.</u> To operate marine terminal
13. To conduct any business activities supporting or relating to the Company's petroleum refining operations business	- removed -
-	<u>12. To provide financial support (including, but not limited to, lending, providing credits or any other arrangement of similar nature) and business support services to juristic persons, including consultancy and professional support services, back-office services, information technology, personnel, legal services, corporate finance services, secondment of personnel, technological</u>

Existing Objectives	Proposed Amendment to the Objectives
	<u>support, or to conduct other business activities supporting the business operations of the Company's subsidiaries, associated companies, and other persons to which the Company holds equity stake, but not on a commercial basis to unrelated third-parties</u>
-	<u>13. To conduct any business activities that generate non-fuel revenue, including electric vehicle charging</u>
-	<u>14. To produce, buy, sell, and trade in carbon credits, or other types of credits, whether or not financial in nature, that relate to progressing environmental protection and sustainability objectives, subject to regulatory approvals (if and to the extent required)</u>
-	<u>15. To conduct business activities relating to, or invest in businesses related to, energy storage and future energy, including hydrogen, carbon capture sequestration and utilization</u>
-	<u>16. To produce, mix, import, export, store, distribute, sell, transport and market all kinds of lubricants</u>
-	<u>17. To provide guarantee to any person (individuals or entities), including those relating to the business or operations of Company, its subsidiaries and/or associated companies under immigration, taxation, customs, labour and other applicable laws, but not on a commercial basis</u>
-	<u>18. To trade fuel, aviation fuel and fuel for ocean liners, including crude petroleum oil and petroleum products, by way of purchase or otherwise acquisition for further distribution</u>
-	<u>19. To trade in, supply, purchase, sell, import, export, exchange, manufacture, mix, store, inspect and transport petroleum products, finished petroleum products, fuel, aviation fuel, fuel for ocean liners, crude petroleum oil, natural gas, liquefied natural gas, liquefied petroleum gas (cooking gas or LPG) or other types of fuel products, other chemicals or transformation products or petroleum by-products, whether in the form of solid, liquid, gas or others, e.g. asphalt, oil, or whether in the form of finished products</u>
-	<u>20. To operate petrol station, fuel gas loading station for vehicles, cooking gas loading station and automotive service center to provide car wash, lubrication, car waxing, car fixing,</u>

Existing Objectives	Proposed Amendment to the Objectives
	<u>engine modification, repair and maintenance, car check, anti-rust spraying, tyre care and change services, batteries and accessories for all kinds of vehicles, and to install, check and fix safety equipment for vehicles</u>
-	<u>21. To explore, plan, design, develop, improve, change, manage, provide and construct fuel depot, an aviation fuel depot, fuel depot for ocean liners and other pipeline systems for the storage, back-up, distribution and transport of petroleum products of any kinds</u>
-	<u>22. To provide services to any general operators, fuel traders, logistics operators and industrial operators</u>
-	<u>23. To install, inspect, maintain, repair, change, remove and operate meters or other measuring tools for measuring the quantity or quality of fuel, aviation fuel, fuel for ocean liners, natural gas, liquefied natural gas, liquefied petroleum gas (cooking gas or LPG), petroleum products, petrochemical products and other substances for the objectives relating to the distribution of fuel, aviation fuel, fuel for ocean liners, natural gas, liquefied natural gas, liquefied petroleum gas (cooking gas or LPG), petroleum products and petrochemical products, including in relation to the electric power business, hydro power business and steam business</u>
-	<u>24. To test fuel products, aviation fuel products, fuel for ocean liners, lubricants for all kinds of industrial use, petroleum products, other chemicals, transformation products and petroleum by-products</u>
-	<u>25. To operate full aerial refueling system, aerial fuel transport system through high-pressure pipeline, aviation fuel storage system in the airport area and all other services relating to aerial refueling operation</u>
-	<u>26. To lease out or sub-lease the area in petrol station for commercial purpose and to provide public utilities or other facilities in the area of petrol station</u>
-	<u>27. To produce controlled energy as permitted by the relevant government authorities</u>
-	<u>28. To conduct franchise business relating to petrol station, fuel gas loading station for vehicles, cooking gas loading station and an automotive service center to provide car wash, lubrication,</u>

Existing Objectives	Proposed Amendment to the Objectives
	<u>car waxing, car fixing, engine modification, repair and maintenance, car check, anti-rust spraying, tyre care and change services, batteries and accessories for all kinds of vehicles and to install, check and fix safety equipment for vehicles; to operate a convenience store; and to provide parking services and other facilities for users of all vehicles within the petrol station's area</u>
-	<u>29. To research, develop, compile data, act as consultant, advise and organize training in the business relating to all kinds of fuels and energy for the purpose of the Company's operations to improve technical knowledge, expertise and skills and/or to provide services to customers in general</u>
-	<u>30. To provide various kinds of e-payment services as approved by the relevant government authorities, including e-money services and to operate any business relating to, or as a consequence of, e-payment services</u>
-	<u>31. To act as broker, agent and commission agent in relation to all kinds of businesses, except for insurance, membership procurement for an association, and securities trading services</u>
-	<u>32. To conduct emergency, crisis, and incident response activities, to respond to incidents and provide consultation, resources, and support and mutual support services to other businesses and to Company's subsidiaries, associated companies</u>
-	<u>33. To conduct any activities relating to, supporting of, or as a consequence of, the above activities for the Company's business or operations</u>

For convenience and flexibility in registering the amendment to the Company's objectives and Clause 3 of the Company's Memorandum of Association, the Board of Directors proposed the shareholders to consider and approve a delegation of authorities to Ms. Nattawan Khumwiwat or the person(s) delegated by her to perform any acts relating to the amendment to the Company's objectives and Clause 3 of the Company's Memorandum of Association will be authorized to:

- (1) sign any applications or documents relevant to the registration of the amendment to the Company's objectives and Clause 3 of the Company's Memorandum of Association;
- (2) apply for registration of the amendment to the Company's objectives and Clause 3 of the Company's Memorandum of Association with the Ministry of Commerce (the "MOC");

- (3) amend or revise these applications or any contents in the documents relevant to the amendment to the Company's objectives and Clause 3 of the Company's Memorandum of Association that must be filed with the MOC; and
- (4) carry out any necessary or incidental acts as considered appropriate in order to comply with the laws, rules, and regulations, the interpretations by the concerned authorities as well as the recommendations or instructions of the registrar or officials until its completion.

Opinion of the Board:

The Board of Directors considers and recommends the meeting of the shareholders to approve the proposed amendment to the Company's objectives and Clause 3 of the Company's Memorandum of Association by amending and expanding the scope of the Company's objectives from 13 Clauses to 33 Clauses through (i) removing Clauses 6 and 13, (ii) amending the existing contents of Clauses 4 and 5, (iii) amending and renumbering the existing contents in Clauses 7 - 11 to be Clauses 6 - 10, (iv) renumbering the existing Clause 12 to be Clause 11 as well as (v) adding new Clauses 12 - 33 in accordance with the details specified above, as well as the delegation of authorities according to the details proposed above in all respects.

Vote required:

At least three-fourths of the shareholders attending and eligible to vote shall be required for passing the resolution.

Agenda Item 3

Other businesses (if any)

The date of determining the names of the shareholders entitled to attend and vote at the Extraordinary General Meeting of Shareholders No. 2/2023 (Record Date) is on Tuesday, 22 August 2023.

All shareholders are hereby invited to join the Extraordinary General Meeting of Shareholders No. 2/2023 at the time and date specified above. As this meeting will be held through electronic media (E-EGM), the system will start admitting participants to the e-meeting room around 1 hour prior to the meeting time.

The registration process will be done electronically. For shareholders who wish to attend the meeting, please follow the detailed registration procedures provided in Enclosure 2.

For shareholders who wish to appoint a proxy(ies) to attend the meeting and vote on their behalf, please fill in the details and sign the Proxy Form B (which is available in Enclosure 3 and downloadable on www.sprc.co.th), and follow the detailed registration procedures specified in Enclosure 2.

The registration must be done through e-registration system of the Stock Exchange of Thailand during the period from 15 September 2023 to 13:00 hrs. on 5 October 2023. For your convenience and fast registration, please register at least 1 day prior to the meeting date. For registration troubleshooting, please contact DAP Operation team at telephone number 02-009-9888 ext. 1 or the Company's Investor Relations at telephone number 038-699-887 and 038-699-699 from 15 September to 5 October 2023 on business days and hours (i.e. Monday to Friday at 8:00 - 16:30 hrs.).

Any shareholder may appoint any independent director of the Company as his or her proxy to attend the meeting and vote on his or her behalf by sending the proxy form and other supporting documents to the Company at the address specified below by 29 September 2023.

To: Investor Relations
Star Petroleum Refining Public Company Limited

No. 1, I-3B Road, Map Ta Phut, Amphur Muang Rayong, Rayong Province 21150
Tel. 038-699-887


Brief details of the independent directors proposed to serve as a proxy of shareholders are specified in Enclosure 4 and the Company will conduct the meeting in compliance with the Articles of Association of the Company, details of which are provided in Enclosure 5.

For your benefits, please send us your inquiries regarding to the meeting and agenda items prior to the meeting date at CompanySecretary@sprc.co.th.

This invitation letter is issued on 1 September 2023 in Rayong province, Thailand.

By the resolution of the Board of Directors

Yours sincerely,



(Mr. Robert Joseph Dobrik)
Chief Executive Officer

(Translation)

**Minutes of the 2023 Annual General Meeting of Shareholders
of Star Petroleum Refining Public Company Limited
conducted via electronic media (E-AGM)**

Time and place

The 2023 Annual General Meeting of Shareholders (the "**Meeting**") of Star Petroleum Refining Public Company Limited (the "**Company**") was held on 5 April 2023 at 9:30 a.m. via electronic media (E-AGM) in accordance with the regulations relating to electronic meeting. The Meeting was broadcasted from Studio R6, Renaissance Bangkok Ratchaprasong Hotel, 518/8, Ploenchit Road, Lumpini, Pathumwan, Bangkok, 10330.

Before the meeting

Ms. Nattawan Khumwiwat, company secretary, (the "**Company Secretary**") introduced the Board of Directors and the management of the Company who were in attendance.

Directors present at the broadcasting room

- | | | |
|----|-----------------------------------|---|
| 1. | Mr. Brant Thomas Fish | Director and Chairman of the Board of Directors |
| 2. | Mr. Pliu Mangornkanok | Independent director, Vice-Chairman of the Board of Directors, member of Audit Committee and Human Resources Committee |
| 3. | Mrs. Kamonwan Wipulakorn | Independent director, Chairperson of the Audit Committee and member of Human Resources Committee |
| 4. | Mr. Rapee Sucharitakul | Independent director and member of Audit Committee and the Nomination, Remuneration, and Corporate Governance Committee |
| 5. | Mr. Robert Stair Guthrie | Independent director, member of the Audit Committee, and Chairman of the Nomination, Remuneration, and Corporate Governance Committee |
| 6. | Mr. Ranga Rama Kumar Sreeramagiri | Director and member of the Nomination, Remuneration and Corporate Governance Committee |
| 7. | Mr. Robert Joseph Dobrik | Director, Chairman of the Human Resources Committee, member of the Nomination, Remuneration and Corporate Governance Committee, and Chief Executive Officer |

Director attending the Meeting via DAP e-Shareholder Meeting from aboard

- | | | |
|----|-------------------------|--|
| 1. | Mr. Brian Monaco Sutton | Director and member of Human Resources Committee |
|----|-------------------------|--|

Therefore, at the commencement of the Meeting, eight directors out of eight directors, or 100 percent of the Company's total directors, attended the Meeting.

Management present

1. Mrs. Nutsara Somkiatweera Chief Financial Officer
2. Mr. Sakchai Thamsuruk Manager of Supply and Planning
3. Ms. Joni Shaw Manager of Investor Relations
4. Ms. Sukhumal Tonpitak Head of Internal Control Office

Legal advisor and auditor present

The Company Secretary introduced Mr. Kan Tanthawirat from PricewaterhouseCoopers ABAS Ltd., auditor of the Company, and Mrs. Treetip Parksook from Baker & McKenzie Ltd., legal advisor of the Company.

Representative from the Shareholders' Right Protection Volunteer Club of the Thai Investors Association present

Mr. Yingyong Nilsena

Mr. Brant Thomas Fish, Chairman of the Board of Directors, was the Chairman of the Meeting. As the Chairman (the "**Chairman**"), he welcomed shareholders to the 2023 Annual General Meeting of Shareholders. He assigned the Company Secretary as assistant to the Chairman at the Meeting.

The Company Secretary informed the attendees that 5 shareholders, representing 532,601 shares, were present in the E-AGM virtually, and 665 shareholders, representing 3,494,820,706 shares, attended the E-AGM by proxy. In total, 670 shareholders, representing 3,495,353,307 shares, or 80.61 percent of the paid-up capital of the Company, attended the E-AGM. Therefore, the Meeting was quorate in accordance with the Company's Articles of Association.

Preliminary Proceedings

The Chairman declared the Meeting open and informed the Meeting that, for the purpose of good governance, the agenda items would be discussed in the same order as indicated in the invitation. The Company had invited shareholders to nominate qualified candidates for directorship and propose agenda items for the 2023 Annual General Meeting of Shareholders from 1 October to 31 December 2022. However, neither candidates nor agenda items were proposed by shareholders during that period. In addition, the Company also allowed shareholders to submit questions regarding the agenda items to the Company before the meeting date. These questions and answers are recorded in the minutes of the Meeting as appropriate.

Then, the Chairman invited the shareholders to watch the VDO, which provided information to the shareholders about the agenda items being considered, the Meeting procedures, voting methodology and the vote counting. Each item is specified below.

- The agenda items will be discussed in the sequence as specified in the invitation of the Meeting by presenting related information. During the Meeting, the shareholders will have the opportunity to ask questions in relation to the agenda item being considered as well as any other upcoming agenda by submitting questions, which will be considered in sequential order, by clicking on the "Send Question" button on the bottom right corner of the screen, choose the relevant agenda, type in question(s) to the system, and then click on the "Send Question" button again to submit the question(s). When the relevant shareholder is allowed to ask a question, the Company will call the shareholder's name and ask him/her to turn on his/her microphone by clicking on "unmute" button. However, if there is any issue or the shareholder prefers not to turn on the microphone, the Company may read the question(s) submitted instead.

If there are many questions submitted, the Company will provide answers to an appropriate number of questions in the Meeting and consider recording the questions that are not answered in the Meeting in the minutes of the shareholders' meeting as it deems appropriate.

- For the voting in the Meeting, each shareholder shall have a number of votes equal to one share per one vote and the shareholder may vote by clicking on "Submit Vote" button on the bottom right corner of the screen and choose to vote "approve", "disapprove", or "abstain" for each agenda item according to the number of shares he/she holds. No shareholder can allocate the number of shares to vote separately, except for a custodian. After clicking on the relevant button, please click on "Submit Vote" button again to submit the vote.
- The Company will open a voting system for each agenda item for a specified period, and the system will be closed upon the lapse of such period. Shareholders are entitled to cast the votes during the voting period allocated to such agenda item only. No shareholder is entitled to cast a vote in advance for the agenda that has not been considered by the Meeting or casting the vote after the voting period of such agenda item has lapsed.

If any shareholders would like to change their votes, please click on the "Submit Vote" button again and edit the votes prior to the lapse of voting period specified by the Company.

- In the process of vote counting for all agenda items, except for agenda item 8 regarding the election of directors for replacement of directors who will be retired by rotation and agenda item 9 regarding the approval of the increase of number of directors and appointment of a new director, all shareholders are asked to vote by clicking on "Approve", "Disapprove", or "Abstain" button in the online voting system.

All the votes, whether approval, disapproval or abstention, will be counted. Those who choose not to cast their votes will be assumed to "Approve" the agenda item in question.

- For the vote counting for agenda item 8 regarding election of directors for replacement of directors who will be retired by rotation and agenda item 9 regarding the approval of the increase of number of directors and appointment of a new director, all shareholders are asked to vote on such motions by casting their votes using online voting system for each candidate individually. All the votes, whether approval, disapproval or abstention, will be collected and counted. However, those who choose not to cast their votes via online voting system will be deemed to be "Abstain" from voting.
- If a shareholder marked in the proxy form on any agenda (approve, disapprove or abstain, as the case may be) in compliance with the regulations, the system will record such vote as marked in the proxy form in advance, and the proxy will not be entitled to change the votes marked in the system.

However, if (i) a proxy grantor does not specify his/her intention on how to vote on an agenda item in the proxy form; (ii) such intention is not clearly specified therein; (iii) there is any matter other than those specified in the proxy form which is to be considered and resolved in the Meeting; or (iv) there is any change or amendment to any fact in the Meeting, the proxy will be entitled to consider and vote on such agenda item via electronic voting system as the proxy deems appropriate.

- The Company uses e-meeting platform of Digital Access Platform Company Limited or DAP (which is a company within the same group as the Stock Exchange of Thailand) to count the votes. The Company will announce the result of vote counting to the Meeting after the voting result of the relevant agenda is available.
- The Company requested that shareholders and proxies remain present throughout the Meeting to consider all motions on the agendas. Nonetheless, any shareholders and proxies wishing to leave the e-meeting before the e-meeting is adjourned will not be entitled to vote on the agenda item(s) considered after he/she has left.
- Shareholders or proxies who have trouble logging into the DAP system, submission of question(s), voting via DAP system or any other proceedings during the Meeting could contact DAP Operation team at 02 009 9888 ext. 1.
- Shareholders and proxies could access Meeting materials which are available on the Company's website or via QR Code appeared on the screen.

The Chairman informed the Meeting that vote counting for this Meeting will be conducted via DAP e-Shareholder Meeting system, and the votes of shareholders and proxies will be counted by DAP's automatic system. The Company invited a representative of Baker & McKenzie Ltd. to monitor the vote counting in broadcasting room, and a representative of PricewaterhouseCoopers ABAS Ltd., to be an eyewitness of the vote counting process.

The Chairman proceeded with the Meeting with following agenda items.

Agenda item 1: To certify minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on 31 January 2023

The Chairman asked the Meeting to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on 31 January 2023, the copy of which had been sent to the shareholders along with the Meeting invitation.

The Board of Directors considered and recommended the Meeting to certify the minutes of such meeting.

The Chairman provided an opportunity to the Meeting to ask questions and make comments on the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on 31 January 2023.

No question and opinion were asked and provided on this agenda item.

Therefore, the Chairman asked the Meeting to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on 31 January 2023.

This matter must be passed by the majority of votes of the shareholders attending and eligible to vote at the Meeting.

Resolution

The Meeting resolved to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023, which was held on 31 January 2023, with the majority of votes of the shareholders attending and eligible to vote at the Meeting, as per the details below.

	Approve	Disapprove	Abstain	Voided Ballot	Total
Number of Votes	3,410,414,525	0	66,737,300	0	3,477,151,825
Percentage	98.0807	0.0000	1.9193	0.0000	100.0000

Agenda Item 2: **To acknowledge 2022 Company's performance**

The Chairman asked the Meeting to watch the VDO which reported the Company's overview and operating results and assigned Mr. Robert Joseph Dobrik, the Chief Executive Officer, to report on the Company's overview and operating results for 2022 to the Meeting. The summary of which are specified below.

Vision and Mission

The Company's vision is to be "One Caring Family Energizing Our Future", and the Company's mission was built on certain core fundamentals as follows:

- to invest in the people enhancing caring family culture, capability and performance delivery in current and future;
- to continually deliver safe, reliable, and sustainable operations;
- to ultimately strengthen competitiveness in the long-run through smart and timely investments; and
- to continue to look for opportunities to meet or exceed the stakeholders' expectations.

2022 Awards and Achievement

The Company constantly challenged itself through different ways to benchmark and to be the best in the industry. Examples of awards and recognitions that the Company received and continually reinforced the Company's performance were as follows:

- CG Award "Excellent" scoring 2022 for the 6th consecutive year by Thai Institute of Directors Association (IOD), in collaboration with the Stock Exchange of Thailand (SET);
- The Thailand's Private Sector Collective Action Coalition Against Corruption (CAC);
- "Green Industry Level 3" for systematic environmental management and continuous development (2019 - 2022) by Ministry of Industry;
- "Corporate Social Responsibility Excellence Recognition Award 2022" from American Chamber of Commerce in Thailand (AMCHAM);
- "ASEAN Corporate Governance Scorecard Virtual Award" in 2022 by Institute of Corporate Directors held in the Philippines; and
- ISO 9001:2015 Quality Management System, ISO 14001:2015 Environmental Management System, and ISO 45001:2018 Occupational Health & Safety Management System.

1. Performance Highlights in 2022

Operational Performance

The Company strived to be incident and injury free in conducting business for consistency with a vision of caring family culture of the Company.

2022 was a year that there was no significant injuries and no Days Away From Work Rate (DAFWR) case. The Company achieved over 33 million man hours without Days Away From Work Rate case for almost 10 consecutive years.

2022 was a solid year and top performance for the Company. A few incidents had occurred which were quickly addressed by the Company. The Company learnt from those incidents to ensure that the Company will be able to recover incident quickly with a stronger methodology going forward.

With respect to crude and product optimization to create value, it was a very dynamic year for the Company in 2022 given the market situation, pricing, supply issues associated with various circumstances around the world. The Company would like to recognize the working team for hard-working and maximizing value by paying attention to the full value chain.

Financial Performance

Financial performance of the Company in each quarter truly reflected the dynamic market conditions experienced by the Company in 2022. The Gross Refining Margin (GRM) started off relatively strong through the first quarter and peaked in the second quarter. The market GRM has been fundamentally dropping down in the third and fourth quarters, and in parallel to that was the overall accounting GRM which captured in the change in the inventories driven by costs of crudes and supplies occurring through that period. At the end of the year 2022, the market GRM and the accounting GRM were roughly equivalent resulting in the net income of the Company of US\$ 222.5 million.

2. Market Situation

Based on the performance of the Company in the first and the second quarters of the year of 2022, coming out of Covid-19, the overview of oil market was restoring over time and the inventory was low, especially in the Asia's market, in terms of products and that improved GRM of oil products in the first half of the year. However, as the year progressed and the market becoming more stabilized, the market situation was substantially different in the second half of the year, for example, prices from crude supply were dropping rather dramatically in the second half of the year.

In terms of GRM in the second quarter of the year of 2022, there was a distortion of historic level of GRM that the Company had experienced. The Company GRM was able to track Singapore GRM in terms of the Company's performance relative to certain available benchmarks. Further, the year of 2022 was a strong year in terms of refinery GRM which was reflected in the financial statements of the Company.

3. Optimization

The Company has been constantly looking for a variety of crudes and opportunities to bring in different blends. In 2022, the Company brought in more atmospheric residue of the Company's supplies which yields benefits to the Company's net profit.

In terms of product optimization, the Company continuedly looked towards maximizing diesel when diesel was in a very high GRM environment and can be used through a variety of demands, whether or not in energy production or transportation fuel. Moreover, there was also a recovery in the jet fuel market from earlier periods, especially when comparing between the Company's jet fuel percentage between 2021 and 2022. Likewise, the Company also looked at good profitable opportunities with respect to asphalt. The Company adjusted its oil products and supplies as to ultimately create the maximum value for all shareholders.

In respect of the maximization of domestic sale, the Company maintained high domestic placement of products in 2022.

4. Growth Opportunities

The Company looked for investment opportunities to create value for shareholders in short and long terms. In addition, the Company also recognized and is prepared to be a part of energy transition. Even if such transition would take different approach and methods from the current approach implemented by the Company. The Company would consider new products by taking into account appropriate returns from such investments. Further, the Company would conduct sustainable business, in compliance with the corporate good governance, and bring value to the community with an environmentally sensitive manner.

In addition, Mr. Robert Joseph Dobrik, the Chief Executive Officer reported the progress of the investment project in the fuel business that such investment transaction already obtained an approval from the meeting of the shareholders and is in an internal transition period. It was expected that the completion of investment transaction will be completed in early of 2024, as planned.

The Board of Directors considered and recommended the Meeting to acknowledge the Company's performance in 2022 and the 2022 Annual Report (56-1 One Report).

The Chairman provided an opportunity to the Meeting to ask questions and make comments on 2022 Company's performance.

The questions and opinions from the shareholders regarding the Company's performance in 2022 can be summarized as follows:

Questions and comments from Khun Piyapong Prasartthong can be summarized as follows:

1. How is the progress update for environmental rehabilitation in case of the oil spill incident since 25 January 2022?
2. Does the Company recover or compensate for the environmental losses back to normal?
3. How much expenses has the Company recorded as liability from this incident in the 2022 financial statements?

Mr. Robert Joseph Dobrik, the Chief Executive Officer, answered the questions, as summarized below:

1. The immediate response to such incident was completed within the first few weeks of the actual incident (i.e. by the end of February). For the follow-on period of effect monitoring, the Company initiated an environmental study early last year that continued through the course 2022 and into 2023. In general, the Company did not see any lingering significant or on-going impact to the environment from the incident occurred on 25 January 2023 and that period.
2. The Company responded to such incident suddenly by certain clean-up activities in the areas where oil hit the shore. The response was completed immediately after the actual incident. All clean-up activities involved recovery of oil, placing absorbents to recover some oil and residue oil, sand recovery which was then disposed properly and entirely. Further, the bulk of the remaining oil spill would have been disbursed by normal evaporation and biodegraded in the environment. Accordingly, there is no additional lingering environmental mitigation required other than those performed by the Company immediately after the actual incident.

The Chairman provided further answers, as summarized below:

3. As of December 2022, the Company has realized expenses regarding the single-point mooring (SPM) incident in its financial statements of US\$ 48.8 million. The majority of these expenses related to the oil spill response. The remaining portion was for compensation and environmental rehabilitation. At the end of December 2022, the Company made about US\$ 7 million expense provision.

Questions and comments from Khun Panno Sutthiviriya could be summarized as follow:

1. Please elaborate on the Company's mission to sustainable business operation. As the Company's business mainly focuses on fossil fuel, how can the Company justify its sustainable business operation. Does the Company foresee that its refinery will not be a viable business in the future and will be replaced with, among others, renewable energies?
2. With regard to the oil spill incident last year, is there any potential liability of the Company that may arise this year or the coming years?

The Chairman answered the question No. 1, as summarized below:

In terms of the sustainability of the Company, Thailand, as well as the world, is short of all forms of energy, not just fossil fuel. The Company believes that its business in the future will lower carbon emissions, decarbonize and search for lower carbon intensity products as a result of the Company's manufacturing.

Mr. Robert Joseph Dobrik, the Chief Executive Officer, provided further answers, as summarized below:

Our mandate is to provide reliable and affordable energy to the market. Further, the energy mix will change over time. The Company continues to look for opportunities to produce different feedstocks, whether be oil, biofuel or different elements. The Company also considers reasonable time and efficiency in investment for energy transition and creation of value to shareholders.

Furthermore, the Company's refinery is relatively new. In comparison with its peer group, it is probably one of the most efficient refineries in terms of energy consumption and carbon emissions. The Company continues to look for opportunities to lower our carbon footprint and there is a study in progress to evaluate the potential return of investment..

Mr. Robert Joseph Dobrik, the Chief Executive Officer, provided further answer the question No. 2, as summarized below:

The Company made a financial provision at the end of 2022 covering the Company's costs incurred plus the projection of expenses to be incurred. If the Company has further insight information, the Company will assess and adjust such provision.

The Chairman summarized that the journey of business operation of the Company highlights on all three aspects (i.e. reliability, affordability and cleaner energy).

No further questions were asked on this agenda item. This agenda is for shareholders' acknowledgment. Therefore, voting is not required.

The Meeting acknowledged the Company's performance in 2022 and the 2022 Annual Report (56-1 One Report).

Agenda Item 3: To approve financial statements for the year ended on 31 December 2022

The Chairman asked the Company Secretary to clarify on the relevant laws and ask Mr. Robert Joseph Dobrik, the Chief Executive Officer, to report on the financial statements for the year ended on 31 December 2022, which was audited by the Company's auditor, PricewaterhouseCoopers ABAS Ltd., and considered by the Audit Committee. The summary of which are specified below.

The Company Secretary informed the Meeting that Section 112 of Public Limited Company Act B.E. 2535, as amended (the "**PLC Act**") and Article 47 of the Articles of Association (the "**AOA**") of the Company provide that the Board of Directors shall ensure proper balance sheets and income statements to be drawn up at the end of each accounting year. The financial statements shall be presented to the shareholders in ordinary general meeting for approval. It shall be duly audited before it is presented at the meeting.

The financial statements for the year ended on 31 December 2022 and the auditor's report are included in Part 3 headed "Financial Statements" on page numbers 114 - 152 of the 2022 Annual Report (56-1 One Report), the copy of which had been sent to the shareholders along with the Meeting invitation.

Afterward, Mr. Robert Joseph Dobrik reported to the Meeting on the statement of financial position and statement of income, which could be summarized as follows:

Description	As of 31 December 2022		As of 31 December 2021	
	Amount (Million US\$)	Amount (Million Baht)	Amount (Million US\$)	Amount (Million Baht)
Total Assets	1,817	63,288	1,748	58,726
Total Liabilities	708	24,581	725	24,355
Total Equity	1,110	38,707	1,023	34,371
Total Revenue	8,097	285,264	5,350	172,484
Profit (Loss) for the year	222	7,674	150	4,746
Earnings (Loss) per share	US\$ 0.05	Baht 1.77	US\$ 0.03	Baht 1.09

The Board of Directors considered and recommended the Meeting to approve the financial statements for the year ended on 31 December 2022, which have been audited by the external auditor and considered by the Audit Committee.

The Chairman provided an opportunity to the Meeting to ask questions or make comments on the financial statements year ended on 31 December 2022.

No questions and opinions were asked and provided on this agenda item.

Therefore, the Chairman then requested the Meeting to approve the financial statements year ended on 31 December 2022.

This matter must be passed by the majority of votes of the shareholders attending and eligible to vote at the Meeting.

Resolution

The Meeting approved the financial statements year ended on 31 December 2022 by the majority of votes of the shareholders attending and eligible to vote at the Meeting, with the details as follows:

	Approve	Disapprove	Abstain	Voided Ballot	Total
Number of Votes	3,406,794,425	0	70,363,900	0	3,477,158,325
Percentage	97.9764	0.0000	2.0236	0.0000	100.0000

Agenda Item 4: To acknowledge the interim dividend payment from 1H/2022 performance

The Chairman asked the Company Secretary to clarify on the relevant laws and Mr. Robert Joseph Dobrik, Chief Executive Officer, to report on the acknowledgement of the interim dividend payment from 1H/2022 performance. The summary of which is specified below.

The Company Secretary explained that Section 115 of the PLC Act and Article 53 of the AOA of the Company provide that the Board of Directors may from time to time pay to the shareholders an interim dividend if the Board of Directors considers that the profits of the Company justify such payment. Such dividend payment shall be reported to the shareholders at the next shareholders' meeting.

Mr. Robert Joseph Dobrik, Chief Executive Officer, reported that, the Board of Directors Meeting No. 3/2022 held on 11 August 2022 approved the interim dividend payment from the net profit of the Company from 1 January to 30 June 2022 to the shareholders of the Company in an amount of US\$ 112,850,308, which is equivalent to Baht 0.96 per share for a total approximately Baht 4,163 million. The interim dividend payment was made to the shareholders on 8 September 2022.

The Board of Directors considered and recommended the Meeting to acknowledge the interim dividend payment made from the Company's net profit from 1 January to 30 June 2022.

The Chairman provided an opportunity to the Meeting to ask questions or make comments on the acknowledgement of the interim dividend payment from 1H/2022 performance.

No questions and opinions were asked and provided on this agenda item.

This agenda is for shareholders' acknowledgment. Therefore, voting is not required.

The Meeting acknowledged the interim dividend payment from 1H/2022 performance.

Agenda Item 5: To approve the payment of annual dividend from 2022 performance

The Chairman asked the Company Secretary to clarify on the relevant laws and Mr. Robert Joseph Dobrik, Chief Executive Officer, to report on the approval of the payment of annual dividend from 2022 performance. The summary of which is specified below.

The Company Secretary explained that Section 115 of the PLC Act and Article 52 of the AOA of the Company provide that dividends must be paid out of net profit of the Company, and only if the Company has no accumulated loss. The declaration of dividend must be approved by shareholders' resolution or by the Board of Directors' resolution in the case of interim dividend and must be paid equally in proportion to the total number of issued shares.

In addition, Section 116 of the PLC Act and Article 55 of the AOA of the Company provide that the Company shall allocate the annual net profit as a reserve fund for no less than 5 percent of the annual net profit, with the deduction of cumulative loss (if any) until the reserve fund has reached the amount of 10 percent of the registered capital.

Mr. Robert Joseph Dobrik, Chief Executive Officer, reported that the Company's registered capital is Baht 30,004,442,705. Ten percent of the Company's registered capital is Baht 3,000,444,271. As of 31 December 2022, the Company's legal reserve is Baht 3,000,444,271, which has reached the legal requirement. Therefore, the Company is not required to make any additional allocation to the reserved fund.

The Company's Dividend Policy is to pay twice per year of a dividend of at least 50 percent of net profit, subject to meeting the legal reserve requirements, the AOA of the Company, the shareholders' approval and other considerations as the Board of Directors deems relevant.

The Company applies US Dollar as the Company's functional currency and considers the dividend payment based on net profit in US Dollar. The dividend declaration in Baht shall be in reference to the performance in 2022 in US Dollar and converted to Thai Baht, using the average selling exchange rate of the Bank of Thailand for 7 banking days before the notification date of the Board of Directors for consideration on the dividend payment. The average selling exchange rate of the Bank of Thailand for 7 banking days before the date of notification of the Board of Directors' meeting was 33.6883 Baht/US\$.

The Company proposed to make the dividend payment at 60 percent of net profit of the Company after the allocation for the required legal reserve which is in compliance with the Company's dividend policy, which is to make dividend payment at least 50 percent of net profit after legal reserve of the Company.

Details on calculation for the dividend payment and dividend per share are as follows:

Description	Unit	Amount
2022 Net Profit	US\$	222,492,010
60% of 2022 Net Profit	US\$	132,792,619
Average Selling Exchange Rate of Bank of Thailand for 7 Banking Days	Baht/US\$	33.6883
Convert 60% of 2022 Net Profit to Baht	Million Baht	4,812,851,359
Total Number of Shares	Shares	4,335,902,125
Total Dividend per Share for 2022	Baht/Share	1.11
Interim Dividend Paid during on 8 September 2022	Baht/Share	0.96
Remaining Dividend to be Paid on 3 May 2023	Baht/Share	0.15

Details of the comparison of dividend payments in 2022, 2021 and 2020 are as follows:

Description	Unit	2022	2021	2020
Net Profit (Loss)	US\$	222,492,010	149,599,186	(187,015,401)
Number of Shares the Interim and Annual Dividend Payment being Paid to	Shares	4,335,902,125	4,335,902,125	0
Total Dividend Per Share	Baht/Share	1.11	0.1785	0
1. Interim Dividend	Baht/Share	0.96	0	0
2. Annual Dividend	Baht/Share	0.15	0.1785	0
Total Dividend Paid	US\$	132,792,619	23,391,575	0
Total Dividend Paid (approximately)	Million Baht	4,813	774	0

The Board of Directors considered and recommended the Meeting to approve a dividend payment from the net profit for the year ended on 31 December 2022 to the Company's shareholders of US\$ 132,792,619, which is an equivalent of Baht 1.11 per share. After deduction of the interim dividend payment for the first half of 2022 performance of US\$ 112,850,308, which is equivalent to Baht 0.96 per share and has been paid on 8 September 2022, the remaining dividend to be paid is US\$ 19,942,311, which is equivalent to Baht 0.15 per share. This remaining dividend will be paid from the net profit with 20 percent Corporate Income Tax and the dividend recipient can be credited tax at 20/80 of the dividend.

The date of determining the names of the shareholders entitled to the dividend payment (Record Date) was on 10 March 2023.

Subject to the shareholders' approval at the 2023 Annual General Meeting, the dividend is scheduled to be paid to the shareholders on 3 May 2023.

The Chairman provided an opportunity to the Meeting to ask questions or make comments on the payment of annual dividend from 2022 performance.

No questions and opinions were asked and provided on this agenda item.

Therefore, the Chairman then requested the Meeting to approve the payment of annual dividend from 2022 performance.

This matter must be passed by the majority of votes of the shareholders attending and eligible to vote at the Meeting.

Resolution

The Meeting approved the payment of annual dividend from 2022 performance with the majority of votes of the shareholders attending and eligible to vote at the Meeting, with the details as follows:

	Approve	Disapprove	Abstain	Voided Ballot	Total
Number of Votes	3,410,421,025	0	66,737,300	0	3,477,158,325
Percentage	98.0807	0.0000	1.9193	0.0000	100.0000

Agenda Item 6: To approve the directors' remuneration for year 2023

The Chairman informed the Meeting that this agenda is to consider and approve the remuneration of the Board of Directors and Sub-committees. As none of the Company's directors hold any share in the Company, there is no concern in the directors having special conflict of interest issues in considering and approving this agenda item.

The Chairman asked Mr. Robert Stair Guthrie, Chairman of the Nomination, Remuneration and Corporate Governance ("NRCG") Committee, to present the details of the directors' remuneration for year 2023, which could be summarized as follow.

For 2023	Monthly Fee (Baht/Month)			Meeting Allowance (Baht/Meeting)		
	Chairman	Vice Chairman	Member	Chairman	Vice Chairman	Member
Board of Directors	180,000	170,000	145,000	25,000	20,000	20,000
Audit Committee	-	-	-	40,000	-	30,000
Nomination, Remuneration and Corporate Governance Committee	-	-	-	40,000	-	30,000
Human Resources Committee	-	-	-	40,000	-	30,000

The Company does not propose to provide bonus or any other form of remuneration to the directors other than those specified above.

The 2023 directors and sub-committees' remuneration package is the same package as applied in the previous year. Details of the directors' remuneration package for the year 2022 are provided on Part 8 headed "Corporate Governance Report", subpart 8.1.2 headed "Meeting attendance and Compensation for the Board of Committees" (page numbers 88 – 90 of the 2022 Annual Report (56-1 One Report)).

The NRCG Committee considered the directors' remuneration package for year 2023 thoroughly, taking into account the appropriateness, work performance, the Company's performance, and comparing with other Thai refineries and other listed companies that are in the same industry. The majority of Thai refineries provide bonus to their directors based on companies' performances. The NRCG Committee viewed that the directors' remuneration package should not include bonus, however, it should be competitive and attractive to future qualified candidates in making a decision on joining the Board of Directors of the Company.

The Board of Directors considered the NRCG Committee's suggestion and deemed it appropriate that the Meeting should approve the directors' remuneration for year 2023.

The Chairman provided an opportunity to the Meeting to ask questions or make comments on the directors' remuneration for year 2023.

No question and opinion were asked and provided on this agenda item.

Therefore, the Chairman asked the Meeting to consider and approve the directors' remuneration for year 2023.

This matter must be passed by at least two-third votes of the shareholders attending the Meeting, excluding the vote of the shareholders having a special interest on this matter.

Resolution

The Meeting resolved to approve the directors' remuneration for the year 2023 with at least two-third votes of the shareholders attending the Meeting, with the details as follows:

	Approve	Disapprove	Abstain	Voided Ballot	Total
Number of Votes	3,410,421,025	0	66,737,300	0	3,477,158,325
Percentage	98.0807	0.0000	1.9193	0.0000	100.0000

Agenda Item 7: To appoint an external auditor and determination of audit fee for year 2023

The Chairman informed the Meeting that PricewaterhouseCoopers ABAS Ltd. has conflicts on this agenda item and asked the representative from PricewaterhouseCoopers ABAS Ltd. to leave the Meeting temporarily whilst considering and voting on this agenda item.

The Chairman asked the Company Secretary to clarify on the relevant laws and assigned Mrs. Kamonwan Wipulakorn, the Chairman of Audit Committee, to report on the appointment of an external auditor and determination of audit fees for year 2023. The summary of which are specified below.

The Company Secretary informed the Meeting that Section 120 of the PLC Act and Article 47 of the AOA of the Company provide that the annual general meeting shall appoint an auditor and determine the audit fee of the Company. In appointing the auditor, the former auditor may be re-appointed.

Mrs. Kamonwan then informed the Meeting that the Audit Committee, after considering the quality of work provided, the appropriateness in providing auditing services for year 2023, the independence as well as the qualifications specified in the relevant regulations, considered PricewaterhouseCoopers ABAS Ltd. is appropriate, therefore recommending the Meeting to appoint the following persons of PricewaterhouseCoopers ABAS Ltd. as the Company's auditor for year 2023.

Auditor's Name	CPA License	Service Year for the Company
Mr. Chanchai Chaiprasit	No. 3760	4
Mr. Pongthavee Ratanakoses	No. 7795	3
Mr. Kan Tanthawirat	No. 10456	2

Any one of these recommended auditors shall be authorized to conduct the audit and express their opinion about the financial statements of the Company for the year 2023.

Mr. Chanchai Chaiprasit conducted the audit and expressed his opinion about the financial statements of the Company for the year 2014, 2015, 2016, and 2017.

Mr. Pongthavee Ratanakoses conducted the audit and expressed his opinion about the financial statements of the Company for the year 2018, 2019 and 2020.

Mr. Kan Tanthawirat conducted the audit and expressed his opinion about the financial statements of the Company for the year 2021 and 2022.

Neither PricewaterhouseCoopers ABAS Ltd nor the nominated persons are related to or engaged in any conflict of interests with the Company, any of the executives, major shareholders or their related persons.

The Audit Committee considered and recommended the Meeting to approve the audit fees for year 2023 at Baht 2,875,000, which is lower than the rate applied in 2020, 2021 and 2022.

Service Description	2020 (Baht)	2021 (Baht)	2022 (Baht)	2023 (Baht)
Audit the financial statements	1,620,000	1,620,000	1,620,000	1,660,000
Review the interim financial information for quarterly ending	735,000	735,000	735,000	765,000
Completion of procedures required for the group reporting purpose	600,000	600,000	600,000	450,000
Total	2,955,000	2,955,000	2,955,000	2,875,000

There is no other fee (non-audit fee) given to PricewaterhouseCoopers ABAS Limited other than the proposed audit fee referred to above.

Moreover, the Company has no subsidiary. Therefore, there is neither an appointment of an external auditor nor determination of audit fees for the subsidiary.

The Board of Directors considered and recommended the Meeting to appoint the nominated persons as the Company's auditor and approve the audit fee for year 2023 at Baht 2,875,000 pursuant to the recommendation of the Audit Committee.

The Chairman provided an opportunity to the Meeting to ask questions or make comments on the appointment of external auditor and determination of audit fees for year 2023.

No questions and opinions were asked and provided on this agenda item.

Therefore, the Chairman asked the Meeting to consider and approve the appointment of external auditor and determination of audit fees for year 2023.

This matter must be passed by the majority of votes of the shareholders attending and eligible to vote at the Meeting.

Resolution

The Meeting approved the appointment of Mr. Chanchai Chaiprasit, Certified Public Account (Thailand) No. 3760, Mr. Pongthavee Ratanakoses, Certified Public Account (Thailand) No. 7795 or Mr. Kan Tanthawirat, Certified Public Account (Thailand) No. 10456 of PricewaterhouseCoopers ABAS Limited as the Company's auditor for year 2023 at the fee of Baht 2,875,000 by the majority of votes of the shareholders attending and eligible to vote at the Meeting, with the details as follows:

Both of them are qualified and have no disqualification pursuant to the PLC Act and the Securities and Exchange Act B.E. 2535, as amended. In addition, they have knowledge, expertise and experiences in relation to, and beneficial to, the Company's business, and they are capable to develop Company's strategy and drive the Company to achieve the Company's goal.

The Board of Directors carefully and cautiously considered the recommendation of the NRCG Committee and agreed on such matters. However, the directors who have conflict of interests did not participate in the vote for this proposal.

The brief personal profiles of nominated candidates were attached to the invitation of this Meeting, and were presented to the Meeting as follows:

1. Mr. Brant Thomas Fish

Current Position in the Company:	<ul style="list-style-type: none"> • Director • Chairman of the Board of Directors
Appointment Date:	<ul style="list-style-type: none"> • 14 May 2019 (first appointment) • 25 September 2020 (re-elected)
Tenure:	3 years 10 months
Education:	Bachelor's degree, Mechanical Engineering University of Florida, USA
Holding any position in other companies listed on the SET	None
Work experience in the past 5 years:	<p>2020 - Present</p> <ul style="list-style-type: none"> • President - International Products Chevron Singapore Pte. Ltd., Singapore <p>2019 - Present</p> <ul style="list-style-type: none"> • Chairman of the Board of Directors Star Petroleum Refining Public Company Limited • Director GS Caltex Corporation, South Korea <p>2019 - 2020</p> <ul style="list-style-type: none"> • President - International Products Chevron International Pte. Ltd., Singapore <p>2017 - 2019</p> <ul style="list-style-type: none"> • Chairman of the Board of Directors California Business Roundtable, USA

	2013 - 2019 <ul style="list-style-type: none"> Director Silicon Valley Leadership Group, USA 2012 - 2019 <ul style="list-style-type: none"> Vice President Americas Products, Chevron USA, Inc., USA
Having any conflict of interest or competing with business of the Company	None

2. Mr. Brian Monaco Sutton

Current Position in the Company:	<ul style="list-style-type: none"> Director Member of the Human Resources Committee
Appointment Date:	Effective on 10 April 2021 (first appointment)
Tenure:	1 year 11 months
Education:	<ul style="list-style-type: none"> Master Degree, Business Administration (General Management) Darden Graduate School of Business, University of Virginia, USA Bachelor Degree, Arts (English Language and Literature) University of Virginia, USA
Holding any position in other companies listed on the SET	None
Work experience in the past 5 years:	2021 – Present <ul style="list-style-type: none"> Director and Member of the Human Resources Committee Star Petroleum Refining Public Company Limited General Manager, Finance, International Fuels & Lubricants Chevron Singapore Pte., Ltd., Singapore 2019 - 2021 <ul style="list-style-type: none"> Regional Manager – Asia Pacific, Corporate Treasury Chevron Singapore Pte., Ltd., Singapore

	<p>2016 - 2019</p> <ul style="list-style-type: none"> • Manager, Financial Reporting & Analysis – Corporation Controllers Chevron Corporation, USA <p>2014 - 2016</p> <ul style="list-style-type: none"> • Manager, Finance, Deepwater Gulf of Mexico Exploration and Projects Chevron USA Inc., USA
Having any conflict of interest or competing with business of the Company	None

Mr. Pliu Mangkornkanok provided an opportunity to the Meeting to ask questions or make comments on the election of directors for replacement of directors who will be retired by rotation.

No questions and opinions were asked and provided on this agenda item.

Therefore, Mr. Pliu Mangkornkanok asked the Meeting to consider and elect two directors for replacement of the directors who will be retired by rotation.

The persons to be elected shall receive the majority votes of the shareholders attending and eligible to vote, and the persons who obtained the highest number of votes in respective order higher to lower according to the required number of directors will be elected as directors of the Company.

Resolution

The Meeting approved to elect two directors for replacement of the directors who will be retired by rotation. The details of the persons receiving the highest number of votes of the shareholders present at the Meeting who were eligible to vote are as follows:

(1) Mr. Brant Thomas Fish (re-election)

	Approve	Disapprove	Abstain	Voided Ballot	Total
Number of Votes	3,371,255,895	38,704,520	67,197,910	0	3,477,158,325
Percentage	96.9543	1.1131	1.9326	0.0000	100.0000

(2) Mr. Brian Monaco Sutton (re-election)

	Approve	Disapprove	Abstain	Voided Ballot	Total
Number of Votes	3,372,588,614	37,630,901	66,938,810	0	3,477,158,325
Percentage	96.9927	1.0822	1.9251	0.0000	100.0000

Agenda Item 9: **To approve the increase of number of directors and appointment of a new director**

The Chairman asked Mr. Robert Stair Guthrie, Chairman of the NRCG Committee, to present the details of the increase of number of directors and appointment of a new director, which could be summarized as follow.

Mr. Robert Stair Guthrie reported to the Meeting that the Board of Directors of the Company comprises of 8 directors, 4 of which are directors and the other 4 are independent directors. The NRCG Committee recommended to the increase the number of directors to be consistent with the Company's business expansion after the investment in fuel business.

The NRCG Committee completed the nomination procedures (details of which are specified on Part 8 headed "Corporate Governance Report", subpart 8.1.1 headed "Nomination, Development and assessment of the Board of Directors" (page numbers 80 - 82 of the 2022 Annual Report (56-1 One Report)) by carefully and cautiously considering the qualifications, knowledge, expertise, experiences and suitability with the business operation of the Company, and propose to elect Mr. Herbert Matthew Payne II as a new director.

Mr. Herbert Matthew Payne II is qualified and has no disqualification pursuant to the PLC Act and the Securities and Exchange Act B.E. 2535, as amended. In addition, he has knowledge, expertise and experiences in relation to, and beneficial to, the Company's business, and he is capable to develop Company's strategy and drive the Company to achieve the Company's goal. Subject to the appointment of a new director, Mr. Herbert Matthew Payne II will be a director from 6 April 2023.

The Board of Directors carefully and cautiously considered the recommendation of the NRCG Committee and agreed on such matter.

The brief personal profile of Mr. Herbert Matthew Payne II, a nominated candidate, was attached to the invitation of this Meeting, and were presented to the Meeting as follows:

Current Position in the Company:	None
Education:	Bachelor Degree, Chemical Engineer University of South Alabama, USA

Work experience in the past 5 years:	2022 – Present
	<ul style="list-style-type: none"> General Manager International Value Chain Optimization Chevron, USA
	2020 - 2022
	<ul style="list-style-type: none"> General Manager Downstream Strategy Chevron, USA
	2017 - 2020
	<ul style="list-style-type: none"> Refinery Business Manager – Distillation and Reforming Chevron, USA
	2015 - 2017
	<ul style="list-style-type: none"> Oils Planning Manager – Richmond Refinery Chevron, USA

The Chairman provided an opportunity to the Meeting to ask questions or make comments on the increase of the number of directors and the appointment of a new director.

No questions and opinions were asked and provided on this agenda item.

Therefore, the Chairman asked the Meeting to consider and approve the increase of the number of directors and the appointment of a new director.

This matter must be passed by the majority of votes of the shareholders attending and eligible to vote at the Meeting.

Resolution

The Meeting approved the increase of the number of directors from 8 to 9 and the election of Mr. Herbert Matthew Payne II as a new director by the majority of votes of the shareholders attending and eligible to vote at the Meeting, with the details as follows:

	Approve	Disapprove	Abstain	Voided Ballot	Total
Number of Votes	3,361,187,414	48,353,401	67,617,510	0	3,477,158,325
Percentage	96.6648	1.3906	1.9446	0.0000	100.0000

Agenda Item 10: **To approve the amendment to the Articles of Association of the Company**

The Chairman asked the Company Secretary to report on the amendment to the AOA of the Company. The summary of which is specified below.

In order for the AOA to be consistent with the Public Limited Company Act (No. 4) B.E. 2565, which amends certain provisions relating to public limited companies, thereby allowing public limited companies to hold meetings of Board of Directors and shareholders via electronic media as well as delivering notices and documents via electronic media. In addition, shareholders are also allowed to appoint proxy via electronic media. The amendment would reduce the Company's burden and facilitate the Company's business operation as well as being in line with the current situation. The Board of Directors considered and recommended the Meeting to approve the amendment to articles 26, 27, 38, 40, 41, 42 and 52 the AOA of the Company. The proposed amendment to articles 26, 27, 38, 40, 41, 42 and 52 of the AOA of the Company would replace the existing content as indicated following:

Existing content	Proposed amendment
<i>26. A meeting of the Board of Directors must be held in the province where the Company's head office is located or at any adjacent provinces or at any other place designated by the Chairman or his assignee.</i>	<i>26. A meeting of the Board of Directors must be held in the province where the Company's head office is located or at any adjacent provinces or at any other place designated by the Chairman or his assignee.</i> <u><i>A meeting of the Board of Directors referred to in the first paragraph may be held via electronic media in compliance with the relevant laws, and, for this purpose, the head office of the Company is deemed to be the venue of the meeting</i></u>
<i>27. The Chairman or his assignee must send a notice of the Board of Directors' meeting to all directors seven (7) days or more before the meeting date. However, in case of emergency or urgency to preserve the rights or benefits of the Company, a meeting may be called by any other method and the meeting date may be fixed sooner.</i> <i>If two or more directors request a meeting of the Board of Directors, the Chairman must fix a meeting date within fourteen (14) days of receipt of that request.</i>	<i>27. The Chairman or his assignee must send a notice of the Board of Directors' meeting to all directors <u>three (3)</u> days or more before the meeting date. However, in case of emergency or urgency to preserve the rights or benefits of the Company, a meeting may be called by <u>electronic method</u> or any other method, and the <u>earlier</u> meeting date may be fixed.</i> <u><i>A notice of the Board of Directors' meeting may be sent via electronic method in compliance with the relevant laws and the criteria prescribed by the Public Companies Registrar.</i></u> <i>If two or more directors request a meeting of the Board of Directors, the Chairman must fix a meeting date within fourteen (14) days of receipt of that request</i>

Existing content	Proposed amendment
<p>38. A meeting of shareholders must be held in the province where the Company's head office is located or in any adjacent provinces or any other place designated by the Board of Directors</p>	<p>38. A meeting of shareholders must be held in the province where the Company's head office is located or in any adjacent provinces or any other place designated by the Board of Directors.</p> <p><u>A meeting of the shareholders may be held via electronic media in compliance with the regulations, methods and conditions specified in the relevant laws, and, for this purpose, the head office of the Company is deemed to be the venue of the meeting.</u></p>
<p>40. To call a meeting of shareholders, the Board of Directors must prepare a notice indicating the place, date, time, agenda and matters to be proposed at the meeting together with any other appropriate details. The notice must clearly specify the matter for acknowledgment, approval or consideration, together with the opinion of the board of directors on those matters. The notice must be sent to the shareholders and the Public Companies Registrar seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.</p>	<p>40. To call a meeting of shareholders, the Board of Directors must prepare a notice indicating the place, date, time, agenda and matters to be proposed at the meeting together with any other appropriate details. The notice must clearly specify the matter for acknowledgment, approval or consideration, together with the opinion of the Board of Directors on those matters. The notice must be sent to the shareholders and the Public Companies Registrar seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.</p> <p><u>The procedures referred to in the first paragraph may be implemented via electronic method in compliance with the relevant laws and the criteria prescribed by the Public Companies Registrar.</u></p>
<p>41. A quorum of a meeting of shareholders requires the lesser of twenty-five (25) shareholders or one-half or more of the total number of shareholders, holding in aggregate one-third (1/3) or more of the total issued shares, present in person or by proxy (if any).</p> <p>If after one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be</p>	<p>41. A quorum of a meeting of shareholders requires the lesser of twenty-five (25) shareholders or one-half or more of the total number of shareholders, holding in aggregate one-third (1/3) or more of the total issued shares, present in person or by proxy (if any).</p> <p>If after one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be</p>

Existing content	Proposed amendment
<p><i>dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven (7) days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.</i></p>	<p><i>dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven (7) days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.</i></p> <p><u><i>A notice of the meeting may be sent via electronic method in compliance with the relevant laws and the criteria prescribed by the Public Companies Registrar.</i></u></p>
<p><i>42. A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting. The proxy instrument must contain at least the following particulars:</i></p> <p><i>(1) the amount of shares held by the shareholder;</i></p> <p><i>(2) the name of the proxy; and</i></p> <p><i>(3) the meeting at which the proxy is appointed to attend and vote.</i></p>	<p><i>42. A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting. The proxy instrument must contain at least the following particulars:</i></p> <p><i>(1) the amount of shares held by the shareholder;</i></p> <p><i>(2) the name of the proxy; and</i></p> <p><i>(3) the meeting at which the proxy is appointed to attend and vote.</i></p> <p><u><i>Appointment of a proxy may be made via electronic method provided that such electronic method is secure, reliable in determining that the appointment is made by the shareholder and in compliance with the criteria prescribed by the Public Companies Registrar.</i></u></p>

Existing content	Proposed amendment
<p>52. A declaration of dividends must be approved by a resolution of shareholders or in the case of interim dividends by a resolution of the Board of Directors.</p> <p>A written notice of dividend distribution must be sent to all shareholders and advertised in a newspaper for a period of three (3) consecutive days. The payment of dividends must be made within one (1) month after the date on which the resolution was passed.</p>	<p>52. A declaration of dividends must be approved by a resolution of shareholders or in the case of interim dividends by a resolution of the Board of Directors.</p> <p>A written notice of dividend distribution must be sent to all shareholders and advertised in a newspaper for a period of three (3) consecutive days. The payment of dividends must be made within one (1) month after the date on which the resolution was passed.</p> <p><u>The procedures referred to in the second paragraph may be implemented via electronic method in compliance with the relevant laws and the criteria prescribed by the Public Companies Registrar.</u></p>

The Chairman provided an opportunity to the Meeting to ask questions or make comments on the amendment to the AOA of the Company.

No questions and opinions were asked and provided on this agenda item.

Therefore, the Chairman asked the Meeting to consider and approve the amendment to the Articles of Association of the Company.

This matter must be passed by at least three-fourths votes of the shareholders attending and eligible to vote at the Meeting.

Resolution

The Meeting approved the amendment to articles 26, 27, 38, 40, 41, 42 and 52 of the AOA by cancelling the entire existing content in articles 26, 27, 38, 40, 41, 42 and 52 and replacing with the new content as specified above to be in accordance with the Public Limited Company Act (No. 4) B.E. 2565 by at least three-fourths votes of the shareholders attending and eligible to vote at the Meeting, with the details as follows:

	Approve	Disapprove	Abstain	Voided Ballot	Total
Number of Votes	3,398,027,825	0	79,130,500	0	3,477,158,325
Percentage	97.7243	0.0000	2.2757	0.0000	100.0000

Agenda Item 11: Other Businesses (if any)

The suggestion from Khun Kittipat Amarathien could be summarized as follow:

If the Company has completed the acquisition of Caltex, the Management should consider changing the company's name to be consistent with and reflect the new business, such as Star Petroleum Refining and Retail.

The Chairman thanked the shareholder for the suggestion.

Mr. Robert Joseph Dobrik, the Chief Executive Officer, further added as follows:

A current focus of the Company was to work through the transition details for an execution of this transaction by the end of the year. The shareholder brought up a good point as to how the Company continued to evolve and reflect the sustainable future of the Company's business.

The Chairman informed the Meeting that the Meeting duly considered all matters of all agenda items as proposed in the Meeting's invitation. The shareholders were offered the opportunity to ask questions and express further opinions.

As no further questions were raised, the Chairman thanked shareholders who attended the 2023 Annual General Meeting and declared the Meeting adjourned at 11.30 a.m.

Sign

- Signature -

Sign

- Signature -

(Mr. Brant Thomas Fish)
Chairman of the Board of Director

(Ms. Nattawan Khumwiwat)
Company Secretary

Registration and Voting Procedures for E-EGM

As the extraordinary general meeting of shareholders No. 2/2023 will be conducted through electronic media (E-EGM), the Company would like to provide guidelines for the registration and voting through electronic media as follows:

Required documents for registration

1. Individual shareholders

(a) Attendance in person

- (1) Thai individual shareholder: A valid Thai national identification card
- (2) Foreign individual shareholder: A valid passport

(b) Attendance by proxy

- (1) a proxy form B (Enclosure 3), which is completely filled in and signed by the proxy grantor and the proxy, and affixed with Baht 20 of stamp duty
- (2) a photocopy of a valid photo-ID issued by a government authority of the proxy grantor (shareholder), which is certified as a true copy by the proxy grantor
- (3) a photocopy of a valid photo-ID issued by a government authority of the proxy, which is certified as a true copy by the proxy

Please submit all required documents to the Company via email **and** post in accordance with the details specified in item no. 4 below and arrange for such documents to arrive at the Company by **29 September 2023** for the Company to review and verify the documents and proceed further with the registration. However, submission of documents are not required for the individual shareholders who will register through e-registration system using Thai national ID card as verification document.

2. Juristic person shareholders

(a) Attendance in person by the authorized representative of the shareholder

- (1) a photocopy of a valid photo-ID issued by a government authority of the authorized representative of the shareholder, which is certified as a true copy by the authorized representative
- (2) a photocopy of an affidavit of the shareholder issued by the Ministry of Commerce or a competent authority of the country where such juristic person is situated, which has been issued for not more than 1 year prior to the meeting. The document must also be certified as a true copy by the authorized representative and contain the information showing that the authorized person has the authority to act on behalf of such juristic person shareholder

(b) Attendance by proxy

- (1) a proxy form B (Enclosure 3) which is completely filled in and signed by the proxy grantor and the proxy, and affixed with Baht 20 of stamp duty
- (2) a photocopy of a valid photo-ID issued by a government authority of the authorized representative of the shareholder, which is certified as a true copy by such authorized representative
- (3) a photocopy of an affidavit of the shareholder issued by the Ministry of Commerce or a competent authority of the country where such juristic person is situated, which has been issued for not more than 1 year prior to the meeting. The document must also be certified as a true copy by the authorized representative and contain the information showing that the authorized person has the authority to act on behalf of such juristic person shareholder
- (4) a photocopy of a valid photo-ID issued by a government authority of the proxy, which is certified as a true copy by the proxy

(c) Attendance by proxy given by a Thai Custodian

- (1) a photocopy of a valid power of attorney, authorizing the custodian to give proxy, which is completely filled in and signed by the principal and the attorney, and affixed with Baht 30 of stamp duty, which is certified as a true copy by the authorized representative of the custodian
- (2) the documents specified in 1.(b)(2) or 2.(b)(2) and (3), as the case may be (except where the shareholder is a foreign juristic person who authorizes a custodian who is a Thai financial institution)
- (3) a photocopy of a valid photo-ID issued by a government authority of the authorized representative of the custodian, which is certified as a true copy by such authorized representative
- (4) a photocopy of an affidavit of the custodian issued by the Ministry of Commerce, which has been issued for not more than 1 year prior to the meeting. The document must also be certified as a true copy by the authorized representative and contain the information showing that the authorized person has the authority to act on behalf of the custodian
- (5) a photocopy of a confirmation letter as to the fact that the custodian has obtained a license to undertake or engage in custodian business, which is certified as a true copy by the authorized representative of the custodian
- (6) a proxy form C (available for download at www.sprc.co.th), which is completely filled in and signed by the proxy grantor (i.e. the custodian) and the proxy, and affixed with Baht 20 of stamp duty

- (7) a photocopy of a valid photo-ID issued by a government authority of the proxy, which is certified as a true copy by such proxy

Please submit all required documents to the Company via email **and** post in accordance with the details specified in item no. 4 below and arrange for such documents to arrive at the Company by **29 September 2023** for the Company to review and verify the documents and proceed further with the registration.

3. Shareholders who give proxy to the independent director of the Company

A shareholder may give proxy to the independent director of the Company to attend the meeting and vote on his/her behalf.

The shareholder may give proxy to the following independent directors:

- (1) Mr. Pliu Mangkornkanok; or
- (2) Ms. Kamonwan Wipulakorn; or
- (3) Mr. Robert Stair Guthrie; or
- (4) Mr. Rapee Sucharitakul

Details of the independent director proposed to serve as a proxy of shareholders are attached as Enclosure 4.

To give proxy, please arrange for a proxy form B (Enclosure 3), which is completely filled and signed by the shareholder to arrive via post in accordance with the details specified in item no. 4 below by **29 September 2023** for the Company to review and verify the documents and proceed the documents further.

4. Delivery address and email address

A. For delivery of documents via post

Attention to: Investor Relations
Star Petroleum Refining Public Company Limited
No. 1, I-3B Road, Map Ta Phut, Amphur Muang Rayong,
Rayong Province 21150
Tel: 038-699-887

B. Email: ir@sprc.co.th

5. e-Registration

The e-Registration system will be opened for registration on 15 September 2023 and closed for registration on 5 October 2023 at 13:00 hrs.

❖ Link for registration

<https://portal.eservice.set.or.th/Account/Login?refer=8J2J1s2f3NufVmQzWldECLcEUEfnJpIHHAzqF78xesXpINyUMfw8w7Q%3d%3d>

or scan



❖ Link for DAP e-Shareholder Meeting User Manual

<https://www.set.or.th/th/dap/services/e-shareholder-meeting>

or scan



For convenience in attending the meeting, please register through the SET's e-registration system at least 1 day in advance before the meeting. For registration trouble shooting, please contact DAP Operation at telephone number 02-009-9888 ext. 1 or the Company's Investor Relations at telephone number 038-699-887 and 038-699-699 from 15 September 2023 to 5 October 2023 on Monday to Friday at 8:00 – 16:30 hrs.

Voting

1. Voting shall be conducted openly, and one share is entitled to one vote.
2. Voting on each agenda item: Each shareholder may vote “approve” or “disapprove”, or “abstain” in each agenda according to the number of shares he/she holds and cannot allocate the number of shares to vote separately, except for a custodian. Please see detailed guideline of the voting procedure in [DAP e-Shareholder Meeting User Manual](#).

3. Voting by a proxy: In the event that a shareholder marked in the proxy form on any agenda (approve, disapprove or abstain, as the case may be) in compliance with the regulations, the system will record such vote as marked in the proxy form in advance, and the proxy will not be entitled to change the votes marked in the system. However, if (i) a proxy grantor does not specify his/her intention on how to vote on an agenda item in the proxy form; (ii) such intention is not clearly specified therein; (iii) there is any matter other than those specified in the proxy form which is to be considered and resolved in the meeting; or (iv) there is any change or amendment to any fact in the meeting, the proxy will be entitled to consider and vote on such agenda item via electronic voting system as the proxy deems appropriate.
4. The resolution of the meeting of shareholders must consist of the following votes:
 - (a) Ordinary cases: it shall require a majority of the votes of the shareholders attending and eligible to vote to pass the resolution; and
 - (b) Cases in which the Company's Articles of Association and/or the laws provided otherwise: the vote shall be in accordance with the laws and/or the Company's Articles of Association.

The resolution of **Agenda item 2 regarding to consider and approve the amendment to the Company's objectives and Clause 3 of the Company's Memorandum of Association** requires the approval of at least three-fourths of the shareholders attending and eligible to vote to pass the resolution.

The Chairman of the meeting shall inform the shareholders in the meeting for their acknowledgement before casting votes on each agenda.

5. In case of equality of votes, the Chairman of the meeting shall be entitled to a final casting vote.
6. Any shareholder or proxy who has special conflict of interest in any specific issue shall have no right to cast his/her vote on the said issue and that shareholder or proxy may be invited by the Chairman to temporarily leave from the meeting, except for voting on election of directors.
7. In the process of vote counting for all agendas, the shareholder who wishes to "Disapprove" or "Abstain" from voting should cast their votes using online voting system. Those who choose not to cast their votes via online voting system will be assumed to "Approve" the agenda in question.
8. During the voting period, the Company will notify the registered shareholders and proxies, and will open a voting system for each agenda.
9. Before casting the vote for each agenda item, the shareholders will have an opportunity to ask questions in relation to such agenda item. In this regard, shareholders who wish to ask questions shall type the questions into the system. When such shareholder is allowed to ask question, the Company will call such shareholder's name and ask him/her to turn on his/her microphone and/or camera. Please see detailed guideline for asking questions in [DAP e-Shareholder Meeting User Manual](#). However, the Company will provide answers to an appropriate number of questions during the e-meeting and consider recording the questions that are not answered in during meeting in the minutes of the shareholders' meeting as deem appropriate.

Vote Counting

1. The Chairman of the meeting will inform the meeting of the vote counting method for their acknowledgement before the commencement of the meeting.
2. At this shareholders meeting, the Company uses e-meeting platform of Digital Access Platform Company Limited (a company within the same group as the Stock Exchange of Thailand) for the Company's counting of the votes.
3. The Chairman of the meeting shall announce the result of vote counting to the meeting on each agenda. After the voting process of each agenda is closed and the Company has announced the voting results, shareholders can view the voting result of each agenda in DAP system.

Remark

- Attendees wishing to leave the e-meeting before the e-meeting is adjourned will not be entitled to vote on the agenda considered after he/she left as advance voting is not allowed.
- The total number of votes cast on each agenda item may fluctuate as attendees may enter and leave the e-meeting from time to time. Therefore, the number of persons attending the e-meeting during each agenda item may change.
- The Company reserves the rights not to complete the registration process if the documents provided are not complete or if the registration occurs after the end of registration period.
- If the attendees change their title, name or surname, the evidence of such changes is required.
- If any of the required documents is not in Thai or English, its English translation, which is certified as a correct translation by the authorized representative of the relevant juristic person, must also be attached.
- If there is any amendment to the proxy, it must be accompanied by the signature of the proxy grantor. If there is no such signature, it will be deemed that the proxy is not entitled to vote in such agenda.
- The shareholder who wishes to give general proxy may use proxy form A. The shareholder who is a foreign investor for which a custodian of the shares in Thailand is appointed may use proxy form C.
- Proxy form A and proxy form C are available for download at www.sprc.co.th.

Privacy Notice: In holding shareholders' meetings through the DAP e-Shareholder Meeting system, the Company collects, uses and discloses personal information of shareholders to perform their duties as required by law and for the benefit of providing services to shareholders at shareholders' meetings, where shareholders are protected by the personal data protection policy or privacy notice as shown on the company's website www.sprc.co.th

Proxy (Form B)

(This form prescribed matters for which the power is to be granted in full detail)

Affix
Stamp Duty
20 Baht

Made at

Date Month Year

1. I/We nationality
 residing at road sub-district
 district province postcode
 Telephone number

2. I/We am/are a shareholder of Star Petroleum Refining Public Company Limited, holding the ordinary shares in the total amount of shares which are entitled to cast votes

3. I/We wish to appoint

☐ (1) age years,
 residing at road sub-district
 district province postcode
 Telephone number; or

☐ (2) age years,
 residing at road sub-district
 district province postcode
 Telephone number; or

the member of the Audit Committee:

☐ (3) **Mr. Pliu Mangkornkanok**, age 75 years, residing at 70/8 Soi Inthamara 1, Suttisarn Winitchai road, Phayathai, Bangkok; or

☐ (4) **Ms. Kamonwan Wipulakorn**, age 60 years, residing at 14/6 soi 21 (Seri 2), Huamark, Bangkapi, Bangkok; or

☐ (5) **Mr. Robert Stair Guthrie**, age 77 years, residing at 251/7, The Heights, Coke Tanod, Karon, Muang, Phuket; or

☐ (5) **Mr. Rapee Sucharitakul**, age 61 years, residing at 38/6 Soi Sailom 1, Phahonyothin Road, Samsen Nai, Phaya Thai, Bangkok

any one of them as my/our proxy to attend and vote on my/our behalf at the **Extraordinary General Meeting of Shareholders No. 2/2023 ("EGM")** to be held on **Thursday, 5 October 2023 at 13:00 hr.** (Bangkok Time) through electronic media.

4. I/We hereby authorize the proxy to vote on my/our behalf in this meeting as follows:

(1) **Agenda Item 1: To certify the minutes of the annual general meeting of the shareholders for the year 2023 held on 5 April 2023**

- ☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (b) The proxy to vote on my behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

(2) **Agenda Item 2: To consider and approve the amendment to the Company's objectives and Clause 3 of the Company's Memorandum of Association**

- ☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (b) The proxy to vote on my behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

(3) **Agenda Item 3: To consider other business (if any)**

- ☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (b) The proxy to vote on my behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

5. Any votes by the proxy in any agenda item not rendered in accordance with my/our intention specified herein shall be deemed incorrect and not considered as my/our votes as a shareholder.

6. If I/We do not specify or clearly specify my/our intention to vote in any agenda item, or if there is any agenda item considered or resolved in the meeting other than those specified above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider the matters and vote on my/our votes on my/our behalf as the proxy deems appropriate.

Any action taken by the proxy at the meeting shall, unless the proxy does not cast the votes in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

SignedThe grantor
(.....)

SignedThe proxy
(.....)

SignedThe proxy
(.....)

SignedThe proxy
(.....)

Remarks

1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her behalf and the number of shares held by such shareholder may not be divided among more than one proxy in order to separate the votes to grant more than one proxy.
2. For the agenda of director election, a proxy can vote for all nominees or each nominee for director.
3. If the matters to be considered are more than those specified above, the proxy grantor may use the Annex Proxy Form B as attached for such additional matters.

Annex Proxy Form B

Appointment of proxy by shareholders of Star Petroleum Refining Public Company Limited in connection with the **Extraordinary General Meeting of Shareholders No. 2/2023** ("EGM") to be held on **Thursday, 5 October 2023 at 13:00 hr.** (Bangkok Time) through electronic media.

(1) **Agenda Item**.....:

☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (b) The proxy to vote on my behalf as follows:

☐ Approve ☐ Not approve ☐ Abstain

(2) **Agenda Item**.....:

☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (b) The proxy to vote on my behalf as follows:

☐ Approve ☐ Not approve ☐ Abstain

(3) **Agenda Item**.....:

☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (b) The proxy to vote on my behalf as follows:

☐ Approve ☐ Not approve ☐ Abstain

Details of the Independent Directors Proposed to Serve as a Proxy of Shareholders

1.



Name: Mr. Pliu Mangkornkanok

Position: Independent director
Vice-Chairman of the Board of Directors
Member of the Audit Committee
Member of the Human Resources Committee

Age: 75 years

Address: 70/8 Soi Inthamara 1, Suttisarn Winitchai road,
Samsennai, Phayathai, Bangkok

Appointment: 28 May 2012 (first appointment)
26 April 2016 (re-elected)
10 April 2019 (re-elected)
8 April 2022 (re-elected)

Other Current Positions:

Chairman of the Board and non-executive director
TISCO Financial Group Public Company Limited

Chairman of the Board and non-executive director
TISCO Bank Public Company Limited

Director
Chuchawal-Royal Haskoning Company Limited

Director
Amata Spring Development Company Limited

Vice Chairman
TISCO Foundation

Conflicts in Meeting Agenda: None

2.



Name: Ms. Kamonwan Wipulakorn

Position: Independent director
Chairperson of the Audit Committee
Member of the Human Resources Committee

Age: 60 years

Address: 14/6 Soi 21 (Seri 2), Huamark,
Bangkapi, Bangkok

Appointment: 11 April 2019 (first appointment)
8 April 2022 (re-elected)

Other Current Positions:

Independent Director, Member of the Audit Committee, and
Chair of the Nomination and Remuneration Committee
True Corporation Public Company Limited

Independent Director, Member of the Corporate Governance
Committee, and Chairperson of the Audit Committee
Total Access Communication Public Company Limited

Director, Member of the Executive Committee, Member of the
Risk Management Committee, and Managing Director
Bound and Beyond Public Company Limited

Chairperson of the Board of Directors
Dtac TriNet Co., Ltd.

Conflicts in Meeting Agenda: None

3.



Name: Mr. Robert Stair Guthrie

Position: Independent director
Member of the Audit Committee
Chairman of the Nomination, Remuneration and
Corporate Governance Committee

Age: 77 years

Address: 251/7 The Heights, Coke Tanod, Karon,
Muang, Phuket

Appointment: 28 May 2012 (first appointment)
5 April 2018 (re-elected)
9 April 2021 (re-elected)

Other Current Positions: None

Conflicts in Meeting Agenda: None

4.



Name: Mr. Rapee Sucharitakul

Position: Independent director
Member of the Audit Committee
Member of Nomination, Remuneration and
Corporate Governance Committee

Age: 61 years

Address: 38/6 soi Sailom 1, Phaholyothin road,
Samsen Nai, Phaya Thai, Bangkok

Appointment: 25 February 2023 (first appointment)

Other Current Positions:

Independent Director, Chairman of the Nomination and
Remuneration Committee, and Member of the Risk Management
Committee

Betagro Public Company Limited

Independent Director and Member of the Audit and Risk
Management Committee

SCG Chemicals Public Company Limited

Director

Pomelo Fashion Co., Ltd.

Director

Thai Asia Pacific Brewery Co., Ltd.

Honorary Director

Financial Institutions Policy Committee, Bank of Thailand

Honorary Director

Bank of Thailand

Board Member

Office of Insurance Commission

Board Member

National Institute of Development Administration

Board Member

National Blood Centre of the Thai Red Cross Society

Conflicts in Meeting Agenda: None

**Articles of Association of the Company in relation to
the Extraordinary General Meeting of Shareholders No. 2/2023
and Voting Requirements**

1. Closing of the Share Registration Book

(Article 14) During a period of twenty-one (21) days before a meeting of shareholders, the Company may close the share register book and refuse to record any transfer of shares if it makes an announcement at least fourteen (14) days at the head office and all branch offices of the Company of its intention to close the books.

Remark: The Company applies the record date for the shareholders' right to attend the shareholders' meeting without specifying the book closing date, which are consistent with the Circular of the Stock Exchange of Thailand No. Bor.Jor (Wor) 6/2017 re: Adjustment of Record Date for any Shareholders' Right as well as the amended Section 225 of the Securities and Exchange Act B.E. 2535 (as amended).

2. Calling of Shareholders' Meeting

(Article 39) A meeting of shareholders must be held at least once in every year and this meeting is called a “general meeting”. The general meeting must be held within four (4) months after the end of the accounting period of the Company.

Any other meeting of shareholders is called an “extraordinary general meeting”.

The board of directors may call an extraordinary general meeting at any time whenever it thinks fit. One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total issued shares may request the board of directors in writing to call an extraordinary meeting of shareholders at any time, but the agenda and reasons for holding such meeting shall be clearly indicated in such a request. In such event, the board of directors is required to call the extraordinary general meeting within forty-five (45) days from the date on which such written request is received.

If the board of directors does not hold the meeting within the forty-five (45) day period under paragraph three, the shareholders who subscribe their names or other shareholders holding shares in the required amount may call the meeting within forty-five (45) days from the date on which the period of time in paragraph three ends. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for the expenses necessarily incurred in the holding of such meeting and facilitate such meeting as reasonably required.

If the quorum is not constituted in any general meeting called pursuant to paragraph four, the shareholders requesting the meeting shall compensate the Company for the expenses incurred in the arrangements for holding that meeting.

- (Article 40)** To call a meeting of shareholders, the board of directors must prepare a notice indicating the place, date, time, agenda and matters to be proposed at the meeting together with any other appropriate details. The notice must clearly specify the matter for acknowledgment, approval or consideration, together with the opinion of the board of directors on those matters. The notice must be sent to the shareholders and the Public Companies Registrar seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.

The procedures referred to in the first paragraph may be implemented via electronic method in compliance with the relevant laws and the criteria prescribed by the Public Companies Registrar.

3. Quorum

- (Article 41)** A quorum of a meeting of shareholders requires the lesser of twenty-five (25) shareholders or one-half or more of the total number of shareholders, holding in aggregate one-third (1/3) or more of the total issued shares, present in person or by proxy (if any).

If after one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven (7) days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.

A notice of the meeting may be sent via electronic method in compliance with the relevant laws and the criteria prescribed by the Public Companies Registrar.

4. Agenda of the Meeting

- (Article 43)** The meeting of shareholders must proceed according to the agenda specified in the notice of the meeting in respective order. However, the meeting may vary the sequence of the agenda if approved by a resolution passed by two-thirds (2/3) or more of the votes cast by the shareholders attending the meeting.

After the meeting of shareholders completes its consideration of the agenda prescribed in the notice of the meeting, the shareholders holding in aggregate one-third (1/3) or more of the total issued shares may request the meeting to consider any matters in addition to the agenda prescribed in the notice of the meeting.

If the meeting of shareholders is unable to complete its consideration of the agenda prescribed in the notice of the meeting or additional matters raised by the shareholders and it is necessary to adjourn the meeting, then the meeting must fix the place, date and time of the adjourned meeting. The board of directors must send a notice of the meeting specifying the place, date, time and agenda to shareholders seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.

5. Proxy

(Article 42) A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting. The proxy instrument must contain at least the following particulars:

- (1) the amount of shares held by the shareholder;
- (2) the name of the proxy; and
- (3) the meeting at which the proxy is appointed to attend and vote.

Appointment of a proxy may be made via electronic method provided that such electronic method is secure, reliable in determining that the appointment is made by the shareholder and in compliance with the criteria prescribed by the Public Companies Registrar.

6. Voting

(Article 44) The Chairman of the board of directors will act as the Chairman of the meeting of shareholders. If the Chairman is not present or is unable to discharge his/her duties, the Vice-Chairman will serve as the Chairman. If there is no Vice-Chairman or the Vice-Chairman is unable to discharge his/her duties, the shareholders attending the meeting must elect one of them to act as the Chairman.

(Article 45) In every meeting of shareholders, a shareholder has one vote for each share. A shareholder who has a special interest in any matter may not cast votes on that matter, except for the election of directors.

(Article 46) A resolution of shareholders must be passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting, except where it requires otherwise in these Articles of Association or by law or in any of the following cases where a resolution must be passed by three-quarters (3/4) or more of the votes cast by the shareholders attending and eligible to vote at the meeting:

- (1) a sale or transfer of all or substantial part of the business of the Company to any person;
- (2) a purchase or acceptance of transfer of business of other public or private companies;
- (3) an entering into, amendment or termination of any agreement concerning a lease out of all or a substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing;
- (4) an amendment to the Memorandum or Articles of Association of the Company;
- (5) an increase or reduction of capital;
- (6) an issue of debentures; or
- (7) an amalgamation or a dissolution of the Company.

Proxy (Form A)

(General Form)

Made at.....

Date...Month.....Year.....

1. I/We.....nationality.....
residing at.....road.....sub-district.....
district.....province.....postcode.....
Telephone number.....

2. I/We am/are a shareholder of **Star Petroleum Refining Public Company Limited**,
holding the ordinary shares in the total amount of.....shares
which are entitled to cast.....votes

3. We wish to appoint

☐ (1).....age.....years,
residing at.....road.....sub-district.....
district.....province.....postcode.....
Telephone number.....; or

☐ (2).....age.....years,
residing at.....road.....sub-district.....
district.....province.....postcode.....
Telephone number.....; or

☐ (3).....age.....years,
residing at.....road.....sub-district.....
district.....province.....postcode.....
Telephone number.....

any one of them as my/our proxy to attend and vote on my/our behalf at the **Extraordinary General Meeting of Shareholders No. 2/2023 ("EGM")** to be held on **Thursday, 5 October 2023 at 13:00 hr.** (Bangkok Time) through electronic media.

Any action taken by the Proxy at the meeting shall be deemed as being done by me/us in all respects.

SignedThe Grantor
(.....)

Signed The Proxy
(.....)

Signed The Proxy
(.....)

Signed The Proxy
(.....)

Remarks : A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her behalf and the number of shares held by such shareholder may not be divided among more than one proxy in order to separate the votes to grant more than one proxy.

Proxy (Form C)

(This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody)

Affix
Stamp Duty
20 Baht

Made at.....

Date...Month.....Year.....

1. I/We.....nationality.....
residing at.....road.....sub-district.....
district.....province.....postcode.....
Telephone number
in our capacity as the custodian for.....
who is a shareholder of Star Petroleum Refining Public Company Limited,
holding the ordinary shares in the total amount of.....shares
which are entitled to cast.....votes

2. We wish to appoint

☐ (1).....age.....years,
residing at.....road.....sub-district.....
district.....province.....postcode.....
Telephone number; or

☐ (2).....age.....years,
residing at.....road.....sub-district.....
district.....province.....postcode.....
Telephone number; or

☐ (3).....age.....years,
residing at.....road.....sub-district.....
district.....province.....postcode.....
Telephone number

any one of them as my/our proxy to attend and vote on my/our behalf at the **Extraordinary General Meeting of Shareholders No. 2/2023 ("EGM")** to be held on **Thursday, 5 October 2023 at 13:00 hr.** (Bangkok Time) through electronic media.

3. I/We hereby authorize the proxy to attend and vote on my/our behalf in this meeting as follows:

☐ to vote with the total number of shares held by me/us to which I/we am/are entitled

☐ to vote with the partial number of shares as follows:

total number of the ordinary shares in the total amount of..... shares
which are entitled to cast..... votes

4. I/We hereby authorize the proxy to vote on my/our behalf in this meeting as follows:

(1) **Agenda Item 1: To certify minutes of the Annual General Meeting of Shareholders for the year 2023 held on 5 April 2023**

☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (b) The proxy to vote on my behalf as follows:

☐ Approve ☐ Not approve ☐ Abstain

(2) **Agenda Item 2: To consider and approve the amendment to the Company's objectives and Clause 3 of the Company's Memorandum of Association**

☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (b) The proxy to vote on my behalf as follows:

☐ Approve ☐ Not approve ☐ Abstain

(3) **Agenda Item 3: To consider other business (if any)**

☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (b) The proxy to vote on my behalf as follows:

☐ Approve ☐ Not approve ☐ Abstain

5. Any votes by the proxy in any agenda item not rendered in accordance with my/our intention specified herein shall be deemed incorrect and not considered as my/our votes as a shareholder.

6. If I/We do not specify or clearly specify my/our intention to vote in any agenda item, or if there is any agenda item considered or resolved in the meeting other than those specified above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider the matters and vote on my/our votes on my/our behalf as the proxy deems appropriate.

Any action taken by the Proxy at the meeting shall, unless the proxy does not cast the votes in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

SignedThe Grantor
(.....)

Signed The Proxy
(.....)

Signed The Proxy
(.....)

Signed The Proxy
(.....)

Remarks

1. This Proxy Form C is applicable only to shareholders whose names appear in the shareholder registration book as foreign investors and a custodian in Thailand is appointed thereof.
2. Evidence of documents required to be attached with this proxy form are:
 - (1) a Power of Attorney executed by each of the shareholders authorizing the custodian to execute the proxy form on behalf of such shareholder; and
 - (2) a letter confirming that the person executing the proxy form has obtained a license for being a custodian.
3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her behalf and the number of shares held by such shareholder may not be divided among more than one proxy in order to separate the votes to grant more than one proxy.
4. For the agenda of director election, a proxy can vote for all nominees or each nominee for director.
5. If the matters to be considered are more than those specified above, the proxy grantor may use the Annex Proxy Form C as attached for such additional matters.

Annex Proxy Form C

Appointment of proxy by shareholders of Star Petroleum Refining Public Company Limited in connection with the **Extraordinary General Meeting of Shareholders No. 2/2023 ("EGM")** to be held on **Thursday, 5 October 2023 at 13:00 hr.** (Bangkok Time) through electronic media to consider the following agenda.

(1) **Agenda Item.....:**

☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (b) The proxy may consider the matter and vote on my behalf as follows:

☐ Approve ☐ Not approve ☐ Abstain

(2) **Agenda Item.....:**

☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (b) The proxy may consider the matter and vote on my behalf as follows:

☐ Approve ☐ Not approve ☐ Abstain

(3) **Agenda Item.....:**

☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (b) The proxy may consider the matter and vote on my behalf as follows:

☐ Approve ☐ Not approve ☐ Abstain

(4) **Agenda Item.....:**

☐ (a) The proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (b) The proxy may consider the matter and vote on my behalf as follows:

☐ Approve ☐ Not approve ☐ Abstain

(5) **Agenda Item: Election of Directors**

1) Name of the director:

☐ Approve ☐ Not approve ☐ Abstain

2) Name of the director:

☐ Approve ☐ Not approve ☐ Abstain

3) Name of the director:

☐ Approve ☐ Not approve ☐ Abstain