



# **Indorama Ventures Public Company Limited**

## **Policy on the Treatment of Shareholders**

*(As approved by the Board of Directors Meeting No.4/2013 dated Aug 08, 2013)*

## **Policy on the Treatment of Shareholders**

It is Indorama Ventures Public Company Limited (“IVL”) policy to treat all shareholders equally and fairly. It is the topmost priority to protect Shareholders’ rights irrespective of their shareholding and encouraging them to exercise their rights as spelt out in relevant laws.

### **Rights of Shareholders**

In recognizing the importance and rights of all shareholders as defined in the Company’s Corporate Governance Policy, IVL recognizes the basic legitimate rights of shareholders to participate in shareholders’ meetings, the right to approve the annual financial statements of the Company, appoint a proxy to participate in and vote at shareholders’ meetings, the right to vote for the appointment or removal of individual directors, the right to vote on the annual appointment of independent auditors and fixing the annual audit fees, approve the annual dividend payment and the right to vote on various significant business matters such as capital increase/capital decrease, amendment of the articles of association or amendment of the memorandum of association, merger and acquisition, issue of debt instruments etc.

IVL strongly encourages shareholders to ask questions on the various aspects of the Company’s business and to give their opinions and recommendations during the shareholders’ meetings and will facilitate the process for Shareholders to send questions to be asked at the shareholders’ meetings in advance.

Apart from the above basic rights of shareholders, IVL emphasizes the disclosure and dissemination of adequate, accurate, timely and transparent information to shareholders well in advance.

### **Equitable Treatment of Shareholders**

In recognizing the importance of the equitable treatment of shareholders, the Board of Directors has established a Corporate Governance Policy based on shareholders rights and the equal and fair treatment of all shareholders, and undertakes the following tasks:

1. To promote good governance, IVL will always provide the shareholders with opportunity before shareholders’ meetings, to propose matters for placing as agenda items, submit any questions about the business or financial statements and also the opportunity to propose qualified candidates without prohibited characteristics for election as directors at the General Meeting of Shareholders. The criteria and process to propose agenda items and qualified candidates will be informed to shareholders through the information dissemination system of the Stock Exchange of Thailand and through the Company’s website.

2. IVL will hold the shareholders' meetings at a location accessible to all and ensure an easy registration process.
3. IVL will ensure that shareholders' meetings are conducted in a transparent and efficient manner and shareholders are given adequate opportunity and time to ask their questions.
4. No new agenda will be put forward at the meeting other than the agenda circulated to the shareholders.
5. In case any shareholder is unable to participate at a shareholders' meeting in person, IVL will provide the option to appoint proxies to attend. The Proxies can be any independent director or any person appointed by shareholders to participate in the meeting and vote on behalf of the shareholders. In this regard suitable proxy forms will be circulated.
6. Ballots will be used to vote for every agenda item. IVL will electronically scan ballots and declare the results of voting for each agenda item during the course of the meeting. Ballot scanning and declaration of results will be done under the supervision of a volunteer shareholder appointed at the beginning of the meeting and legal counsel. All ballots will be retained by the Company for future reference for a period of five years.
7. In order to avoid the use of inside information, IVL has an internal policy to supervise the use of inside information and securities trading by directors, executives and employees and will ensure that the guidelines as set out in the policy are strictly adhered to.