

Notice to Attend the Annual General Meeting of Shareholders No. 1/2020 of Indorama Ventures Public Company Limited on Tuesday 30th June 2020 at 02.00 p.m.

At Chadra Ballroom, Siam Kempinski Hotel Bangkok No. 991/9, Rama 1 Road, Pathumwan, Bangkok 10330 Thailand

Registration will start from at 12:00 p.m. only

No Gift, Snack Boxes and Beverages will be provided at the Annual General Meeting of Shareholders No. 1/2020

Guidelines for attending the Annual General Meeting of Shareholders No. 1/2020 (the "Meeting") in view of the outbreak of the New Coronavirus Disease 2019 (COVID-19)

With respect to the COVID-19 outbreak, to support the measures of the Department of Disease Control, Ministry of Public Health, to reduce the risk from the outbreak and with regards to the health and safety of its Shareholders' Indorama Ventures Public Company Limited (the "**Company**") would like to inform **guidelines** for attending the Meeting as follows:

- 1. The meeting room and the registration area will be cleaned and disinfected in advance. Hand sanitizer gel will be provided at various locations.
- 2. All attendees are required to have their own facemask and wear it all times and maintain social distancing.
- 3. The Company will organize the meeting venue to avoid crowding of the seating arrangement with appropriate social distancing at a minimum of 1.5-2 meters distance between each seat. This will limit number of available seats in the meeting room to a maximum of 100 seats or such less numbers as permitted by the concerned authorities. After the registration procedure, each attendee will be assigned a seating number and is required to sit as specified for the sake of the disease prevention or follow up in case of any unforeseen circumstances. Seats are not allowed to be moved and when the seats are fully occupied on first come first served basis, the Company kindly requests Shareholders to grant their proxy to the Company's Independent Directors to attend the Meeting instead of participating in persons. However, the Company will arrange for live streaming in another room where attendees can view up to the number as authorized by the concerned authorities
- 4. In case of Shareholders who wish to attend the Meeting in person, kindly inform the Company in advance and the Company would like to request your cooperation to strictly comply with relevant laws and measures stipulated by the government entities to prevent and minimize the risk of COVID-19 virus spread. Your attendance to the Meeting can not to be used as an exemption of liabilities that may incur from violation of any provisions of laws. In addition, you also agree to bear any risks and impact from participating at the Meeting, including agreeing to take care of your own health and welfare. The Company wishes to avoid any impact that affects your health and welfare and would like to request your cooperation to strictly comply with the following measures:
 - 4.1 In compliance with the guidelines of the Department of Disease Control, all attendees are required to fill in the COVID-19 Infection Risk Screening Form as provided in Annex 14 before entering the meeting area.
 - 4.2 All attendees are required to check-in through the Thai Chana online platform before entering the meeting area and check-out once they leave the Meeting.
 - 4.3 The Company shall conduct health screening at the Meeting entrance by checking every attendee's temperature.

The Company reserves the right to deny entry into the Meeting to those Shareholders who are identified with a body temperature of 37.5 degrees Celsius or higher, and/or those who have recently

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visited or returned from any disease infected country/ zones as notified by the Ministry of Public Health, including those who have had close contact with people: who were infected; and/or who have visited or returned from such infected country/ zones, and/or those who are showing any respiratory symptoms such as fever, cough, sneezing, runny nose, sore throat or breathing difficulties. The Company would ask for your cooperation to strictly follow the recommendations from our staff at the health screening point. For those who cannot attend the meeting due to the above-mentioned reasons, are requested to appoint independent directors to be their proxies and view the live broadcast instead using their own devices from another location. Please note that concealment of health information or traveling records is considered a violation of the Communicable Diseases Act B.E. 2558.

- 5. The Company kindly requests Shareholders' cooperation in giving their proxy authority to the Company's Independent Director as stated in the Notice by sending back the filled-in proxy form together with required documents to the Company Secretary Department, c/o Indorama Ventures Public Company Limited, 75/80-81 Ocean Tower 2, 32nd Floor, Soi Sukhumvit 19 (Wattana), Klongtoey Neur, Wattana, Bangkok 10110, Thailand at least 3 (three) days before the meeting date of 30th June 2020.
- 6. For the safety and well-being of attendees, NO microphone will be available for asking any questions at the Meeting. The Company kindly requests Shareholders, who wish to ask questions, to write down and submit their questions in the meeting room. Due to the current unprecedented situation, this year, the Meeting will be very brief and follow the agenda, in accordance with the law. Therefore, a total meeting time duration of 2 hours would be sufficient. For any questions that are not addressed during the meeting, the Company will post the answers on their website soonest.
- 7. Channels for submitting written questions and information in advance. Shareholders are welcome to submit relevant questions and inform their interest in attending in persons prior to the Meeting. For this, Shareholders are requested to include their name, telephone number, email address (if any) and send email to IVL.ComSec@indorama.net or in case of Shareholders giving their proxy to the Company's Independent Director, you may also send your questions, together with the proxy form as mentioned above. The Company will provide answers to the questions on the Company's website.
- 8. Neither snack box nor coffee or tea will be served at the Meeting. No Food and drinks are allowed in the meeting area.
- The printed copies of the 2019 Annual Report, Financial Report and Sustainability Report will not be provided at the Meeting for sanitation and in order to minimize personal direct contact, and to reduce any environmental impact.

The above-mentioned Guidelines are subject to change in accordance with the posted guidelines, rules, and/or regulations issued by the Ministry of Public Health and/or other concerned authorities. If there are any changes in the situation or to the above-mentioned Guidelines, the Company will inform the Shareholders via the Company's website at https://www.indoramaventures.com.

Please be informed accordingly. Your kind cooperation to the above-mentioned Guidelines would be highly appreciated.



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Ref.No. IVL002/06/2020

4th June 2020

Subject: Invitation to attend the Annual General Meeting of Shareholders No. 1/2020

To: The Shareholders

Indorama Ventures Public Company Limited

The Board of Directors of Indorama Ventures Public Company Limited (the "**Company**") passed a resolution to convene the Annual General Meeting of Shareholders No. 1/2020 on Tuesday 30th June 2020 at 02.00 p.m. at Chadra Ballroom, Siam Kempinski Hotel Bangkok, No. 991/9, Rama 1 Road, Pathumwan, Bangkok, 10330, Thailand, to consider the matters in accordance with the following agenda:

<u>Agenda 1</u>	To acknowledge the report on the Company's operational results for the		
	year 2019		
Objective and Reason	The report of the Company's operational results for the year 2019, as required by Article 30 of the Company's Article of Association, is required to be acknowledged by the Shareholders at the Annual General Meeting of Shareholders.		
<u>The Board's Opinion</u>	It is considered appropriate to report the Company's operational results for the year 2019 to the Meeting of Shareholders for acknowledgement. Details are provided in the 2019 Annual Report, which can be downloaded from the QR Code as provided in Annex 1.		
<u>Voting:</u>	This agenda is for acknowledgement and no voting is required.		
Agenda 2	To consider and approve the Balance Sheet and Profit and Loss		
	Accounts for the year ended 31 st December 2019		
<u>Objective and Reason</u>	According to Section 112 of the Public Limited Companies Act and Article 33 of the Company's Articles of Association, the Board of Directors shall prepare the Balance Sheet and Profit and Loss Accounts as of the end of accounting period of the Company, and shall submit the same to the Annual General Meeting of Shareholders for approval. The financial statements of the		
	Company and Consolidated for the year ended 31 st December 2019 as provided in the 2019 Annual Report has been audited by the Certified Public Accountant and reviewed by the Audit Committee and approved by the Board of Directors.		



<u>The Board's Opinion</u>	It is considered appropriate for the Meeting of Shareholders to approve the Balance Sheet and Profit and Loss Account for the year ended 31 st December 2019 which has been audited by the Certified Public Accountant and reviewed by the Audit Committee. The audited financial statements of the Company are provided in the 2019 Annual Report, which can be downloaded from the QR Code as provided in Annex 1.
<u>Voting:</u>	The resolution for this agenda requires the majority of votes of Shareholders and proxy holders who attend the meeting and cast their votes.
Agenda 3	To consider and approve the omission of additional dividend payment
	for the year 2019 and to acknowledge the interim dividend payments
Objective and Reason	According to the Section 115 of the Public Limited Companies Act and the Article 36 of the Company's Articles of Association, the dividend payment is required to be approved by the Shareholders at the Annual General Meeting of Shareholders. It is the Company's policy that dividend will be paid at not less than 30% of the net profit after tax and the appropriation to the legal reserve fund. However, the Board of Directors shall have the authority to consider waiving or amending such dividend policy subject to the condition that it will bring the greatest benefit to the Shareholders, such as to use such portion of the net profit as a reserve for debt repayment, capital investment for production expansion or as a support in case of changing market conditions which would affect the Company's future cash flows.
<u>The Board's Opinion</u>	The Company has already paid the following four interim dividends at the rate of: (i) Baht 0.35 per share on 4 th June 2019; (ii) Baht 0.35 per share on 5 th September 2019; (iii) Baht 0.35 per share on 11 th December 2019; and (iv) Baht 0.175 per share on 8 th May 2020, respectively, from 2019 operating results. The 4 th dividend payment was paid to alleviate the impact on the dividend entitlement of shareholders caused by the postponement of the AGM 2020.
	Thus, the total dividend neument for the year 2010 was Babt 1,225 per above

Thus, the total dividend payment for the year 2019 was Baht 1.225 per share amounting to Baht 6,877.83 Million which is the same rate the Company intended to propose for approval at the previous AGM 2020.

The Board of Directors, therefore, would not like to propose any additional dividend from the 2019 operating results. Details of the dividend payments are provided in Annex 2.



The Board of Directors' Meeting further opined that the total dividend payout ratio for the year 2019 is appropriate and in line with the Company's dividend payment policy.

It is considered appropriate for the Meeting of Shareholders to approve the omission of additional dividend payment for the year 2019 and to acknowledge the interim dividend payments.

Voting: The resolution for this agenda requires the majority of votes of Shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 4 To consider and approve the election of directors in replacement of those who retire by rotation

 Objective and Reason
 In compliance with Section 71 of the Public Limited Companies Act and the

 Article 14 of the Company's Articles of Association, one-third of the total
 directors must retire from office at the Annual General Meeting of Shareholders.

 The directors who will retire by rotation at the Annual General Meeting are:
 The directors who will retire by rotation at the Annual General Meeting are:

3. Dr. Siri Ganjarerndee

- Mr. Rathian Srimongkol Lead Independent Director; Vice Chairman of the Board; Chairman of the Audit Committee; and Member of the Sustainability and Risk Management Committee;
- 2. Mr. William Ellwood Heinecke Independent Director and Member of the Nomination, Compensation and Corporate Governance Committee;
 - Independent Director; Member of the Audit Committee; and Member of the Nomination, Compensation and Corporate Governance Committee;
- 4. Mr. Kanit Si Independent Director; Member of the Nomination, Compensation and Corporate Governance Committee; and Member of the Sustainability and Risk Management Committee;

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5. Mr. Dilip Kumar Agarwal	Executive Director; Member of the
	Sustainability and Risk Management
	Committee; and Chief Executive Officer
	of Feedstock and PET Business;
6. Mr. Maris Samaram*	Independent Director and Member of the
	Audit Committee.
6. Mr. Maris Samaram*	Independent Director and Member of the

* Mr. Maris Samaram has opted out from re-election due to the Mandatory Retirement Age criteria.

The Company had given the opportunity to Shareholders to propose any candidate for directorship through the Company's website from 9th September – 31st December 2019 and also informed through the Stock Exchange of Thailand. There was no proposal received from any Shareholder.

The directors retiring by rotation, namely, (1) Mr. Rathian Srimongkol, (2) Mr. William Ellwood Heinecke, (3) Dr. Siri Ganjarerndee, (4) Mr. Kanit Si, and (5) Mr. Dilip Kumar Agarwal, have given their consent for reappointment to the Nomination, Compensation and Corporate Governance Committee (the "NCCG Committee").

In addition, among the 5 directors who has given their consent for reappointment, 4 directors (Directors Nos. 1, 2, 3 and 4) are independent directors whose qualifications conform to the Company's definition of "Independent Director" and have the ability to express independent judgment in respect of the Company's business operation and in compliance with the relevant regulations and laws. Furthermore, if re-elected this year, the directorships as independent directors of the said 4 directors would continue for more than 9 years. They, however, will still satisfy the Company's nomination and other relevant criteria for continuing as independent directors. During their term of directorship, they have also performed their duties well and they have brought their expertise, knowledge, extensive industry experience to make recommendations which were highly beneficial to the Company's strategy and business operation. The NCCG Committee, after considering the experience of these directors and their contribution to the Company during their past tenure, deemed it appropriate to reappoint them for another term and thus recommended their reappointment to the Board.

With regard to the vacancy from the retirement by rotation of Mr. Maris Samaram who is not eligible for re-election due to the Mandatory Retirement Age Criteria as specified in the Board of Directors Charter, and therefore has



Voting:

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opted out from re-election, the NCCG Committee nominated Mrs. Kaisri Nuengsigkapian, as an independent director to fill in the vacancy.

<u>The Board's Opinion</u> After due and careful consideration, the Board of Directors, excluding the directors nominated for re-election, endorsed the recommendation of the NCCG Committee and considered it appropriate for the Meeting of Shareholders to:

- (a) re-elect the following five directors namely, (1) Mr. Rathian Srimongkol,
 (2) Mr. William Ellwood Heinecke, (3) Dr. Siri Ganjarerndee, (4) Mr. Kanit Si, and (5) Mr. Dilip Kumar Agarwal, who are due to retire by rotation, as the Company's directors for another term as the 5 directors possess appropriate qualifications, experience, and expertise that are beneficial to the Company;
- (b) elect Mrs. Kaisri Nuengsigkapian, as an Independent Director who possesses suitable qualifications, experience and expertise that would be beneficial to the Company in replacement of Mr. Maris Samaram who has retired by rotation and has opted out from re-election due to the Mandatory Retirement Age Criteria.

The profiles of the retiring Directors proposed for re-election; the profile of candidate proposed for election as a new Independent Director to fill in the vacancy; and Definition of Independent Director are provided in Annex 3.

The resolution for this agenda requires the majority of votes of Shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 5 To consider and approve the remuneration of Directors for the Year 2020

- Objective and ReasonIn compliance with Section 90 of the Public Limited Companies Act and the
Article 15 of the Company's Articles of Association, the annual remuneration
of Directors is required to be approved by the shareholders at the Annual
General Meeting of Shareholders.
- The Board's Opinion It is considered appropriate for the Meeting of Shareholders to approve the remuneration of directors for the year 2020 as recommended by the NCCG Committee to the Board as not exceeding Baht 27,000,000. Details are provided in Annex 4.

Voting:The resolution for this agenda requires not less than two-thirds of the total
number of votes of the shareholders and proxy holders attending the meeting.



Agenda 6

To consider and appoint the Company's auditor and fix the audit fee for the year 2020

- **Objective and Reason** In compliance with Section 120 of the Public Limited Companies Act and the Article 30 (6) of the Company's Articles of Association, the appointment of the Company's auditor and audit fee are required to be approved by Shareholders at the Annual General Meeting of Shareholders for each year. The Audit Committee has considered to appoint auditors and fix the audit fee for the year 2020 and recommended to the Board of Directors to appoint Mr. Sumate Jangsamsee, CPA. No. 9362 or Mr. Sakda Kaothanthong, CPA. No. 4628 or Mr. Charoen Phosamritlert, CPA. No. 4068 or any other Certified Public Accountant nominated by KPMG Phoomchai Audit Limited as the Company's auditors for the year 2020. They are qualified auditors under the regulations of the Securities and Exchange Commission and have shown satisfactory performance. In addition, the audit fee for the year 2020 is proposed as not exceeding of Baht 8,800,000.
- The Board's OpinionIt is considered appropriate for the Meeting of Shareholders to appoint Mr.
Sumate Jangsamsee, CPA. No. 9362 or Mr. Sakda Kaothanthong, CPA. No.
4628 or Mr. Charoen Phosamritlert, CPA. No. 4068 or any other Certified
Public Accountant nominated by KPMG Phoomchai Audit Limited be appointed
as the Company's auditors for the year 2020 and fix the audit fee for the year
2020 as not exceeding of Baht 8,800,000 as proposed by the Audit Committee.
Details are provided in Annex 5.

 Voting:
 The resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.

 Agenda 7
 To consider and approve the amendment to Articles 22 and 26 of the Company's Articles of Association

- Objective and ReasonTo enable the Company to conduct its Board of Directors' and/or Shareholders'
meetings through electronic means, the Company is required to amend
Articles 22 and 26 of the Company's Articles of Association to be in line with
the recent Emergency Decree on Electronic Meeting B.E. 2563 (A.D. 2020).
Details are provided in Annex 6.
- <u>The Board's Opinion</u> It is considered appropriate for the Meeting of Shareholders to approve amendment to Articles 22 and 26 of the Company's Articles of Association in to order to enable the Company to conduct its Board of Directors' and/or Shareholders' meetings through electronic means, by replacing with the new Articles 22 and 26 as stated in Annex 6.



In this regard, the person(s) authorized by the Board of Directors or the Group CEO for the registration of the amendment of the Articles of Association with the Department of Business Development, the Ministry of Commerce shall be authorized to amend or add words as directed by the Registrar.

 Voting:
 The resolution for this agenda requires not less than three-fourths of the total number of votes of the shareholders and proxy holders who attend the meeting and are entitled to vote.

Agenda 8 Any other businesses (if any)

According to Section 105 of the Public Limited Companies Act, any shareholders of the Company may propose additional agenda in shareholders' meeting. However, such matter must be proposed by shareholder(s) holding shares of not less than one-third of the total Company shares.

The Company is deeply concerned over Shareholder's health and safety in view of the current unprecedented crisis and would like to request that Shareholders strictly follow the Guidelines for attending the Annual General Meeting of Shareholders No. 1/2020 in view of the outbreak of the New Coronavirus Disease 2019 (COVID-19) enclosed hereto. The Company also kindly requests the Shareholders' cooperation to giving their proxy to the Company's Independent Directors as stated in the Notice.

The Company will arrange the meeting venue with appropriate social distancing. This will limit number of available seats in the meeting room to a maximum of 100 seats or such less numbers as permitted by the concerned authorities. The health screening process will take place and there may be a delay in screening and registration for the Meeting.

Any shareholder, who cannot be present at the Meeting in person and intends to appoint a proxy to attend the Meeting, may please complete and duly execute one of three proxy forms (Form A, Form B or Form C) attached to this Notice. Form C is only for foreign shareholders who hold the Company shares through custodian account in Thailand. Shareholders may download the proxy forms from our website at <u>www.indoramaventures.com</u> in the Investor Relations Section » Shareholders Center » AGM/EGM Information.

In order to speed up and facilitate the registration process at the Annual General Meeting of Shareholders, it is kindly requested that executed proxy forms may please be delivered to the Company Secretary Department at least 3 (three) days before the meeting date of 30th June 2020.

Moreover, Shareholder(s) attending the Meeting by themselves are kindly requested to bring the registration form having the barcode, together with the identification documents for meeting attendance and COVID-19 Infection Risk Screening Form, and present them to the registration staff on the date of the Meeting.



Refer Annex 11 for Guidelines for Proxy Appointment, Registration and documents required in order to attend and vote at the Annual General Meeting of Shareholders.

Any queries in relation to the meeting agenda are requested to be sent in advance to:

Attention: Company Secretary Department, c/o Indorama Ventures Public Company Limited, 75/80-81 Ocean Tower 2, 32nd Floor, Soi Sukhumvit 19 (Wattana), Klongtoey Neur, Wattana, Bangkok 10110, Thailand or by email to IVL.ComSec@indorama.net or by fax to 02-665-7090, and provide the contact information.

Any Shareholders who wish to receive a printed copy of our 2019 Annual Report should contact the Company Secretary Department, address as given above.

The Board has resolved to determine the names of shareholders who have right to attend the Annual General Meeting of Shareholders No. 1/2020 shall be recorded on 15th June 2020 (Record Date).

The Company seeks your cooperation and understanding in the current situation and apologizes for any such inconvenience that may arise

Indorama Ventures Public Company Limited

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(Mr. Souvik Roy Chowdhury) Company Secretary For and on behalf of the Board of Directors



Annex 1 QR Code of the 2019 Annual Report (including Audited Financial Statements) of the Company



Annex 1

QR Code of the 2019 Annual Report



Please scan the QR Code to access information on the Company's operational results for the year 2019 (Agenda No. 1) and the Balance Sheet and Profit and Loss Accounts for the year ended 31st December 2019 (Agenda No. 2).

In addition, Shareholders may download the 2019 Annual Report from our website at <u>www.indoramaventures.com</u> in the "Investor Relations Section" >> Report >> Form 56-2 Annual Report.

How to scan QR Code?

Please follow the below steps:

- 1. Open the QR Code reader on your phone / other mobile device;
- 2. Hold your device over a QR Code so that it is clearly visible within your screen; and.
- 3. If necessary, press the button.



Annex 2 Information on the Dividend Payment from the Company's 2019 Operating Results

Annex 2

For Consideration of Agenda No. 3:

To consider and approve the omission of additional dividend payment for the year 2019 and to acknowledge the interim dividend payments

Dividend Policy of the Company

According to the Company's policy on dividend payment, dividend will be paid at not less than 30% of the net profit after tax and the appropriation to the legal reserve. However, the Board of Directors shall have the authority to consider waiving or amending such dividend policy subject to the condition that it will bring the greatest benefit to the shareholders, such as to use such portion of the net profit as a reserve for debt repayment, capital investment for production expansion or as a support in case of changing market conditions which would affect the Company's future cash flows.

Matters to be proposed to the Shareholders to consider and approve:

The Company has already paid the following four interim dividends at the rate of: (i) Baht 0.35 per share on 4th June 2019; (ii) Baht 0.35 per share on 5th September 2019; (iii) Baht 0.35 per share on 11th December 2019; and (iv) Baht 0.175 per share on 8th May 2020, respectively, from 2019 operating results. The 4th dividend payment was paid to alleviate the impact on the dividend entitlement of shareholders caused by the postponement of the AGM 2020.

Thus, the total dividend payment for the year 2019 was Baht 1.225 per share amounting to Baht 6,877.83 Million which is the same rate the Company intended to propose for approval at the previous AGM 2020.

The Board of Directors, therefore, would not like to propose any additional dividend from the 2019 operating results.

It is considered appropriate for the Meeting of Shareholders to approve the omission of the additional dividend payment for the year 2019 and to acknowledge the interim dividend payments.

Details of dividend payment for the performance year 2019 compared with the year 2018 are as follows:

Details of Dividend Payment	2019	2018
Total Dividend per share for the Year (Baht per share)	<u>1.225</u>	<u>1.40</u>
- 1 st Interim dividend paid during the year (Baht per share)	0.35	0.70
- 2 nd interim dividend paid during the year (Baht per share)	0.35	0.35
- 3 rd interim dividend paid during the year (Baht per share)	0.35	-
- 4 th interim dividend (Baht per share)	0.175	-
- Final dividend (Baht per share)	-	0.35
Total amount of the dividend (Million Baht)	6,877.83	7,838.97*
Net profit of IVL Company only (Million Baht)	11,072.57	11,793.35
Dividend payout ratio based on Company's net profit	62.12%	66.47%
Number of shares having the right to receive dividend	5,614,551,908	5,614,551,908

* The calculation is based on the number of listed shares of: (i) 5,583,971,996 shares as on 21st August 2018 (record date) for the 1st interim dividend payment; (ii) 5,614,551,908 shares as on 4th December 2018 (record date) for the 2nd interim dividend payment; and (iii) 5,614,551,908 shares as on as on 9th May 2019 (record date) for the final dividend payment.



Remark: The Company has made full legal reserve (10 percent of the Company's registered capital) as required by law. Therefore, no provision of additional legal reserve is required at this Annual General Meeting of Shareholders.



Annex 3 Profiles of retiring Directors proposed for re-election, Profile of candidate proposed for election as a new Independent Director to fill in the vacancy, and Definition of Independent Director



Annex 3

For Consideration of Agenda No. 4:

To consider and approve the election of directors in replacement of those who retire by rotation

A. Profiles of retiring Directors proposed for re-election

Name:	Mr. Rathian Srimongkol		
Director Type:	Independent Director		
Present Position:	Lead Independent Director		
	Vice Chairman of the Board		
	Chairman of the Audit Committee		
	Member of the Sustainability and Risk Management Committee		
Ag <mark>e:</mark>	60		
Family Relation with Other	- None -		
Appointment Date of Directorship:	19 th September 2009		
No. of Years as Director of IVL:	10 Years 9 Months (as on June 2020)		
No. of Years as Director of IVL (if he is re-elected):	12 Years 9 Months (as on June 2022)		
Education: Training Program:	 Master of Business Administration, Thammasat University, Thailand M.P.A. (General Administration), Suan Sunandha Rajabhat University, Thailand Medical Degree, Faculty of Medicine Siriraj Hospital, Mahidol University, Thailand Bachelor's degree in Medical Science, Mahidol University, Thailand Certificate in Politics and Governance in Democratic Systems for Executives Course (Class 9), King Prajadhipok's Institute, Thailand Diploma, National Defence College, The Joint State Private Sectors Course Class No. 51/21, National Defence College of Thailand, Thailand Capital Market Academy Leadership Program (Class 11), Capital Market Academy, Thailand Thai Institute of Directors (IOD), Thailand Director Certification Program (DCP), Class No. 8/2001 Role of the Chairman Program, Class No. 19/2008 Financial Statements Demystified for Director Program, Class No.1/2009 		
Working Experience			
Other Listed Companies in SET / MAI (3 Companies)			
2018 – Present	Raimon Land Public Company Limited Independent Director, Vice Chairman of the Board of Directors, Chairman of Audit Committee and Member of Nomination and Remuneration Committee		



2013 - Present	One to One Contacts Public Company Limited Independent Director, Chairman of the Audit Committee, Member of the Corporate Governance Committee and Member of the Nominating & Compensation Committee
2012 - Present	Krungthai Card Public Company Limited Director, President and Chief Executive Officer
Other Companies and/or Org (as on 31 st December 2019)	anizations (3 Companies/Organizations)
2019 – Present	Chairman Isalamic Bank of Thailand
2018 – Present	Chairman Tobacco Authority of Thailand
2015 – Present	Vice President Thai Listed Companies Association
Connected business that may have Conflicts of Interest:	- None -
<mark>% o</mark> f shareholding in IVL (as of 31 st December 2019)	715,200 shares or 0.013%
Meeting Attendance:	
Board Meeting:	9 meetings in total; 8 meetings attended
Audit Committee Meeting:	8 meetings in total; 8 meetings attended
Sustainability and Risk Management Committee Meeting:	2 meetings in total; 2 meetings attended
Legal Dispute during the past 10 years:	- None -

Additional Qualification of the Independent Director

Relationship with the Company, a parent company, a subsidiary, an associate, a major shareholder or a controlling person of the Company, both in the present and the last two years as following manner:

Relationship	Yes	No
1. Being a director that has a management authority, staff, employee or advisor on		√
regular retainer		
2. Being a professional service provider (such as auditor or legal advisor)		\checkmark
3. Having business relationship (such as sale and purchase raw material/ goods/		\checkmark
service/ lease or lease out the property/provide or receive financial support etc.)		
which incur debt to the Company or contract party amounting to Baht 20 million		
up. This threshold is applicable to all indebtedness incurred within one year		
prior to the date of having such business relationship.		
4. Being as a significant shareholder or a controlling person of the party having		\checkmark
businesses relationship as mentioned in clause 3.		



Name:	Mr. William Ellwood Heinecke
Director Type:	Independent Director
Present Position:	Independent Director
	Member of the Nomination, Compensation and Corporate Governance Committee
Age:	70
Family Relation with Other Executives:	- None -
Appointment Date of Directorship:	19 th September 2009
No. of Years as Director of IVL:	10 Years 9 Months (as on June 2020)
No. of Years as Director of IVL (if he is re-elected):	12 Years 9 Months (as on June 2022)
Education:	 Honorary Doctoral Degree of Business Administration in Management, Yonok University, Lampang, Thailand International School of Bangkok, Thailand
Training Program:	 Thai Institute of Directors (IOD), Thailand Director Certification Program (DCP) Class No.64/2005
Working Experience	
Other Listed Companies in	SET / MAI (1 Company)
Present	Minor International Public Company Limited Chairman and Chief Executive Officer
Other Companies and/or Or (as on 31 st December 2019)	ganizations (44 Companies/Organizations)
Present	Chairman Minor Corporation Public Company Limited and its subsidiaries
Present	Chairman The Minor Food Group Public Company Limited and its subsidiaries
Present	Director Rajadamri Hotel Public Company Limited and its subsidiaries
Present	Director Pacific Cross International Ltd.
Connected business that may have Conflicts of Interest:	- None -
% of shareholding in IVL (as of 31 st December 2019)	4,934,932 shares or 0.088%
Meeting Attendance:	
Board Meeting:	9 meetings in total; 7 meetings attended
Nomination, Compensation and Corporate Governance Committee:	3 meetings in total; 2 meetings attended



Legal Dispute during the - None - past 10 years:

Additional Qualification of the Independent Director

Relationship with the Company, a parent company, a subsidiary, an associate, a major shareholder or a controlling person of the Company, both in the present and the last two years as following manner:

Relationship	Yes	No
1. Being a director that has a management authority, staff, employee or advisor on		~
regular retainer		
2. Being a professional service provider (such as auditor or legal advisor)		✓
3. Having business relationship (such as sale and purchase raw material/ goods/		✓
service/ lease or lease out the property/provide or receive financial support etc.)		
which incur debt to the Company or contract party amounting to Baht 20 million		
up. This threshold is applicable to all indebtedness incurred within one year		
prior to the date of having such business relationship.		
4. Being as a significant shareholder or a controlling person of the party having		~
businesses relationship as mentioned in clause 3.		



	indorania ventures Public Company Linited
Name:	Dr. Siri Ganjarerndee
Director Type:	Independent Director
Present Position:	Independent Director
	Member of the Audit Committee
	Member of Nomination, Compensation and Corporate Governance Committee
Age:	71
Family Relation with Other Executives:	- None -
Appointment Date of Directorship:	27 th April 2010
No. of Years as Director of IVL:	10 Years 2 Months (as on June 2020)
No. of Years as Director of IVL (if he is re-elected):	13 Years 2 Months (as on June 2023)
Education:	 Ph.D. Monetary Economics and Econometrics & Operations Research, Monash University, Australia M.Ec. Economic Statistics and Monetary Economics, University of Sydney, Australia B.E. (Hons.) Economic Statistics, University of Sydney, Australia
Training Program:	 Thai Institute of Directors (IOD), Thailand Director Accreditation Program (DAP) Class No. 4/2003 Director Certification Program (DCP) Class No. 60/2005 Audit Committee Program Class No. 6/2005 Capital Market Academy Leader Program Class No.5/2007, The Stock Exchange of Thailand Advanced Management Program (AMP) Class No. 113/1995, Harvard Business School
Working Experience	
Other Listed Companies in	SET / MAI (1 Company)
1999 – Present	Bangkok Life Assurance PCL Chairman of the Board of Director, Chairman of Nomination and Remuneration Committee, Chairman of Investment Committee, and Chairman of Performance Assessment and Evaluation Committee
Other Companies and/or Or (as on 31 st December 2019)	ganizations (5 Companies/Organizations)
2018 – Present	Member of University Council and Chairman of Finance Committee Sukhothai Thammathirat Open University
2016 – Present	Chairman of the Board of Director and Chairman of Compensation and Nomination Committee TRIS Rating Ltd.
2010 – Present	Member of the Public Sector Development Sub-Commission in Finance and Budgetary System The Officer of Public Sector Development Commission
2003 – Present	Director, Member of Audit Committee, Member of the Remuneration Committee and Chairman of Nomination Committee TRIS Corporation Co., Ltd.



2003 – Present	Member of Sub-Committee for Evaluation of State Enterprises State Enterprise Policy Office, Ministry of Finance	
Connected business that may have Conflicts of Interest:	- None -	
% of shareholding in IVL (as of 31 st December 2019)	- None -	
Meeting Attendance:		
Board Meeting:	9 meetings in total; 9 meetings attended	
Audit Committee Meeting:	8 meetings in total; 8 meetings attended	
Nomination, Compensation and Corporate Governance Committee:	3 meetings in total; 2 meetings attended	
Lega <mark>l Disp</mark> ute during the past 10 years:	- None -	

Additional Qualification of the Independent Director

Relationship with the Company, a parent company, a subsidiary, an associate, a major shareholder or a controlling person of the Company, both in the present and the last two years as following manner:

Relationship	Yes	No
1. Being a director that has a management authority, staff, employee or advisor on		✓
regular retainer		
2. Being a professional service provider (such as auditor or legal advisor)		\checkmark
3. Having business relationship (such as sale and purchase raw material/ goods/		\checkmark
service/ lease or lease out the property/provide or receive financial support etc.)		
which incur debt to the Company or contract party amounting to Baht 20 million		
up. This threshold is applicable to all indebtedness incurred within one year		
prior to the date of having such business relationship.		
4. Being as a significant shareholder or a controlling person of the party having		√
businesses relationship as mentioned in clause 3.		



Name:	Mr. Kanit Si
Director Type:	Independent Director
Present Position:	Independent Director
	Member of the Nomination, Compensation and Corporate Governance Committee
	Member of Sustainability and Risk Management Committee
Age:	69
Family Relation with Other Executives:	- None -
Appointment Date of Directorship:	27 April 2010
No. of Years as Director of IVL:	10 Years 2 Months (as on June 2020)
No. of Years as Director of IVL (if he is re-elected):	13 Years 2 Months (as on June 2023)
Education:	 MBA, Finance & Quantitative Method University of New Orleans, USA. Bachelor of Engineering (Honor & Gold Medal) Chulalongkorn University, Thailand
Training Program:	 Global Leadership Development Program (GLDP) 2004, International Centre for Leadership in Finance (ICLIF), Thailand Capital Market Academy Leadership Program, (Class 9) 2009, Capital Market Academy, Thailand Thai Institute of Directors (IOD), Thailand Ethical Leadership Program (class 16) 2019 Director Certification Program (DCP) 2003
Working Experience	
Other Listed Companies in S	SET / MAI (2 Companies)
2018 – Present	Thai Oil Public Company Limited Independent Director and Chairman of the Audit Committee
1998 - Present	Bangkok Bank Public Company Limited Senior Executive Vice President
Other Companies and/or Or (as on 31 st December 2019)	ganizations (3 Companies/Organizations)
2000 – Present	Director HMC Polymers Company Limited
2000 – Present	Director Indorama Polyester Industries Public Company Limited
1999 – Present	Director TPT Petrochemicals Public Company Limited
Connected business that may have Conflicts of Interest:	- None -



% of shareholding in IVL (as of 31 st December 2019)	300,000 shares or 0.005%
Meeting Attendance:	
Board Meeting:	9 meetings in total; 9 meetings attended
Nomination, Compensation and Corporate Governance Committee:	3 meetings in total; 3 meetings attended
Sustainability and Risk Management Committee Meeting:	2 meetings in total; 2 meetings attended
Legal Dispute during the past 10 years:	- None -

Additional Qualification of the Independent Director

Relationship with the Company, a parent company, a subsidiary, an associate, a major shareholder or a controlling person of the Company, both in the present and the last two years as following manner:

	Relationship	Yes	No
/	1. Being a director that has a management authority, staff, employee or advisor on		~
	regular retainer		
	2. Being a professional service provider (such as auditor or legal advisor)		~
	 Having business relationship (such as sale and purchase raw material/ goods/ 		\checkmark
	service/ lease or lease out the property/provide or receive financial support etc.)		
	which incur debt to the Company or contract party amounting to Baht 20 million		
	up. This threshold is applicable to all indebtedness incurred within one year		
	prior to the date of having such business relationship.		
	4. Being as a significant shareholder or a controlling person of the party having		\checkmark
	businesses relationship as mentioned in clause 3.		



Name:	Mr. Dilip Kumar Agarwal		
Director Type:	Executive Director		
Present Position:	Executive Director		
	Member of the Sustainability and Risk Management Committee		
	Chief Executive Officer of Feedstock and PET Business		
Age:	62		
Family Relation with Other Executives:	- None -		
Appointment Date of Director <mark>ship:</mark>	27 th April 2010		
No. of Years as Director of IVL:	10 Years 2 Months (as on June 2020)		
Education:	 Bachelor of Science, University of Udaipur, India Chartered Accountant The Institute of Chartered Accountants of India, India Cost Accountant Institute of Cost & Management Accountants of India, India Company Secretary Program The Institute of Company Secretaries of India (ICSI), India 		
Training Program:	 Thai Institute of Directors (IOD), Thailand Director Accreditation Program (DAP), Class No. 65/2007 Director Certification Program (DCP), Class No.182/2013 		
Working Experience			
Other Listed Companies in S	SET / MAI		
- None -			
Other Companies and/or Org (as on 31 st December 2019)	ganizations (51 Companies/Organizations)		
Present	Chairman, Vice Chairman, Director and Manager of other subsidiaries of Indorama Ventures Public Company Limited		
Connected business that may have Conflicts of Interest:	- None -		
% of shareholding in IVL (as of 31 st December 2019)	293,452 shares or 0.005%		
Meeting Attendance:			
Board Meeting:	9 meetings in total; 8 meetings attended		
Sustainability and Risk Management Committee Meeting:	2 meetings in total; 2 meetings attended		
Legal Dispute during the past 10 years:	- None -		



B. Profiles of candidate proposed for election as a new Independent Director to fill in the vacancy

Name:	Mrs. Kaisri Nuengsigkapian				
Director Type:	Independent Director				
Date of Birth:	24 th July 1961				
Age:	58				
Family Relation with Other Executives:	- None -				
Education:	Master of Business Administration, Thammasat UniversityBachelor of Accounting, Thammasat University				
Training Program:	 Capital Market Academy Leadership Program (Class 3), Capital Market Academy, Thailand Thai Institute of Directors (IOD), Thailand Directors Certification Program (DCP) 0/2000 The Role of The Chairman Program (RCP) 30/2013 The Role of The Compensation Committee Program (RCC) 16/2013 				
Working Experience					
Other Listed Companies in \$ 2016 – Present	Mc Group Public Company Limited				
2010 - 116361	Chairman of the Board of Directors / Chairman of Executive Committee				
Other Companies and/or Org (as on 31 st December 2019)	ganizations (5 Companies/Organizations)				
2019 – Present	Chairman of the Board of Directors Buono (Thailand) Public Company Limited				
2019 – Present	Independent Director and Chairman of Audit Committee SCG Packaging Public Company Limited				
2016 – Present	Director TOP T 2015 Company Limited				
2016 – Present	Director and Treasurer Rakkaew Foundation				
2016 – Present Member of Corporate Governance Committee Bank of Thailand					
Past Work Experience:					
2016 – 2017	Advisor Securities and Exchange Commission, Thailand (SEC)				
2005 – 2015	Chief Executive Officer KPMG Phoomchai Holding Company Limited				



Connected business that may have Conflicts of Interest:	- None -
% of shareholding in IVL (as of 31 st December 2019)	- None -
Legal Dispute during the past 10 years:	- None -

Additional Qualification of the Independent Director

Relationship with the Company, a parent company, a subsidiary, an associate, a major shareholder or a controlling person of the Company, both in the present and the last two years as following manner:

Relationship	Yes	No
1. Being a director that has a management authority, staff, employee or advise	or on	~
regular retainer		
2. Being a professional service provider (such as auditor or legal advisor)		~
3. Having business relationship (such as sale and purchase raw material/ goo	ods/	~
service/ lease or lease out the property/provide or receive financial support	etc.)	
which incur debt to the Company or contract party amounting to Baht 20 mi	illion	
up. This threshold is applicable to all indebtedness incurred within one year		
prior to the date of having such business relationship.		
4. Being as a significant shareholder or a controlling person of the party havin	g	~
businesses relationship as mentioned in clause 3.		

C. Definition of Independent Director

The Company has set more stringent qualification of the Independent Director in accordance with the Notification of the Capital Market Supervisory Board Tor Chor 4/2552 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (No.2) as follows:

Independent Directors shall be in the amount of at least one third (1/3) of total number of Directors and all must possess full qualifications according to the criteria as follows:

- (a) The shareholding not exceeding 0.75 percent of paid-up capital of the company, subsidiaries, affiliated companies, associated companies or related companies, which shall be inclusive of the shares held by Related Persons.
- (b) Be a director who does not take part in the management of the company, subsidiaries, affiliated companies, associated companies, related companies or majority shareholders of the company.
- (c) Not be an employee, staff member or advisor who receives a regular salary from the company, subsidiaries, affiliated companies, associated companies, related companies or majority shareholders of the company during the period of 2 years before his appointment as Independent Director.
- (d) Be a director who has no direct or indirect benefit or interest in finance and management of the company, subsidiaries, affiliated companies, associated companies or majority shareholders of the company.
- (e) Not be an auditor of the company, subsidiaries, affiliated companies, related companies or majority shareholders of the company, including being partner and/or major shareholder of such audit firm during the period of 2 years before his appointment as Independent Director.
- (f) Not be a director having direct or indirect business relationship with the company, subsidiaries with the company, or affiliated companies during the period of 2 years before his appointment as Independent Director. This shall include business relationship which may interfere his independency and relationship in the following manners;
 - Profession Service, such as legal advisor, financial advisor or asset appraisal, with total remuneration of more than Baht 2,000,000 per year
 - Business relationship such as lease of property, supplier or service provider, or other financial assistance in the amount of more than Baht 20 million or 3% of Net Tangible Assets

Except where such transaction is necessary or unavoidable for the benefit of the company. In this case the transaction must be unanimously approved by the Board of Directors.

- (g) Be a director who is not a close relative or representative of any management member or majority shareholder of the company and subsidiaries.
- (h) Be a director who is not appointed as a representative to safeguard interests of the company's directors, majority shareholders or shareholders who are related to the company's majority shareholders.
- (i) Being capable of performing duties, giving opinions or reporting the results of performance of work according to the duties delegated by the Board of Directors free and clear of the control of the management or the majority shareholders of the company, including Related Persons or close relatives of the said persons.



Annex 4 Information on the Remuneration of Directors for the Year 2020



Annex 4

For Consideration of Agenda No. 5:

To consider and approve the remuneration of Directors for the Year 2020

Proposed remuneration for the year 2020

The Board reviewed and recommended to the Shareholders the remuneration of the Independent and Non-Executive Directors for the year 2020 and the annual bonus for all IVL Directors payable for the year 2019 performance as recommended by the Nomination, Compensation and Corporate Governance Committee ("NCCG Committee").

The Policy followed by the NCCG Committee to recommend to the Board and Shareholders the compensation and benefits of Independent and Non-Executive Directors are as follows:

- Compensation should fairly pay directors for work required in a company commensurate with the size and scope of the work;
- Compensation should, if possible, align directors' interests with the long-term interests of shareholders;
- Structure of the compensation should be simple, transparent and easy for Shareholders to understand;
- Compensation for Non-executive Directors and Independent Directors is inclusive of monthly retainer fee and annual bonus based on the previous year's Company performance; and
- Additional compensation will be paid to directors serving on various sub committees.

To implement the policy, the NCCG Committee has designed an appropriate compensation package based on comparable listed Companies with the following criteria:

No Retainer fee to be paid to the Executive Directors on the Board.

The remuneration of the Chairman of the Board and Chairmen of the sub committees who are either independent or Non-Executive Directors is calculated at approx 1.5 times of the other members.

In determining the bonus payable to all Directors, the NCCG Committee assesses the individual performance annually based on their contribution, responsibilities, expertise and attendance. This assessment is undertaken by way of a Director Self Evaluation Form and individual assessment.

The total bonus is determined in relation to the profit of the financial year and uses a point system to allocate bonuses amongst the directors as approved by the Board.

The Board of Directors' Meeting No. 2/2020 dated 26th February 2020 has considered the remuneration of Directors for the year 2020 as recommended by the NCCG Committee as not exceeding of Baht 27,000,000. The Board has resolved to recommend to the Annual General Meeting



of Shareholders No. 1/2020 to approve the remuneration of Directors for the year 2020 with comparison with previous year as follows:

Total Remuneration

	2019 Actual (Baht)	2020 Proposed (Baht)
Approved/Proposed for Shareholders approval	30,000,000	27,000,000*
Actual Paid/Payable for the year	29,020,000	26,220,000

* The extra amount is being proposed in order to accommodate fees that may need to be paid to new members joining any of the sub-committees during the year, which could result in a change to the amount payable in 2020.

1) Retainer Fee

1.1 Retainer Fee to Independent Directors and Non-Executive Directors as member of the Board

No.	Independent/ Non-Executive Directors	Current Amount (Baht)	2019 Actual Paid (Baht)	2020 Proposed Amount (Baht)
1	Mr. Sri Prakash Lohia (Chairman)	75,000/Month	900,000	900,000
2	Mr. Amit Lohia	50,000/Month	600,000	600,000
3	Mr. Rathian Srimongkol	50,000/Month	600,000	600,000
4	Mr. William Ellwood Heinecke	50,000/Month	600,000	600,000
5	Dr. Siri Ganjarerndee	50,000/Month	600,000	600,000
6	Mr. Maris Samaram*	50,000/Month	600,000	300,000
7	Mr. Kanit Si	50,000/Month	600,000	600,000
8	Mr. Russell Leighton Kekuewa	50,000/Month	600,000	600,000
9	Mr. Chakramon Phasukavanich	50,000/Month	600,000	600,000
10	Mr. Tevin Vongvanich**	50,000/Month	400,000	600,000
11	Mrs. Kaisri Nuengsigkapian*	50,000/Month	-	300,000
	Total		6,100,000	6,300,000

* Mr. Maris Samaram's remuneration shall be paid up to June 2020 (6 months) and Mrs. Kaisri Nuengsigkapian's remuneration shall be paid from July 2020 (6 months) subject to the Shareholders' approval.

** Mr. Tevin Vongvanich's remuneration was paid from May 2019.



1.2 Retainer fee to Independent Directors as member of the Audit Committee

No.	Members	Current Amount (Baht)	2019 Actual Paid (Baht)	2020 Proposed Amount (Baht)
1	Mr. Rathian Srimongkol (Chairman)	75,000/Month	900,000	900,000
2	Mr. Maris Samaram*	50,000/Month	600,000	300,000
3	Dr. Siri Ganjarerndee	50,000/Month	600,000	600,000
4	Mr. Tevin Vongvanich*	50,000/Month	-	300,000
	Total		2,100,000	2,100,000

Mr. Maris Samaram's remuneration shall be paid up to June 2020 (6 months) and Mr. Tevin Vongvanich's remuneration shall be paid from July 2020 (6 months).

1.3 Retainer fee to Independent Directors as member of the Nomination, Compensation and Corporate Governance Committee ("NCCG Committee")

No.	Members	Current Amount (Baht)	2019 Actual Paid (Baht)	2020 Proposed Amount (Baht)
1	Mr. Russell Leighton Kekuewa* (Chairman) (8 months)	35,000/Month	280,000	420,000
	Mr. Russell Leighton Kekuewa* (Member) (4 months)	25,000/Month	100,000	-
2	Mr. William Ellwood Heinecke* (Chairman) <i>(4 months)</i>	35,000/Month	140,000	300,000
	Mr. William Ellwood Heinecke* (Member) <i>(8 months)</i>	25,000/Month	200,000	-
3	Dr. Siri Ganjarerndee	25,000/Month	300,000	300,000
4	Mr. Kanit Si	25,000/Month	300,000	300,000
5	Mr. Chakramon Phasukavanich	25,000/Month	300,000	300,000
* * *	Total		1,620,000	1,620,000

Mr. Russell Leighton Kekuewa was appointed as the Chairman of the NCCG Committee in place of Mr. William Ellwood Heinecke with effect from May 2019.

1.4 Retainer fee to Independent Directors as member of the Sustainability and Risk Management Committee ("SRMC")

No.	Members	Current Amount (Baht)	2019 Actual Paid (Baht)	2020 Proposed Amount (Baht)
1	Mr. Rathian Srimongkol	25,000/Month	300,000	300,000
2	Mr. Maris Samaram*	25,000/Month	175,000	-



No.	Members	Current Amount (Baht)	2019 Actual Paid (Baht)	2020 Proposed Amount (Baht)
3	Mr. Russell Leighton Kekuewa	25,000/Month	300,000	300,000
4	Mr. Kanit Si	25,000/Month	300,000	300,000
5	Mr. Tevin Vongvanich*	25,000/Month	125,000	300,000
	Total		1,200,000	1,200,000

* Mr. Tevin Vongvanich was appointed as a member of the SRMC (5 months) in place of Mr. Maris Samaram (7 months) with effect from August 2019.

2) Bonus for all Directors on the Board

No.	Directors	2019 Bonus⁺ Actual Paid (Baht)	2020 Proposed Bonus ⁺⁺ (Baht)
1	Mr. Sri Prakash Lohia	1,800,000	1,034,480
2	Mr. Aloke Lohia	1,800,000	1,551,720
3	Mrs. Suchitra Lohia	1,200,000	1,034,480
4	Mr. Amit Lohia	600,000	517,240
5	Mr. Yashovardhan Lohia*	-	517,260
6	Mr. Dilip Kumar Agarwal	1,200,000	775,860
7	Mr. Udey Paul Singh Gill	1,200,000	775,860
8	Mr. Sanjay Ahuja	1,200,000	775,860
9	Mr. Rathian Srimongkol	1,800,000	1,293,100
10	Mr. Maris Samaram	1,200,000	1,034,480
11	Mr. William Ellwood Heinecke	1,200,000	1,034,480
12	Dr. Siri Ganjarerndee	1,200,000	1,034,480
13	Mr. Kanit Si	1,200,000	1,034,480
14	Mr. Russell Leighton Kekuewa	1,200,000	1,034,480
15	Mr. Chakramon Phasukavanich	1,200,000	1,034,480
16	Mr. Tevin Vongvanich*	-	517,260
	Total	18,000,000	15,000,000

+ Based on 2018 performance.

++ Based on 2019 performance.

* Mr. Tevin Vongvanich and Mr. Yashovardhan Lohia were appointed as a new directors of the Company at the Shareholders' Meeting No. 1/2019 held on 24th April 2019.

3) Other Remuneration and/or Benefits

-None-



Annex 5 Information on the Company's Auditor and Audit Fee for the Year 2020



For Consideration of Agenda No. 6:

To consider and appoint the Company's auditor and fix the audit fee for the year 2020

Information on Proposed Auditor of the Company and Audit Fee for the Year 2020

Audit Committee's Opinion

The Audit Committee Meeting No. 2/2020 held on 25th February 2020 expressed their satisfaction on the audit performance and efforts of KPMG Phoomchai Audit Limited for the financial year ended 2019 and recommended to the Board for their reappointment together with the audit fee as not exceeding of Baht 8,800,000 for the year 2020 excluding out of pocket expenses.

Audit Firm and Auditors Proposed for Appointment

Based on the recommendation from the Audit Committee, the Board of Directors, at their Meeting No. 2/2020 held on 26th February 2020, considered and recommend to the Shareholders for reappointing the Company's auditors, KPMG Phoomchai Audit Limited, and fixing the audit fee for the year 2020 as follows:

To appoint the following auditors of KPMG Phoomchai Audit Limited who are nominated as below:

Name	CPA No.	Percentage of Shareholding	Number of years certifie Company's financial state	
1. Mr. Sumate Jangsamsee	9362	-	1	
2. Mr. Sakda Kaothanthong	4628	-	2	
3. Mr. Charoen Phosamritlert	4068	-	-	

Any one of the above auditors shall have the authority to audit and express their opinions on the financial statements of the Company. The nominated auditors are approved by the Office of the Securities and Exchange Commission, and have no significant relationship or interest with the Company, subsidiaries, management, major shareholders or their related persons which may have an effect on performing their tasks independently.

In addition, auditors of KPMG Phoomchai Audit Limited and member firms of KPMG International were appointed to be the auditors of most subsidiaries of the Company. However, for those subsidiaries of the Company which are audited by other audit firms, the Audit Committee / the Board of Directors will ensure that the financial statements for those subsidiaries are completed within the timeframes.

Audit Fee Proposed for the Year 2020

The proposed audit fee of the Company for the year 2020 shall not be exceeding of Baht 8,800,000 excluding out of pocket expenses.

Comparison of the Company audit fee with the previous year

Description	Paid in 2019 (Baht)	Proposed for 2020 (Baht)	Increase (%)	
Annual Audit Fee	8,500,000	8,800,000	3.53%	

The audit fee is inclusive of three quarterly reviews and the year-end audit of the Company only and Consolidated Financial Statements.



*

Total Audit and Non-Audit Fee

	Particulars	2018 (Million Baht)	2019* (Million Baht)
1.	The total audit fees for IVL and all its subsidiaries, jointly-controlled entities and associates globally a) Payment to KPMG Phoomchai Audit Limited and	171	184
	other members firms of KPMG Phoomchai Audit Limited	151	159
	b) Other Audit firms	20	25
2.	The total non-audit fees paid to member firms of KPMG International other than KPMG Phoomchai Audit Limited**	91	161

The increase in Audit and Non-audit fees is mainly due to additional acquisitions and increase in scope during the year 2019.

** The amount of non-audit fees relates to tax advice, due diligence in relation to the acquisitions, restructuring, and other advisory services.



Information on the proposed Amendment to Articles 22 and 26 of the Articles of Association of the Company



For Consideration of Agenda No. 7: To consider and approve the amendment to Articles 22 and 26 of the Company's Articles of Association

Background:

To enable the Company to conduct its Board of Directors' and/or Shareholders' meetings through electronic means, the Company is required to amend Articles 22 and 26 of the Company's Articles of Association to be in line with the recent Emergency Decree on Electronic Meeting B.E. 2563 (A.D. 2020).

The Board of Directors' Meeting No. 5/2020 dated 1st June 2020 has resolved to approve the amendment to Articles 22 and 26 of the Company's Articles of Association in to order to enable the Company to conduct its Board of Directors' and/or Shareholders' meetings through electronic means; and recommend to the Annual General Meeting of Shareholders No. 1/2020 to approve such amendment.

The proposed amendment to Articles 22 and 26 of the Company's Articles of Association shall be as follows:

The existing Articles of Association of the Company	The proposed Amendment to the Articles of Association of the Company
Article 22. The Board of Directors must hold a meeting at least once in every three (3) months. In summoning a meeting of the Board of Directors, the Chairman of the Board or a person authorized by him shall send a written notice thereof to the directors not less than seven (7) days prior to the date of the meeting. However, in the case of necessity and urgency to preserve the rights and interests of the Company, the notice of the meeting may be made by other methods and the date of the meeting may be fixed sooner.	 Article 22. (New) The Board of Directors must hold a meeting at least once in every three (3) months. In summoning a meeting of the Board of Directors, the Chairman of the Board or a person authorized by him shall send a written notice thereof to the directors not less than seven (7) days prior to the date of the meeting. However, in the case of necessity and urgency to preserve the rights and interests of the Company, the notice of the meeting may be made by other methods and the date of the
The Company's Board of Directors may hold a meeting at the locality in which the Company's head office is situated or any other place as it deems appropriate. Two or more directors may ask the Chairman of	meeting may be fixed sooner. The Company's Board of Directors may hold a meeting at the locality in which the Company's head office is situated or any other place as it deems appropriate.
the Board to convene a Board of Directors' meeting. In the event a meeting is requested by at least two (2) directors, the Chairman of the Board or a person authorized by the Chairman shall fix the date of the meeting within fourteen (14) days from the date of receipt of the request.	The meeting of the Board of Directors can be conducted via teleconference through electronic devices in accordance with rules, procedures and conditions as stipulated by the laws. Two or more directors may ask the Chairman of the Board to convene a Board of Directors' meeting. In the event a meeting is requested by at least two (2) directors, the Chairman of the Board



The existing Articles of Association of the Company	The proposed Amendment to the Articles of Association of the Company
	or a person authorized by the Chairman shall fix the date of the meeting within fourteen (14) days from the date of receipt of the request.
Article 26. In summoning the shareholders' meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details, stating clearly whether such matters will be for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. Publication of notice of the meeting shall also be made in a newspaper at least three (3) days prior to the meeting. The shareholders' meeting may be held at the locality in which the Company's head office is situated or any other province in the Kingdom of Thailand.	Article 26. (New) In summoning the shareholders' meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details, stating clearly whether such matters will be for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. Publication of notice of the meeting shall also be made in a newspaper at least three (3) days prior to the meeting. The shareholders' meeting may be held at the locality in which the Company's head office is situated or any other province in the Kingdom of Thailand.
	The shareholders meeting can be conducted via teleconference through electronic devices in accordance with rules, procedures and conditions as stipulated by the laws.



Annex 7 Appointment of Proxy and the name list of Independent Directors who will serve as Proxy for Shareholders



Appointment of Proxy and the Name List of Independent Directors who will serve as Proxy of Shareholders

The Company has scheduled the Annual General Meeting of Shareholders No. 1/2020 at Chadra Ballroom, Siam Kempinski Hotel Bangkok, No. 991/9, Rama 1 Road, Bangkok 10330, Thailand on Tuesday 30th June 2020 at 02.00 p.m. for considering various agenda as mentioned in the Notice.

We, therefore, would like to invite all shareholders to participate in the Meeting as scheduled. In case you are unable to attend the Meeting, you may appoint another person or any one of the following Independent Directors of the Company as your proxy.

1	Name: Positions:	Mr. Chakramon Phasukavanich Independent Director; and Member of the Nomination, Compensation and Corporate Go Committee	overnance
	Age: Address:	72 years 75/80-81 Ocean Tower 2, 32nd Floor, Soi Sukhumvit 19 (Wa Klongtoey Neur, Wattana, Bangkok 10110, Thailand	attana),
	Interests in the a Agenda Nos. 1, 2	genda item(s) of this Meeting , 3, 4, 5, 6 and 7	Interest No
2	Name: Positions: Age: Address:	Mr. Tevin Vongvanich Independent Director; and Member of the Sustainability and Risk Management Commit 61 years 75/80-81 Ocean Tower 2, 32nd Floor, Soi Sukhumvit 19 (Wa Klongtoey Neur, Wattana, Bangkok 10110, Thailand	
	Interests in the a Agenda Nos. 1, 2	genda item(s) of this Meeting , 3, 4, 5, 6 and 7	Interest No
3	Name: Positions:	Mr. Rathian Srimongkol* Lead Independent Director; Vice Chairman of the Board; Chairman of the Audit Committee; and Member of the Sustainability and Risk Management Commit	tee
	Age: Address:	60 years 75/80-81 Ocean Tower 2, 32nd Floor, Soi Sukhumvit 19 (Wa Klongtoey Neur, Wattana, Bangkok 10110, Thailand	attana),
	Interests in the a Item No.	genda item(s) of this Meeting Agenda	Interest
	Agenda 4	To consider and approve the election of directors in replacement of those who retire by rotation	Yes
	Other Agenda (1,	2, 3, 5, 6 and 7), excluding Agenda 4	No



4	Name: Positions:	Dr. Siri Ganjarerndee* Independent Director Member of the Audit Committee; and Member of the Nomination, Compensation and Corporate G Committee	overnance
	Age:	71 years	
	Address:	75/80-81 Ocean Tower 2, 32nd Floor, Soi Sukhumvit 19 (Wa Klongtoey Neur, Wattana, Bangkok 10110, Thailand	attana),
	Interests in the a	agenda item(s) of this Meeting	
	Item No.	Agenda	Interest
	Agenda 4	To consider and approve the election of directors in replacement of those who retire by rotation	Yes
	Other Agenda (Ag	genda Nos. 1, 2, 3, 5, 6 and 7), excluding Agenda 4	No

Note: * Mr. Rathian Srimongkol and Dr. Siri Ganjarerndee are considered as connected persons for Agenda item 4: "To consider and approve the election of directors in replacement of those who retire by rotation" since they are retiring at the Annual General Meeting of Shareholders, and have been proposed for reappointment for another term.

In case of the shareholder appoints the above-mentioned independent directors to be his/her proxy, please return the completed and signed Proxy Form, together with all supporting documents as specified in Annex 11 (Guidelines for Proxy Appointment, Registration and documents required in order to attend and vote at the Annual General Meeting of Shareholders) to the Company at least 3 (three) days before the Meeting date of 30th June 2020 at the following address:

Attention:

Company Secretary Department

Indorama Ventures Public Company Limited 75/80-81 Ocean Tower 2, 32nd Floor Soi Sukhumvit 19 (Wattana), Klongtoey Neur Wattana, Bangkok 10110, Thailand



Annex 8 Proxy Form A



(Affixed Stamp Duty Baht 20)

Proxy Form A

		Written at		
			Year	
(1) I/We District	Nationality	Residing at Province	Road Post Code	
	er of Indorama Ventures share(s) a are as follows:			
Ordinary share for	share(s), havi	ng voting right to vote eq	uivalent to	vote(s)
(3) Hereby authoriz				
(1) Name_			Age	years
Residing at	Road	District	Aumphur	
Province	Post Code	or		
(2) Name_	Road		Age	years
Residing at	Road	District	Aumphur	
Province	Post Code	or		
(3) Name_	Road		Age	years
Residing at	Road	District	Aumphur	
Province	Post Code			
Shareholders' No. at Chadra Ballroom, 10330, Thailand or s	sentative to attend and vo 1/2020 of the Company v Siam Kempinski Hotel B such other date, time and by the proxy in this me	which will be held on Tues angkok, No.991/9, Rama place as the meeting may	sday 30th June 2020 at a 1 Road, Pathumwan, y be adjourned.	: 2.00 p.m. , Bangkok
myself/ourselves.		soung shan be deemed		onneu by

Signed_	(_Grantor)
Signed_	(_Proxy)
Signed_	(_Proxy)
Signed_	(_Proxy)

<u>Note:</u> The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.



Annex 9 Proxy Form B



Indorama Ventures Public Company Limited

Annex 9

(Affixed Stamp Duty Baht 20)

Proxy Form (Form B)

Shareholder Reg	jistration No
	Made at
	Date Month Year
	Nationality
Residing at No	Sub-District
District	ProvincePostal Code
of	cholders of Indorama Ventures Public Company Limited (the " Company "), holding the total number
C Ordinar	y shareshare(s), having the voting right equivalent tovote(s).
(3) hereby autho	
-	
District	Provinceor
(2)	Age
0	Sub-DistrictRoad
District	ProvincePostal Codeor
(3)	Age
-	ProvincePostal Code
Shareholders N Ballroom, Siam k	bove as my/our proxy holder to attend and vote on my behalf at the Annual General Meeting of o. 1/2020 of the Company, which will be held on Tuesday 30 th June 2020 at 02.00 p.m., at Chadra Kempinski Hotel Bangkok, No. 991/9, Rama 1 Road, Pathumwan, Bangkok 10330, Thailand, or any postponement thereof.
(4) I/We hereby a	authorize the proxy holder to vote on my behalf at this meeting as follows:
□ Agenda 1: To	o acknowledge the report on the Company's operational results for the year 2019
	o consider and approve the Balance Sheet and Profit and Loss Accounts for the year ended 31 st ecember 2019
□ (a)	The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
□ (b)	The proxy holder shall vote in accordance with my wish as follows:ApproveDisapproveApproveAbstain
-	o consider and approve the omission of additional dividend payment for the year 2019 and to knowledge the interim dividend payments
□ (a)	The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
□ (b)	The proxy holder shall vote in accordance with my wish as follows:ApproveDisapproveApproveAbstain



Indorama Ventures Public Company Limited

□ Agenda 4: To consider and approve the election of directors in replacement of those who retire by rotation

- □ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- \Box (b) The proxy holder shall vote in accordance with my wish as follows:

		Mr. Dathian Origan state				
	4.1	Mr. Rathian Srimongkol		Disapprove		Abstain
	4.2	Mr. William Ellwood Heinecke		Disapprove		Abstain
	4.3	Dr. Siri Ganjarerndee		Disapprove		Abstain
	4.4	Mr. Kanit Si		Disapprove		Abstain
	4.5	Mr. Dilip Kumar Agarwal		Disapprove		Abstain
	4.6	Mrs. Kaisri Nuengsigkapian		Disapprove		Abstain
Agend	a 5: To	consider and approve the remunera	tion	of Directors for the year 2020		
[⊐ (a)	The proxy holder shall be entitled to appropriate	con	sider and resolve in lieu of me in	all res	spects as deemed
Γ	⊐ (b)	The proxy holder shall vote in accor	dano D	ce with my wish as follows: Disapprove		Abstain
Agend	a 6: To	consider and appoint the Company's	s au	ditor and fix the audit fee for the y	/ear 2	020
ſ	⊐ (a)	The proxy holder shall be entitled to Appropriate	con	sider and resolve in lieu of me in	all res	spects as deemed
C	⊐ (b)	The proxy holder shall vote in accor	dano D	ce with my wish as follows: Disapprove		Abstain
Agend	а 7: То	consider and approve the amendme	ent to	Articles 22 and 26 of the Compa	any's A	Articles of
	As	sociation				
[⊐ (a)	The proxy holder shall be entitled to appropriate	con	sider and resolve in lieu of me in	all re	spects as deemed
[⊐ (b)	The proxy holder shall vote in accor	dano D	ce with my wish as follows: Disapprove		Abstain
Agenda	a 8: A	ny other businesses (if any)				
[⊐ (a)	The proxy holder shall be entitled to appropriate	con	sider and resolve in lieu of me in	all res	spects as deemed
[⊐ (b)	The proxy holder shall vote in accor	dano D	ce with my wish as follows: Disapprove		Abstain



(5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) In case I/We have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendum specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/We specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signed	Grantor	Signed Pro	оху
()	()	
Signed	Proxy	Signed Pro	оху
()	()	

- Note: 1. A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
 - 2. In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.



Supplemental Proxy Form B

The proxy is granted by a shareholder of **Indorama Ventures Public Company Limited.**

For the meeting of **the Annual General Meeting of Shareholders No. 1/2020** of Indorama Ventures Public Company Limited, which will be held on **Tuesday 30th June 2020 at 02.00 p.m.**, at Chadra Ballroom, Siam Kempinski Hotel Bangkok, 991/9, Rama 1 Road, Pathumwan, Bangkok 10330, Thailand or any date and at any postponement thereof.

□ Agenda:	
□ (a)	The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
□ (b)	The proxy holder shall vote in accordance with my wish as follows: Approve Disapprove Approve Abstain
□ Ag <mark>enda:</mark>	
□ (a)	The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
□ (b)	The proxy holder shall vote in accordance with my wish as follows: Approve Disapprove Approve Abstain
□ Agenda:	
□ (a)	The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
□ (b)	The proxy holder shall vote in accordance with my wish as follows:ApproveDisapproveApproveAbstain
□ Agenda:	
□ (a)	The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
□ (b)	The proxy holder shall vote in accordance with my wish as follows:ApproveDisapproveApproveAbstain
I/We certify that	the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

Signed	
Signed	•
Signed	
Signed	-



Annex 10 Proxy Form C (For foreign shareholders who have custodian in Thailand only)



(ปิดอากรแสตมป์ 20 บาท)

(Affixed Stamp Duty Baht 20)

หนังสือมอบฉันทะ แบบ ค. (สำหรับผู้ถือหุ้นซึ่งเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น) Proxy Form C.

(For foreign shareholders who have custodian in Thailand only)

เลขทะเ	บียนผู้ถือหุ้น		 เขียนที่
Shareh	olders register no).	Written at
			วันที่ เดือนพ.ศ
			Date Month Year
(1)	ข้าพเจ้า		
	I/We		
สำนักงา	านตั้งอยู่เลขที่	ถนน	ตำบล/แขวง
residin	g at	Road	Tambol/Khwaeng
อำเภอ/เ	.10 million	จังหวัด	รหัสไปรษณีย์
Amphu	ır/Khet	Province	Postal Code
As beir ซึ่งเป็นผู้ being a	ng the custodian เสือหุ้นของบริษัท a shareholder of I โดยถือหุ้นจำนวนท holding the total □ หุ้นสามัญ ordinary s	of อินโดรามา เวนเจอร์ส จำกัด (มหาชน) (ndorama Ventures Public Company Lim กั้งสิ้นรวม หุ้า amount of sh หุ้า hare sh	nited ("Company") น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้ nares and have the right to vote equal to votes as follows: น ออกเสียงลงคะแนนได้เท่ากับ เสียง nares and have the right to vote equal to votes
(2)		1)	ч ш
กบบ	Hereby appoint	ຕັ້ງງາຍ/ມສຸດງ	age years, residing at อำเภอ/เขต
Road		Tambol/Khwaeng	Amphur/Khet
			หรือ
Provinc		Postal Code	or
	(2)	9 <u>9</u>
			age years, residing at
ถนน		ต้าบล/แขวง	อำเภอ/เขต
Road		Tambol/Khwaeng	Amphur/Khet
จังหวัด		รหัสไปรษณีย์	หรือ
Provinc		Postal Code	or at 1% at
	(3)	9 9
			age years, residing at
			อำเภอ/เขต
Road		Tambol/Khwaeng	Amphur/Khet
az az		سلحا بلا	
จังหวัด		รหัสไปรษณีย์ Postal Code	

INDORAMA

้คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าใน**การประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ใน** ้วันอังคารที่ 30 มิถุนายน 2563 เวลา 14.00 น. ณ ห้องฉัตรา บอลรูม โรงแรมสยาม เคมปืนสกี้ กรุงเทพ เลขที่ 991/9 ถนนพระราม 1 เขตปทุมวัน กรุงเทพมหานคร 10330 ประเทศไทย หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as only one of my/our proxy to attend and vote on my/our behalf at the meeting of the Annual General Meeting of Shareholders No. 1/2020 on Tuesday 30th June 2020 at 2.00 p.m. at Chadra Ballroom, Siam Kempinski Hotel Bangkok, No.991/9, Rama 1 Road, Pathumwan, Bangkok 10330, Thailand or such other date, time and place as the meeting may be adjourned.

- ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้ (3)
 - I/We authorize my/our Proxy to cast the votes according to my/our intention as follows: □ มอบฉันทะตามจำนวนห้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้

🗆 ทุญกุฬทุกรณาทุง.เท.าหนึ่ทุกเกทุณแต่ต แพรทุพุทุกต	เลแพยงพง	IPI อ. แนน เห	
Grant partial the total amount of shares holdin	g and ent	itled to vote	
🗆 มอบฉันทะบางส่วน คือ			
Grant partial shares of			
🗆 หุ้นสามัญ	หุ้น	มีสิทธิออกเสียงลงคะแนนได้เท่ากับ	 เสียง
ordinary share	shares	and have the right to vote equal to	votes
2			
รวมสิท <mark>ธิอ<mark>อกเสียงลงค</mark>ะแน</mark> นได้ทั้งหมด		เสียง	
Total voting right		vote (s)	

้ข้าพเจ้<mark>ามอบฉันท</mark>ะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้ (4) I/We authorize my/our Proxy to cast the votes according to my/our intention as follows:

วาระที่ 1	รับทราบรายงานผลการดำเนินงานของบริษัทประจำปี 2562				
Agenda Item 1	To acknowledge the	e report on the Compar	ny's operational	results for the year 20)19
วาระที่ 2	A	ลและงบกำไรขาดทุนสำ	ร.สเว้		
	4 4	4	4		
Agenda Item 2	To consider and ap 31 st December 2019	oprove the Balance Sh)	eet and Profit a	and Loss Accounts fo	or the year ended
🛛 (ก) ให้ผู้รับมอบฉั		้ลงมติแทนข้าพเจ้าได้ทุกบ	ไระการตามที่เห็น	สมควร	
(a) To grant my/	our proxy to consider	and vote on my/our be	half as appropri	ate in all respects.	
		ตามความประสงค์ของข้า			
		y/our desire as follows:			
🗆 เห็นด้วย	เสียง	🗆 ไม่เห็นด้วย	เสียง	🗆 งดออกเสียง	เสียง
Approve	vote(s)	Disapprove	vote(s)	Abstain	vote(s)
วาระที่ 3		งออ่างเริ่มเป็นแอนสื่นแ	ື້າເຮັດແລ້ວ		บันนโอนเชื่อสีไ อธิดอ
1.12.241 3		งดจ่ายเงินปันผลเพิ่มเ ยเงินปันผลระหว่างกาล		.1201.11779.17.0.69.021	ษทุกวร.ศ.เก 5205
Agenda Item 3		prove the omission of		end payment for the	vear 2019 and to
, igoniaa nom o		terim dividend payment			
(n) ให้ผู้รับมอบฉัง		ลงมติแทนข้าพเจ้าไ้ด้ทุกบ		สมควร	
		and vote on my/our be			
🛛 (ข) ให้ผู้รับมอบฉัง	เทะออกเสียงลงคะแนน	ตามความประสงค์ของข้า	เพเจ้าดังนี้		
		y/our desire as follows:			
🗆 เห็นด้วย	เสียง	🗆 ไม่เห็นด้วย	เสียง	🗆 งดออกเสียง	เสียง
Approve	vote(s)	Disapprove	vote(s)	Abstain	vote(s)
วาระที่ 4		าตั้งกรรมการแทนกรรม			
Agenda Item 4	•	prove the election of di			atira by ratation
J. J					elle by folation
7		ลงมติแทนข้าพเจ้าได้ทุกบ			
		and vote on my/our be ตามความประสงค์ของข้า		ale in all respects.	
2		y/our desire as follows:			
4.1 นายระเฑียร ศรีม					
Mr. Rathian Srir	nongkol				
🗆 เห็นด้วย		n 1.1.5. 200	-1	a	d
	เพยง	⊔ เมเทนต่≀ย	เสียง	🗆 งดออกเสียง	เสียง
Approve	เพยง vote(s)	Disapprove	เสียง vote(s)	่ □ งดออกเสียง Abstain	เสียง vote(s)

		inaoraina i		inpany =initea
4.2 นายวิลเลี่ยม เอ็ลล์วู๊ด ไฮเน็ค				
Mr. William Ellwood Heinecke				
🗆 เห็นด้วย เสียง	🗆 ไม่เห็นด้วย	เสียง	🗆 งดออกเสียง	เสียง
Approve vote(s)	Disapprove	vote(s)	Abstain	vote(s)
4.3 ดร. ศีริ การเจริญดี				
Dr. Siri Ganjarerndee				
🗆 เห็นด้วย เสียง	🗆 ไม่เห็นด้วย	เสียง	🗆 งดออกเสียง	เสียง
Approve vote(s)	Disapprove	vote(s)	Abstain	vote(s)
4.4 นายคณิต สีห์				
Mr. Kanit Si				
🗆 เห็นด้วย เสียง 🚄	🗆 ไม่เห็นด้วย	เสียง	🗆 งดออกเสี่ยง	เสียง
Approve vote(s)	Disapprove	vote(s)	Abstain	vote(s)
4.5 นายดีลิป กุ่มาร์ อากาวาล		()		
Mr. Dilip Kumar Agarwal				
แห็นด้วย เสียง	🗆 ไม่เห็นด้วย	เสียง	🗆 งดออกเสียง	เสียง
Approve vote(s)	Disapprove	vote(s)	Abstain	vote(s)
4.6 นางไขศรี เนื่องสิกขาเพียร				(-)
Mrs. Kaisri Nuengsigkapian				
☐ เห็นด้วย เสียง	🗆 ไม่เห็นด้วย	เสียง	🗆 งดออกเสียง	เสียง
Approve vote(s)	Disapprove	vote(s)	Abstain	vote(s)
, pp. 000 (0)	Disapprore	1010(0)		
วาระที่ 5 พิจารณาอนมัติก	ารจ่ายค่าตอบแทนให้กับเ	ารรมการประจํ	าปี 2563	
a	approve the remuneration			
(n) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาแล ()				
(a) To grant my/our proxy to conside			late in all respects.	
(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนะ		นเจาต่าน		
(b) To grant my/our proxy to vote at r	my/our desire as toilows: □ ไม่เห็นด้วย	.a		.a.,
🗆 เห็นด้วยเสียง			I งดออกเสียง	
Approve vote(s)	Disapprove	vote(s)	Abstain	vote(s)
วาระที่ 6 พิจารณาอนมัติการ	รแต่งตั้งผู้สอบบัญชีของบร		อล่าสายเมืองหมื	้อเสียได้หลังอี้ไ วะคว
Agenda Item 6 To consider and a (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาแล	ppoint the Company's Au			ear 2020
(a) To grant my/our proxy to conside				
 (a) To grant my/our proxy to conside (a) ให้ผู้รับมอบฉันทะออกเสียงลงคะแน: 			ale in all respects.	
(b) To grant my/our proxy to vote at i		16.1 101016		
(b) To grant my/our proxy to vote at 1 □ เห็นด้วย เสียง	าเห/our desire as ionows. □ ไม่เห็นด้วย	i de s	🗆 งดออกเสี่ยง	18019
Approve vote(s)	Disapprove	vote(s)	Abstain	vote(s)
วาระที่ 7 พิจารณาอนมัติการ	รแก้ไขข้อบังคับของบริษัท	น้ำส่ำ วา และ	มือสื่าร	
-				nonvia Articles of
Agenda item 7 To consider and a Association	approve the amendment	to Articles 22	and 26 of the Com	ipany's Articles of
	<u>ຮດ ພາສີມທາ ພັດຫາວັດໃ</u> ້ລັກດາໄຜ		du.e	
(a) To grant my/our proxy to conside			late in all respects.	
(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนะ		164.161219		
(b) To grant my/our proxy to vote at r	my/our desire as toilows: □ ไม่เห็นด้วย	.a	🗆 งดออกเสียง	.a.,
🗆 เห็นด้วยเสียง				
Approve vote(s)	Disapprove	vote(s)	Abstain	vote(s)
วาระที่ 8 พิจารณาเรื่องอื่นๆ	(20 d)			
	(ถาม)			
Agenda Item 8 Any other business				
(n) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาแล	ses (if any)	 ھ		
	ses (if any) ะลงมติแทนข้าพเจ้าได้ทุกปร			
(a) To grant my/our proxy to conside	ses (if any) ะลงมติแทนข้าพเจ้าได้ทุกปร r and vote on my/our beh	alf as appropri		
 (a) To grant my/our proxy to conside (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแน 	ses (if any) ะลงมติแทนข้าพเจ้าได้ทุกปร r and vote on my/our beh นตามความประสงค์ของข้าง	alf as appropri		
 (a) To grant my/our proxy to conside (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแน (b) To grant my/our proxy to vote at t 	ses (if any) ะลงมติแทนข้าพเจ้าได้ทุกปร r and vote on my/our beh นตามความประสงค์ของข้าง ny/our desire as follows:	alf as appropri งเจ้าดังนี้	ate in all respects.	2
 (a) To grant my/our proxy to conside (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแน (b) To grant my/our proxy to vote at n □ เห็นด้วย	ses (if any) ะลงมติแทนข้าพเจ้าได้ทุกปร r and vote on my/our beh นตามความประสงค์ของข้าห my/our desire as follows: □ ไม่เห็นด้วย	alf as appropri งเจ้าดังนี้ เสียง	ate in all respects. □ งดออกเสียง	
 (a) To grant my/our proxy to conside (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแน (b) To grant my/our proxy to vote at t 	ses (if any) ะลงมติแทนข้าพเจ้าได้ทุกปร r and vote on my/our beh นตามความประสงค์ของข้าง ny/our desire as follows:	alf as appropri งเจ้าดังนี้	ate in all respects.	เสียง vote(s)



(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือ ลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิ พิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือน ว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the proxy holder in the said meeting except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงนาม/Signed	ผู้มอบฉันทะ/Grantor
()
ลงนาม/Signed	ผู้รับมอบฉันทะ/Proxy
()
ลงนาม/Signed	ผู้รับมอบฉันทะ/Proxy
()
ลงนาม/Signed	ผู้รับมอบฉันทะ/Proxy
()

<u>หมายเหตุ / Remarks</u>

 หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ใน ประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

The Proxy Form C. only use for shareholders whose names appearing in the foreign investors registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only.

- 2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
 - Documents and evidences to be enclosed with the proxy form are:
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - Power of attorney from the shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน
 - Letter of certification to certify that the Proxy Form have a permit to act as a custodian.
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวน หุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้ The shareholder appointing the provy must authorize only one provy to attend and yote at the meeting and may not split the

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

 ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบ ฉันทะแบบ ค. ตามแบบ

In case there are agenda other than the agenda specified above the additional statement can be specified by the Shareholder in the Supplemental Proxy Form as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. Supplemental Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ **บริษัท อินโดรามา เวนเจอร์ส จำกัด (มหาชน)** The proxy is granted by a shareholder of **Indorama Ventures Public Company Limited**.

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ในวันอังคารที่ 30 มิถุนายน 2563 เวลา 14.00 น. ณ ห้องฉัตรา บอลรูม โรงแรมสยาม เคมปันสกี้ กรุงเทพ เลขที่ 991/9 ถนนพระราม 1 เขตปทุมวัน กรุงเทพมหานคร 10330 ประเทศไทย หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย For the meeting of **the Annual General Meeting of Shareholders No. 1/2020 on Tuesday 30th June 2020 at 02.00 p.m.** at Chadra

Ballroom, Siam Kempinski Hotel Bangkok, 991/9 Rama 1 Road, Pathumwan, Bangkok 10330, Thailand or such other date, time and place as the meeting may be adjourned.

วาระที่ Agenda Item					
(a) To grant m □ (ข) ให้ผู้รับมอบ (b) To grant m	ฉันทะมีสิทธิพิจารณาและเ y/our proxy to consider ฉันทะออกเสียงลงคะแนน y/our proxy to vote at m เสียง e vote(s)	and vote on my/our be ตามความประสงค์ของข้า	half as appropria เพเจ้าดังนี้		เสียง vote(s)
วาระที่ Agenda Item					
(a) To grant m □ (ข) ให้ผู้รับมอบ (b) To grant m	ล้นทะมีสิทธิพิจารณาและเ y/our proxy to consider ล้นทะออกเสียงลงคะแนน y/our proxy to vote at m เสียง e vote(s)	and vote on my/our be ตามความประสงค์ของข้า	half as appropria เพเจ้าดังนี้	ate in all respects.	เสียง vote(s)
วาระที่					
Agenda Item (ก) ให้ผู้รับมอบ/ (a) To grant m (ป) ให้ผู้รับมอบ/ (ป) ให้ผู้รับมอบ/ (b) To grant m	ฉันทะมีสิทธิพิจารณาและเ y/our proxy to consider ฉันทะออกเสียงลงคะแนน y/our proxy to vote at m เสียง	and vote on my/our be ตามความประสงค์ของข้า	half as appropria เพเจ้าดังนี้		เสียง
Agenda Item (n) ให้ผู้รับมอบ [,] (a) To grant my (ข) ให้ผู้รับมอบ [,] (บ) ให้ผู้รับมอบ [,] (b) To grant my (b) To grant my (b) Approv	y/our proxy to consider ฉันทะออกเสียงลงคะแนน y/our proxy to vote at m เสียง	and vote on my/our be ตามความประสงค์ของข้า y/our desire as follows	half as appropria เพเจ้าดังนี้	ate in all respects.	เสียง vote(s)
Agenda Item □ (n) ให้ผู้รับมอบ [,] (a) To grant m □ (ข) ให้ผู้รับมอบ [,] (b) To grant m □ เห็นด้วย	y/our proxy to consider ฉันทะออกเสียงลงคะแนน y/our proxy to vote at m เสียง	and vote on my/our be ตามความประสงค์ของข้า y/our desire as follows □ ไม่เห็นด้วย	half as appropria พเจ้าดังนี้ เสียง	ate in all respects. 🗆 งดออกเสียง	



Indorama Ventures Public Company Limited

วาร	าะที่					
Age	enda Item					
	 (ก) ให้ผู้รับมอบฉันทะมี (a) To grant my/our p (ข) ให้ผู้รับมอบฉันทะอ (b) To grant my/our p 	roxy to consider a อกเสียงลงคะแนนต′	nd vote on my/our be ามความประสงค์ของข้า	half as appropri พเจ้าดังนี้		
			🗆 ไม่เห็นด้วย		🗆 งดออกเสียง	เสียง
	Approve	vote(s)	Disapprove	vote(s)	Abstain	vote(s)
	รองว่า รายการในใบประจ hat the statements in th	is Supplemental Pr		, complete and	true in all respects.	นทะ/Grantor
			()	
		ลง	นาม/Signed		ผู้รับมอา	Jฉันทะ/Proxy
		ลง	นาม/Signed		ผู้รับมคา	เฉ้นทะ/Proxv
			-		u	,
		ลง	นาม/Signed		ผู้รับมอา]ฉันทะ/Proxy
			()	



Guidelines for Proxy Appointment, Registration and documents required in order to attend and vote at the Annual General Meeting of Shareholders



Guidelines for Proxy Appointment, Registration and documents required in order to attend and vote at the Annual General Meeting of Shareholders

Appointment of Proxy

The Company has attached Proxy Form A (as Annex 8), Proxy Form B (as Annex 9) and Proxy Form C (as Annex 10) for any Shareholder who intends to appoint other persons or any of the Company's directors as proposed, to act as their proxy. The name lists of our Independent Directors proposed by the Company to be appointed as proxies by Shareholders are shown in Annex 7. Shareholders cannot split their votes among different proxies in the Meeting.

The Company has also uploaded on the Company's website, Proxy Form A, a general and simple proxy form, Proxy Form B, and Proxy Form C for foreign shareholders appointing custodian in Thailand. Shareholders can download the Proxy Forms from the Company's website, <u>www.indoramaventures.com</u>, under Section Investor Relations » Shareholders Center » AGM/EGM Information.

Registration Procedure to Attend the Meeting

Registration for participating in the Annual General Meeting of Shareholders will begin two (2) hours before the meeting schedule start, or from 12.00 p.m. onwards, at Chadra Ballroom, Siam Kempinski Hotel Bangkok, No 991/9, Rama 1 Road., Pathumwan, Bangkok 10330, Thailand as per the attached map in Annex 13.

Shareholders are required to strictly follow the Guidelines for attending the Annual General Meeting of Shareholders No. 1/2020 in view of the outbreak of the New Coronavirus Disease 2019 (COVID-19) enclosed hereto this Notice.

Documents Verifying Eligibility to Attend the Shareholders' Meeting

The attendants must present the following documents to the Registration Desk before attending the meeting:

1. Individual Shareholders

1.1 In case of attendance in person:

- (a) Registration form which bears a barcode
- (b) A valid original official document e.g. citizen identification card, government official identification card, driver license, or passport (in case of a foreigner), in which a photograph is shown

1.2 In case of appointment of a proxy:

(a) Registration form which bears a barcode



- (b) Form of proxy provided, completely filled in and signed by the Shareholder (as the proxy grantor) and the proxy
- (c) A copy of valid official document as referred to in 1.1(b) above and certified true copy by the Shareholder (as the proxy grantor)
- (d) A valid original official document as referred to in 1.1(b) above of the proxy

2. Juristic Person Shareholders

- 2.1 In case of attendance in person by the authorized director(s):
 - (a) Registration form which bears a barcode
 - (b) A valid original official document of the authorized director(s) of the Shareholder as referred to in 1.1(b) above
 - (c) **For Thai legal entities:** A certified true copy of the affidavit issued by the Ministry of Commerce for a period of no longer than 1 year prior to the Meeting Date, duly signed by the authorized signatory(ies) and affixed with the seal of such legal entity (if any)

For Non-Thai legal entities: A certified true copy of the certificate of incorporation and/or affidavit of such legal entity, duly signed by the authorized signatory(ies) and affixed with the seal of such legal entity (if any). Such documents were certified true copy by the authorized signatory(ies) also require a notarization by a notary public no longer than 1 year prior to the Meeting Date

2.2 In case of appointment of a proxy:

- (a) Registration form which bears a barcode
- (b) Form of proxy provided, completely filled in and signed by the Shareholder (as the proxy grantor) and the proxy
- (c) For Thai legal entities: A certified true copy of the affidavit issued by the Ministry of Commerce for a period of no longer than 1 year prior to the Meeting Date, duly signed by the authorized signatory(ies) and affixed with the seal of such legal entity (if any)

For Non-Thai legal entities: A certified true copy of the certificate of incorporation and/or affidavit of such legal entity, duly signed by the authorized signatory(ies) and affixed with the seal of such legal entity (if any). Such documents were certified true copy by the authorized signatory(ies) also require a notarization by a notary public no longer than 1 year prior to the Meeting Date

- (d) A copy of valid official document as referred to in 1.1(b) above of the authorized signatory(ies) of the Shareholder who signs the proxy form and certified true copy by the authorized signatory(ies) of the Shareholder (as the proxy grantor)
- (e) An valid original official document as referred to in 1.1(b) above of the proxy
- Note: The Company will use an electronic system for registration and counting of votes. For each agenda/sub agenda separate ballots will be provided. After every agenda is discussed and put to voting, the ballots will be collected and scanned, and the results declared. The voting procedure will be explained at the beginning of the meeting.



Relevant Sections of the Articles of Association of the Company and Provisions of the Public Limited Company Act B.E. 2535 (as amended) relating to the Shareholders' Meeting



Relevant Sections of the Articles of Association of the Company and Provisions of the Public Limited Company Act B.E. 2535 (as amended) relating to the Shareholders' Meeting

The Relevant Clauses of Articles of Association of the Company

Article 12 The Company's Board of Directors shall consist of at least five (5) directors. Not less than one half of all directors shall have residence in the Kingdom of Thailand. The qualifications of the Company's Directors shall be as prescribed by laws.

No director shall become a partner or become a director in any other juristic person operating any business which has the same nature as and is in competition with the business of the Company unless he or she notifies the shareholders meeting prior to the resolution for his or her appointment.

In conducting the business of the company, the directors shall comply with all laws, the objectives and the Articles of Association of the company, and the resolutions of the shareholder meetings in good faith and with due care to preserve the interests of the Company.

A director shall notify the Company without delay when he or she has a direct or indirect interest in any contract which is made by the company during a fiscal year, or he or she holds shares or debentures of the company or an affiliated company, and shall indicate the total number of shares increasing or decreasing during a fiscal year.

Article 14 At every annual general meeting, one-third of the total number of the directors shall vacate the office. If the number is not a multiple of three, then the number nearest to one-third must retire from the office.

The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the director who has been in office for the longest term shall retire. A retiring director is eligible for re-election.

Article 15 Directors have the right to receive remuneration from the Company in the form of awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms, in accordance with the resolution of shareholders meeting passed by votes of not less than two-thirds of the total number of votes of shareholder present at the meeting, which may be a fixed amount or in accordance with the rules and may be periodically fixed or permanently fixed until it is changed otherwise. Directors may receive per diem and other welfares according to the Company's regulations.



The provision of the first paragraph above does not affect the rights of the Company's officers or employees, who have been elected as the director(s) to receive remuneration and other benefits for their position as the Company's officers or employees.

Article 25The Board of Directors shall convene an annual general meeting of shareholders within
four months from the last day of the fiscal year of the Company.

Meetings other than those specified above shall be called extraordinary general meeting. The Board of Directors may summon an extraordinary general meeting whenever it deems it appropriate.

One or more shareholders holding shares amounting to not less than 10 (ten) percent of the total number of shares sold may, by subscribing their names, make a written request to the Board of Directors to call an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within 45 (forty-five) days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph three, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within 45 (forty-five) days as from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph four is not formed according to Article 28, the shareholders as prescribed under paragraph four shall be collectively responsible to the Company for expenses arising from such meeting.

Article 26

In summoning the shareholders' meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly whether such matters will be for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the registrar for their information not less than 7 days prior to the date of the meeting. Publication of notice of the meeting shall also be made in a newspaper for 3 consecutive days at least 3 days prior to the meeting.



The shareholders' meeting may be held at the locality in which the Company's head office is situated or any other province around the Kingdom of Thailand.

Article 27 In the shareholders' meeting, the shareholders may appoint other person as his proxy to attend and vote on his behalf. The instrument appointing the proxy shall be dated and signed by the shareholder giving proxy and shall be in the form so prescribed by the registrar.

The instrument appointing proxy shall be delivered to the Chairman of the Board or a person entrusted by the Chairman at the meeting prior to attending the meeting.

Article 28 In the shareholders' meeting, there shall be shareholders and proxies (if any) in a number of not less than twenty-five (25) persons or not less than one-half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold to constitute a quorum.

If after one hour from the time scheduled for the shareholders' meeting, the number of shareholders present is insufficient to form a quorum as specified, if such shareholders' meeting was convened at the request of shareholders, it shall be cancelled. If such shareholders' meeting was not convened at the request of shareholders, the meeting shall be called again and in a latter case, the notice of meeting shall be sent to shareholders not less than seven (7) days before the date of the meeting. In the latter meeting, a quorum is not compulsory.

In the shareholders' meeting, the Chairman of the Board shall preside over the meeting. If the Chairman is not present or does not attend the meeting, the Vice-Chairman, if available, shall preside over the meeting. If there is no Vice-Chairman, or the Vice-Chairman is unable to perform his duty, the meeting shall elect one of shareholders attending the meeting to preside over the meeting.

Article 29

In casting votes one share shall be entitled to one vote and the resolution of the shareholders' meeting shall consist of the following votes:

- In normal case, the majority of votes of shareholders who attend the meeting and cast votes. In case of equality of votes, the Chairman of the meeting shall have an additional casting vote;
- (2) In the following cases, a resolution shall be passed by votes of not less than threefourths of the total number of votes of shareholders who attend the meeting and are entitled to vote:



- (a) The sale or transfer of the whole or substantial part of the businesses of the Company to other persons;
- (b) The purchase or acceptance of transfer of businesses of other companies or private companies to the Company;
- (c) The entering, amendment or termination of contracts relating to the leasing out of the whole or substantial part of the businesses of the Company, the assignment to any other persons to manage the business of the Company, or the consolidation of the business with other persons with an objective towards profit and loss sharing;
- (d) The amendment of Memorandum of Association or Articles of Association;
- (e) The increase or decrease in the Company's capital or the issuance of debentures; and
- (f) The amalgamation or dissolution of the Company.
- Article 30 Transaction to be conducted at the annual general meeting are as follow:
 - Review the report of the Board of Directors covering the operating results in the preceding year as proposed to the meeting by the Board of Directors;
 - (2) Considering and approving the balance sheets and profit and loss account of the preceding fiscal year;
 - (3) Considering the appropriation of profits and the appropriation of reserved fund;
 - (4) Considering the election of new directors in place of those who must retire by rotation;
 - (5) Considering the determination of the directors' remuneration;
 - (6) Considering the appointment of the auditor and fixing his remuneration; and
 - (7) Other business
- Article 33 The Board of Directors shall prepare the balance sheet and profit and loss account as of the end of the fiscal year of the Company, and shall submit the same to the shareholders meeting for adoption at the annual general meeting. The Board of Directors shall arrange for the auditors to complete the auditing prior to the submission to the shareholders meeting the said balance sheet and profit and loss account.
- Article 36 Payment of dividends from money other than profit is not allowed. In the case where the Company still has accumulated losses, payment of dividend is prohibited.

Except that the Articles of Association state otherwise with respect to the preferred shares, the dividends shall be equally distributed according to the number of shares.

The payment of the dividends requires the approval of the shareholders meeting except for the payment of interim dividends.



The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds that the Company has sufficient profit to do so and a report thereof shall be made to the shareholders meeting at the next meeting.

The payment of dividend shall be made within one (1) month from the date the resolution was passed by the shareholders meeting or by a meeting of the Board of Directors, as the case may be. Written notices thereof shall also be sent to the shareholders and publication of the notice of the payment of dividends shall also be made in a newspaper. No interest can be charged against the Company if such dividend payment had been made within the time specified by law.

The Company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders, provided that it has the approval of the shareholders meeting.

Article 37 The Company must appropriate a portion of the annual net profit to a reserve fund in an amount of at least five (5) percent of the annual net profit less the total accumulated losses carried forward (if any) until the reserve fund reaches an amount of not less than ten (10) percent of the registered capital of the Company, provided that the Board of Directors may propose to the shareholders meeting for consideration and approval an appropriation of the other types of reserve fund as it thinks fit.

The Relevant Provisions of the Public Company Limited Act B.E. 2535 (as amended)

Section 71 At every annual ordinary meeting of shareholders, there shall be an election of the board of directors en masse on the same occasion, provided that the original board of directors may remain in office to serve as the acting board of directors in furtherance of the operation of the business of the company for the time being and to the extent necessary until the new board of directors takes office.

The provisions of paragraph one shall not apply to the case where the procedures for an election of directors are provided in the articles of association of the company differently from those provided in section 70, in which case one-third of the number of directors shall vacate office. If the number of directors is not a multiple of three, then the number nearest to one-third shall vacate office.

The directors to vacate office in the first and second years following the registration of the company shall, unless otherwise provided in the articles of association, be drawn by lots. In every subsequent year, the directors who have been longest in office shall vacate office.

The director who vacates office under this section may be re-elected.



Section 90 A company shall not pay money or give any other property to directors unless it is the payment of remuneration under the articles of association of the company.

In the case where it is not specified in the articles of association, payment of remuneration under paragraph one shall be in accordance with resolutions of meetings of shareholders with the votes of not less than two-thirds of the total votes of the shareholders present at the meeting.

Section 101 In calling a meeting of shareholders, the board of directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and shall be delivered to the shareholders and the Registrar for their information not less than seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper not less than three days prior to the date of the meeting.

The place of the meeting under paragraph one shall be in the locality in which the head office of the company is located or in a nearby province, unless otherwise stipulated by the articles of association.

Section 102 Shareholders are entitled to attend and vote at the meeting of shareholders but they may also authorize other persons as proxies to attend and vote at any meeting on their behalf. In this regard, section 33 paragraph two, paragraph four and paragraph five and section 34 shall apply mutatis mutandis. In the case of appointing the proxy, the instrument appointing the proxy shall be submitted to the chairman of the board or to the person designated by the chairman of the board.

The voting as stipulated in paragraph one which deems each share has one vote shall not apply to the case where the company issues preference shares and provides the right to vote less than that of ordinary shares.

Section 103 Unless otherwise prescribed by this Act, in a meeting of shareholders, there shall be shareholders and proxies (if any) attending at the meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold to constitute a quorum.

At any meeting of shareholders, in the case where one hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed under paragraph one, if such



meeting of shareholders was called as a result of a request by the shareholders under section 100, such meeting shall be cancelled. If such meeting of shareholders was not called as a result of a request by the shareholders under section 100, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

- Section 104 The chairman of the board shall preside over a meeting of shareholders. In the case where the chairman of the board is not present or is unable to perform the duty, a vice chairman, if any, shall preside over the meeting. If there is no vice chairman or there is a vice chairman but the vice chairman is unable to perform the duty, the shareholders present at the meeting shall elect one amongst themselves to preside over the meeting.
- Section 105 The Chairman of the shareholder meeting has the duty to conduct the meeting in compliance with the articles of association of the company relating to meetings and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-third of the number of the shareholders present as the meeting.

If the consideration of the matters referred to in the first paragraph is finished, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting.

If the meeting has not concluded the consideration of the matters according to the sequence of the agenda as referred to in the first paragraph or the matters raised by shareholders under the second paragraph, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the board of directors shall, not less than seven days prior to the date of the meeting, deliver to the shareholders notice calling the meeting which indicates the place, date, time and the agendas of the meeting. The notice calling the meeting shall also be published in a newspaper not less than three days prior to the date of meeting.

- Section 107 Unless otherwise provided in this Act, a resolution of a meeting of shareholders requires votes as follows:
 - (1) in a normal case, a majority of votes of the shareholders present and voting at the meeting is required, provided that in the case of an equality of votes, the person presiding over the meeting shall have an additional vote as a casting vote;



- (2) in any of the following cases, votes of not less than three-fourths of the total number of votes of shareholders present at the meeting and entitled to vote are required:
 - (a) selling or transferring the undertaking of the company, in whole or in substantial part, to any other person;
 - (b) purchasing or taking a transfer of the undertaking of any other company or a private company to be owned by the company; or
 - (c) concluding, modifying or terminating any contract concerning the granting of a lease of the company's undertaking in whole or in substantial part, the entrusting of any other person to manage the business of the company, or an amalgamation of the undertaking with any other person with a view to sharing profits and loss;
- (3) in the case where a resolution of a meeting of shareholders in respect of any particular matter is otherwise specified by the company's articles of association to the effect of requiring a greater number of votes than that provided in (1) or (2), such requirement shall be complied with.
- Section 108 If a shareholder meeting was called or a resolution was passed with a failure to comply with or in contravention of the articles of association of the company or the provision of this Act, not less than five shareholders or shareholders representing not less than one-fifth of the total number of shares sold may make a motion to the court for an order to cancel a resolution passed at such meeting, provided that the motion shall be made within one month of the date the resolution was passed.

If the court orders cancellation of the resolution of the shareholder meeting under the first paragraph, the company shall notify the shareholders within one month of the date of the final judgment.

Section 112 The board of directors shall prepare the balance sheet and profit and loss account of the date ending the accounting period of the company to be put forth to the annual ordinary meeting of shareholders for consideration to approve.

The balance sheet and the profit and loss account to be prepared under paragraph one or be prepared during the course of the accounting year of the company for submission to the meeting of shareholders for consideration to approve the board of directors shall have them prepared and completed by the auditor before submission to the meeting of shareholders.

Section 115 No dividends shall be paid otherwise than out of profits. In the case where a company has incurred accumulated loss, no dividends may be paid.



Unless otherwise provided in the articles of association insofar as they are concerned with preference shares, dividends shall be distributed in accordance with the number of shares, with each share being accorded equal distribution, provided that payment of dividends must be upon approval by a meeting of shareholders.

If permitted by the articles of association of the company, the board of directors may, from time to time, pay interim dividends to shareholders when it is apparent that the company has such reasonable profits as to justify such payment, and, when dividends have been paid, the board of directors shall report it to the shareholders at the next meeting.

Payment of dividends shall be made within one month as from the date of the resolution of a meeting of shareholders or a meeting of directors, as the case may be, provided that it shall be notified in writing to the shareholders and a notice of payment of such dividends shall also be published in a newspaper.

- Section 116 The Company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital, unless the articles of association of the company or other laws require a larger amount of reserve fund.
- **Section 120** At an annual ordinary meeting of shareholders of each year, there shall be an appointment of an auditor and the determination of an audit fee of the company. In appointing an auditor, the former auditor may be re-appointed.



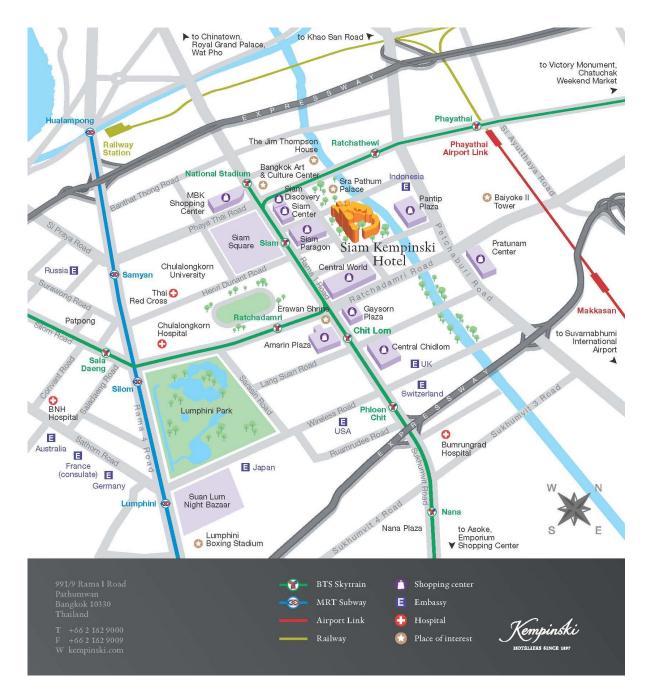
Annex 13 Map of Venue of the Annual General Meeting of Shareholders No. 1/2020



Map of Venue of the Annual General Meeting of Shareholders No. 1/2020

at Chadra Ballroom, Siam Kempinski Hotel Bangkok,

No. 991/9 Rama 1 Road, Pathumwan, Bangkok 10330, Thailand



Annex 14 COVID-19 Infection Risk Screening Form



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Indorama Ventures Public Company Limited

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แบบฟอร์มแสดงข้อมูล	มเพื่อการตรวจคัดกรองโรค COVID-19
	ุ มุ้น ประจำปี 2563 ในวันอังคารที่ 30 มิถุนายน 2563
-	ม โรงแรมสยาม เคมปินสกี้ กรุงเทพ
	ดปทุมวัน กรุงเทพมหานคร 10330 ประเทศไทย
	fection Risk Screening Form
	Meeting of Shareholders 2020 on 30 th June 2020 n, Siam Kempinski Hotel Bangkok,
	, Pathumwan, Bangkok 10330, Thailand
	ง ขอประโยชน์ในการป้องกันการแพร่ระบาดของโรคติดเชื้อไวรัสโคโรนา 2019
9 9 9	uthful medical statement for effective prevention of the spreading of the
disease /Covid-19.	
ชื่อ-สก <mark>ุล (Name</mark> – Surname)	หมายเลขโทรศัพท์ (Mobile Phone No.)
1 ท่านมีใข้ ≥ 37.5 ° C หรือไม่? Do you have a fever ≥ 3	7.5 ° C? 🛛 ใช่ (Yes) 🗖 ไม่ใช่ (No)
2. ท่านมีอาการดังต่อไปนี้หรือไม่? Do you have any of the	se symptoms?
เป็นไข้ Fever	🗋 ใช่ (Yes) 🛛 ไม่ใช่ (No)
ไข Cough	🗋 ใช่ (Yes) 🛛 ไม่ใช่ (No)
เจ็บคอ Sore throats	🗖 ใช่ (Yes) 🛛 ไม่ใช่ (No)
น้ำมูกไหล Runny nose	🗖 ใช่ (Yes) 🛛 ไม่ใช่ (No)
เหนื่อยหอบ breathing difficulties	🗋 ใช้ (Yes) 🛛 ไม่ใช้ (No)
 ท่านมีประวัติการเดินทางมาจากต่างประเทศ หรือมาจากท์ 	พื้นที่ที่มีการระบาดของโรคติดเชื้อไวรัสโคโรนา 2019 ใน 14 วันที่ผ่านม <mark>าหรือไม่?</mark>
Have you traveled / transited from any countries exc	ept Thailand or areas with COVID-19 outbreak within the past 14 days?
🗌 ใช่ (Yes) มาจาก	าประเทศ/ พื้นที่ I have traveled from:
🔲 ไม่ใช่ (No)	
 ท่านมีประวัติสัมผัสหรือใกล้ชิดกับผู้ป่วยที่ต้องสงสัยโรคติเ 	ดเชื้อไวรัสโคโรนา 2019 หรือไม่?
Have you been in physical contact with suspiciously	y COVID - 19 infected patients?
🗖 ใช่ (Yes)	
🔲 ไม่ใช่ (No)	
<u>หมายเหตุ</u> หากพบว่าท่านมีไข้ 37.5 ° C ขึ้นไป หรือมีอาการอย่	่างใดอย่างหนึ่งตามที่บริษัทระบุไว้ หรือมีประวัติการเดินทางมาจากต่างประเทศ
หรือพื้นที่ที่มีการระบาดของโรคติดเชื้อ COVID-19	ภายใน 14 วันที่ผ่านมา หรือมีประวัติสัมผัสใกล้ชิดกับผู้ป่วยที่ต้องสงสัยการติด
เชื้อ COVID-19 บริษัทขอให้ท่านโปรดดำเนินการมอ	อบฉันทะให้แก่กรรมการอิสระของบริษัท ด้วยการกรอกและส่งหนังสือมอบฉันทะ
แบบ ข. ให้แก่เจ้าหน้าที่ของบริษัท แทนการเข้าประ	ชุม และเดินทางกลับ พร้อมปฏิบัติตามคำแนะนำของกรมควบคุมโรค กระทรวง
สาธารณสุข ประเทศไทย	
If you have a fever (≥ 37.5 ° C); or any symptor	ns which indicates above; or traveled / transited from any countries except
Thailand or the COVID-19 outbreak areas with	in the past 14 days; or have been in contact with suspiciously COVID-19
infected patients, we would like to kindly ask fo	or your cooperation in granting proxy to our independent director to attend
the meeting on your behalf, by filing the Proxy	Form B and submit to our staff. You may then return to your resident and
follow the guideline of the Department of Diseas	se Control, Ministry of Public Health, Thailand.
ลงชื่อ/signed	
www.signed	

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