

Notice to Attend the Annual General Meeting of Shareholders No. 1/2021 of Indorama Ventures Public Company Limited on Tuesday 27<sup>th</sup> April 2021 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 12:00 p.m. only

You are requested to kindly follow the Guidelines, as stated in this Notice, for attending the Annual General Meeting of Shareholders No. 1/2021



Guidelines for attending the Annual General Meeting of Shareholders No. 1/2021 (the "Meeting") in view of the outbreak of the Coronavirus 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. This will limit number of available seats in the meeting room to a maximum of 300 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 visited or returned from any disease infected 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 zones in less than fourteen (14) days, 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 abovementioned reasons, are requested to appoint independent directors to be their proxies. 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 Nua, Wattana, Bangkok 10110, Thailand at least 3 (three) days before the meeting date of 27th April 2021.
- 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. The Meeting will be 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 <a href="IVL.ComSec@indorama.net">IVL.ComSec@indorama.net</a> 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 above-mentioned Guidelines are subject to change in accordance with the posted guidelines, rules, and/or regulations issued by the Bangkok Metropolitan Administration, 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 <a href="https://www.indoramaventures.com">https://www.indoramaventures.com</a>.

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



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Ref.No. IVL001/03/2021

11th March 2021

Subject: Invitation to attend the Annual General Meeting of Shareholders No. 1/2021

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. 1/2021 on Tuesday 27<sup>th</sup> April 2021 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:

Agenda 1 To acknowledge the report on the Company's operational results for the

year 2020

Objective and Reason The report of the Company's operational results for the year 2020, 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 2020 to the Meeting of Shareholders for acknowledgement. Details are provided in the 2020 Annual Report, which can be downloaded from the QR

Code as provided in Annex 1.

**Voting:** 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 31st December 2020

<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 31st December 2020 as provided in the 2020 Annual Report has been audited by the Certified Public Accountant and reviewed by the Audit Committee and approved by the Board

of Directors.



#### The Board's Opinion

It is considered appropriate for the Meeting of Shareholders to approve the Balance Sheet and Profit and Loss Account for the year ended 31<sup>st</sup> December 2020 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 2020 Annual Report, which can be downloaded from the QR Code as provided in Annex 1.

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 3

To consider and approve the dividend payment from the Company's 2020 operating results

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.

**The Board's Opinion** 

It is considered appropriate for the Meeting of Shareholders to approve the final dividend payment from 2020 operating results to Shareholders at the rate of Baht 0.70 per share. The Company has already paid an interim dividend at the rate of: (i) Baht 0.175 per share on 11<sup>th</sup> June 2020; (ii) Baht 0.175 per share on 10<sup>th</sup> September 2020; and (iii) Baht 0.175 per share on 9<sup>th</sup> December 2020, respectively.

Subject to the approval of the Shareholders, the remaining dividend at the rate of Baht 0.175 per share or amounting to Baht 982,546,583.90 will be paid on 20<sup>th</sup> May 2021. The record date for specifying the list of Shareholders who have right to receive dividend shall be on 7<sup>th</sup> May 2021. Details of the dividend payments are provided in Annex 2.

The Board of Directors' Meeting opined that the total dividend payout ratio for the year 2020 is appropriate and in line with the Company's dividend payment policy.



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:

> 1. Mr. Sri Prakash Lohia Non-Executive Director and Chairman of

> > the Board:

2. Mr. Aloke Lohia Executive Director, Vice Chairman of the

> Board, Chairman of the Sustainability and Risk Management Committee, and

Group Chief Executive Officer;

3. Mr. Amit Lohia Non-Executive Director;

4. Mr. Russell Leighton Kekuewa Independent Director, Chairman of the

> Nomination, Compensation and Corporate Governance Committee, and Member of the Sustainability and Risk

Management Committee:

Executive Director, Member of the 5. Mr. Udey Paul Singh Gill

> Sustainability and Risk Management Committee, and Chief Strategy Officer;

6. Mr. Chakramon Phasukavanich\* Independent Director and Member of the

Nomination, Compensation and

Corporate Governance Committee.

Mr. Chakramon Phasukavanich is ineligible for 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 3rd September 2020 to 31st December 2020 and also informed through the Stock Exchange of Thailand. There was no proposal received from any Shareholders.



The directors retiring by rotation, namely, (1) Mr. Sri Prakash Lohia, (2) Mr. Aloke Lohia, (3) Mr. Amit Lohia, (4) Mr. Russell Leighton Kekuewa, and (5) Mr. Udey Paul Singh Gill, 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, Mr. Russell Leighton Kekuewa is independent director 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 director would continue for more than 7 years (but less than 9 years). He satisfies the Company's nomination and other relevant criteria for continuing as independent directors. During his term of directorship, he has also performed his duties well and he has brought his 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 Mr. Russell Leighton Kekuewa and his contribution to the Company during his past tenure, deemed it appropriate to reappoint him for another term and thus recommended his reappointment to the Board.

With regard to the vacancy from the retirement by rotation of Mr. Chakramon Phasukavanich, who is ineligible for re-election as he has attained the Mandatory Retirement Age Criteria as specified in the Board of Directors Charter, the NCCG Committee nominated Mr. Michael George DeSombre, as an independent director to fill in the vacancy.

#### **The Board's Opinion**

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. Sri Prakash Lohia, (2) Mr. Aloke Lohia, (3) Mr. Amit Lohia, (4) Mr. Russell Leighton Kekuewa, and (5) Mr. Udey Paul Singh Gill, 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 Mr. Michael George DeSombre, as an Independent Director who possesses suitable qualifications, experience and expertise that would be beneficial to the Company in replacement of Mr. Chakramon Phasukavanich who has retired by rotation.

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.

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 5

#### To consider and approve the remuneration of Directors for the Year 2021

Objective and Reason In 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 2021 as recommended by the NCCG Committee to the Board as not exceeding Baht 22,000,000. 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 2021

#### 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 2021 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 2021. 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 2021 is proposed as not exceeding Baht 8,800,000.

#### The Board's Opinion

It 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 2021 and fix the audit fee for the year 2021 as not exceeding 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 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 always concerned over Shareholder's health and safety in view of the current crisis due to the outbreak of the Coronavirus 2019 (COVID-19) and would like to request that Shareholders strictly follow our guidelines for attending the Annual General Meeting of Shareholders No. 1/2021 enclosed herewith this Notice. These guidelines may change in accordance with the recommendations of the Bangkok Metropolitan Administration and/or the Thai Government as applicable at the meeting date. The Company will publicize the updated guidelines (if any) on the Company's website at <a href="https://www.indoramaventures.com">www.indoramaventures.com</a> in the Investor Relations Section » Shareholders Center » AGM/EGM Information and inform through the Stock Exchange of Thailand.

The Company will arrange the meeting venue with appropriate social distancing. This may limit number of available seats in the meeting room to a maximum number 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 <a href="https://www.indoramaventures.com">www.indoramaventures.com</a> 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 27<sup>th</sup> April 2021.

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 10 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, 32<sup>nd</sup> Floor, Soi Sukhumvit 19 (Wattana), Klongtoey Nua, Wattana, Bangkok 10110, Thailand or by email to <a href="IVL.ComSec@indorama.net">IVL.ComSec@indorama.net</a> or by fax to 02-665-7090, and provide the contact information.

Any Shareholders who wish to receive a printed copy of our 2020 Annual Report should contact the Company Secretary Department, address as given above.

In addition, the Company may require to collect personal data of the Shareholders, such as name and surname, nationality, national identification number (or passport number), the date of birth, age, address, shareholder's registration number, telephone number, email address (if any), any sound or video recordings, photography or health information for COVID-19 screening procedure. For this, the Company will follow the guideline for security and privacy in respect of the personal data as provided in Annex 12.

The Board has resolved to determine the names of shareholders who have right to attend the Annual General Meeting of Shareholders No. 1/2021 shall be recorded on 11<sup>th</sup> March 2021 (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

(Mr. Souvik Roy Chowdhury)

**Company Secretary** 

For and on behalf of the Board of Directors



QR Code of the 2020 Annual Report (including Audited Financial Statements) of the Company



### QR Code of the 2020 Annual Report\*



Please scan the QR Code to access information on the Company's operational results for the year 2020 (Agenda No. 1) and the Balance Sheet and Profit and Loss Accounts for the year ended 31<sup>st</sup> December 2020 (Agenda No. 2).

In addition, Shareholders may download the 2020 Annual Report from our website at <a href="https://www.indoramaventures.com">www.indoramaventures.com</a> in the "Investor Relations Section" >> Report >> Form 56-2 Annual Report.

Remark: \* The 2020 Annual Report will be available from 26th March 2021.

#### 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.



Information on the Dividend Payment from the Company's 2020 Operating Results



#### For Consideration of Agenda No. 3:

To consider and approve the dividend payment from the Company's 2020 operating results

#### 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.

#### Proposed Dividend Payment

The Board of Directors' Meeting No. 2/2021 held on 24<sup>th</sup> February 2021 resolved the payment of dividend from the profit of Company's 2020 operating results to shareholders at the rate of Baht 0.70 per share. The Company has already paid an interim dividend at the rate of: (i) Baht 0.175 per share on 11<sup>th</sup> June 2020; (ii) Baht 0.175 per share on 10<sup>th</sup> September 2020; and (iii) Baht 0.175 per share on 9<sup>th</sup> December 2020, respectively.

Subject to the approval of the shareholders, the remaining dividend at the rate of Baht 0.175 per share or amounting to Baht 982,546,583.90 will be paid on 20<sup>th</sup> May 2021.

Details of dividend payment for the performance year 2020 compared with the year 2019 are as follows:

| Details of Dividend Payment  | 2020          | 2019          |
|--|---------------|---------------|
| Final Dividend per share for the Year (Baht per share)                   | 0.70          | 1.225         |
| - 1st Interim dividend paid during the year (Baht per share)             | 0.175         | 0.35          |
| - 2 <sup>nd</sup> interim dividend paid during the year (Baht per share) | 0.175         | 0.35          |
| - 3 <sup>rd</sup> interim dividend paid during the year (Baht per share) | 0.175         | 0.35          |
| - Final/ 4 <sup>th</sup> interim dividend (Baht per share)               | 0.175         | 0.175         |
| Total amount of the dividend (Million Baht)                              | 3,930.19      | 6,877.83      |
| Net profit of IVL Company only (Million Baht)                            | 7,246.56      | 11,072.57     |
| Dividend payout ratio based on Company's net profit                      | 54.24%        | 62.12%        |
| Number of shares having the right to receive dividend                    | 5,614,551,908 | 5,614,551,908 |

The record date for specifying the list of shareholders who have right to receive dividend shall be on 7<sup>th</sup> May 2021.



- **Remark:** 1. 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; and
  - 2. The dividend is being paid from the non-taxable income of the Company. The withholding-tax deducted on dividend is non-refundable.



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



#### 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. Sri Prakash Lohia

**Director Type:** Non - Executive Director **Present Position:** Chairman of the Board

68 Age:

Family Relation with Other

**Executives:** 

Brother of Mr. Aloke Lohia and Father of Mr. Amit Lohia

**Appointment Date of** 

**Directorship:** 

19th September 2009



IVL:

No. of Years as Director of 11 Years 7 Months (as on April 2021)

**Education:** Bachelor of Commerce, Delhi University, India

Role of the Director and the Board Program 2017, Institute of **Training Program:** 

Directors (IOD), London, UK

**Working Experience** 

Other Listed Companies in SET / MAI

- None -

Other Companies and/or Organizations (13 Companies/Organizations)

(as on 31st December 2020)

Present President Commissioner of other subsidiaries of Indorama Ventures

Public Company Limited (5 Companies)

2014 - Present Chairman

Industries Chimiques Du Senegal S.A.

2012 - Present Chairman

Indorama Eleme Fertilizer & Chemicals Limited

2012 - Present Director

Indorama Services UK Ltd.

2012 - Present Commissioner

PT. Irama Unggul

2010 - Present Director

Indorama Commerce DMCC

2009 - Present Chairman

Indorama Corporation Pte. Ltd



2009 - Present President Commissioner

PT. Indo-Rama Synthetics Tbk

2006 - Present Chairman

Indorama Eleme Petrochemicals Limited

Connected business that may have Conflicts of

may have Conflicts of Interest:

% of shareholding in IVL (as of 31<sup>st</sup> December 2020)

- None -

- None -

**Meeting Attendance:** 

Board Meeting: 5 meetings in total\*; 5 meetings attended

Legal Dispute during the

past 10 years:

- None -

Remark: \* In the first part of the year 2020, before online meetings for overseas directors were allowed, directors (\*) residing outside the country could not physically travel to Thailand due to an international travel ban on account of COVID-19 pandemic. Their absence from meetings during this period has not been considered for attendance purpose.



Name: Mr. Aloke Lohia **Director Type: Executive Director** 

**Present Position:** Vice Chairman of the Board, Chairman of

> the Sustainability and Risk Management Committee and Group Chief Executive

Officer

62 Age:

**Family Relation with Other** 

**Executives:** 

Spouse of Mrs. Suchitra Lohia and Brother

of Mr. Sri Prakash Lohia

**Appointment Date of** 

**Directorship:** 

**Education:** 

19th September 2009

No. of Years as Director of

IVL:

11 Years 7 Months (as on April 2021)

Honorary PhD Degree of Business Administration, Rajamangala

University of Technology Thanyaburi, Thailand Bachelor of Commerce, Delhi University, India

Thai Institute of Directors (IOD), Thailand **Training Program:** 

Director Accreditation Program (DAP) Class 65/2007

#### **Working Experience**

#### Other Listed Companies in SET / MAI

- None -

Other Companies and/or Organizations (16 Companies/Organizations)

(as on 31st December 2020)

Present Chairman, Director and Commissioner of other subsidiaries of

Indorama Ventures Public Company Limited (6 Companies)

2016 - Present Director

Viraa Limited

2015 - Present Director

Capialla Limited

2014 - Present Director

Aurelius Holdings Limited

2012 - Present Director

Vega Aviation Limited

2012 - Present Director

**Brookgrange Investments Limited** 

2011 - Present Director

Auctus Holdings Limited

2009 - Present Chairman

Indorama Resources Limited

2008 - Present Chairman

Beacon Chemicals Ltd



2004 - Present Director

Canopus International Limited

1997 – Present Director

**VOX Investment Limited** 

Connected business that may have Conflicts of

Interest:

% of shareholding in IVL (as of 31<sup>st</sup> December 2020)

1,000,010 shares or 0.018%

**Meeting Attendance:** 

Board Meeting: 7 meetings in total; 7 meetings attended

- None -

Sustainability and Risk Management Committee:

3 meetings in total; 3 meetings attended

Legal Dispute during the past 10 years:

- None -



Name: Mr. Amit Lohia

**Director Type:** Non - Executive Director

**Present Position:** 

Age: 46

Family Relation with Other

Son of Mr. Sri Prakash Lohia and nephew of

**Executives:** Mr. Aloke Lohia

**Appointment Date of** 

Directorship:

**Education:** 

19th September 2009

IVL:

No. of Years as Director of 11 Years 7 Months (as on April 2021)

Bachelor of Economics and Finance, Wharton School of

Business, USA

**Training Program:** - None -

Working Experience

Other Listed Companies in SET / MAI

- None -

Other Companies and/or Organizations (12 Companies/Organizations)

(as on 31st December 2020)

Commissioner of the other subsidiaries of Indorama Ventures Public Present

Company Limited (5 Companies)

2016 - Present Director

Indorama Services UK Ltd.

2014 - Present Vice Chairman

Industries Chimiques Du Senegal S.A.

2013 - Present Vice President Commissioner

PT. Indo-Rama Synthetics Tbk

2012 - Present Vice Chairman

Indorama Eleme Fertilizer & Chemicals Limited

2009 - Present Vice Chairman

Indorama Corporation Pte. Ltd.

2006 - Present Vice Chairman

Indorama Eleme Petrochemicals Limited

2004 - Present Director

IRS Universal Pte. Ltd.

**Connected business that** may have Conflicts of

Interest:

- None -

% of shareholding in IVL (as of 31st December 2020) - None -



**Meeting Attendance:** 

**Board Meeting:** 5 meetings in total\*; 4 meetings attended - None -

Legal Dispute during the

past 10 years:

In the first part of the year 2020, before online meetings for overseas directors were allowed, directors (\*) residing outside the country could not physically travel to Thailand due to an international travel ban on account of COVID-19 pandemic. Their absence from meetings during this period has not been considered for attendance purpose.



Name: Mr. Russell Leighton Kekuewa

**Director Type:** Independent Director **Present Position:** Independent Director

Chairman of the Nomination,

Compensation and Corporate Governance

Committee

Member of Sustainability and Risk

**Management Committee** 

Age: 66

**Family Relation with Other** 

**Executives:** 

- None -

Appointment Date of

**Directorship:** 

**Education:** 

20th October 2014

IVL:

No. of Years as Director of 6 Years 6 Months (as on April 2021)

IVL (if he is re-elected):

No. of Years as Director of 8 Years 6 Months (as on April 2023)

Master of Science Industrial Engineering and Engineering Management, Stanford University, Stanford, California, USA

Bachelor of Science Civil Engineering, University of the Pacific

Stockton, California, USA

**Training Program:** Thai Institute of Directors (IOD), Thailand

Director Certification Program (DCP) Class No.196/2014

Strategic Board Master Class (SBM) Class No.3/2018

#### **Working Experience**

Other Listed Companies in SET / MAI (2 Companies)

**Bangkok Post Public Company Limited** 2016 - Present

Independent Director and Chairman of the Risk Management

Committee

2015 - Present **Boutique Corporation Public Company Limited** 

Independent Director Member of Audit and Corporate Governance

Committee and Chairman of Nomination and Remuneration

Committee

Other Companies and/or Organizations

(as on 31st December 2020)

-None-

Connected business that may have Conflicts of

- None -

Interest:

% of shareholding in IVL (as of 31st December 2020) 750,000 shares or 0.013%



**Meeting Attendance:** 

Board Meeting: 7 meetings in total; 6 meetings attended

Nomination, Compensation 3 meetings in total; 3 meetings attended

and Corporate Governance Committee:

Sustainability and Risk

Management Committee Meeting:

3 meetings in total; 3 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  |   |   |
|---|---|---|
| 1. Being a director that has a management authority, staff, employee or advisor on  |   | ✓ |
| regular retainer  |   |   |
| 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.                                   |   |   |



Name: Mr. Udey Paul Singh Gill

**Director Type: Executive Director Present Position: Executive Director** 

Member of the Sustainability and Risk

Management Committee

Chief Strategy Officer

Age: 67

Family Relation with Other

**Executives:** 

- None -

**Appointment Date of** 

Directorship:

**Education:** 

27th April 2011

No. of Years as Director of

IVL:

10 Years (as on April 2021)

MBA (Marketing Management) College of Basic Sciences, PAU, Ludhiana, Punjab, India The Institute of Chartered Accountants of India, India

International Trade, Fulbright Scholar, University of California, USA

BSc. (Hons), PAU, Ludhiana Punjab, India

**Training Program:** Thai Institute of Directors (IOD), Thailand

Director Accreditation Program (DAP), Class No. 95/2012

Thai Institute of Directors, Thailand

Director Certification Program (DCP), Class No. 182/2013 Thai Institute of Directors, Thailand

#### **Working Experience**

Other Listed Companies in SET / MAI

- None -

Other Companies and/or Organizations (22 Companies/Organizations)

(as on 31st December 2020)

Present Chairman, President Director, Director, and CEO of other

subsidiaries of Indorama Ventures Public Company Limited

(20 Companies)

2020 - Present **Board Member** 

International Textile Manufacturers Federation (ITMF)

2020 - Present **Advisory Board** 

"BIOTEXFUTURE" Research Project of RWTH Aachen University

and Adidas AG

Connected business that may have Conflicts of

Interest:

- None -

% of shareholding in IVL (as of 31st December 2020) 141,949 shares or 0.003%



**Meeting Attendance:** 

Board Meeting: 6 meetings in total\*; 6 meetings attended

Sustainability and Risk 3 meetings in total; 3 meetings attended Management Committee

Meeting:

Legal Dispute during the - None -

past 10 years:

Remark: \* In the first part of the year 2020, before online meetings for overseas directors were allowed, directors (\*) residing outside the country could not physically travel to Thailand due to an international travel ban on account of COVID-19 pandemic. Their absence from meetings during this period has not been considered for attendance purpose.



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

Name: Mr. Michael George DeSombre

Director Type: Independent Director

Age: 52

Family Relation with Other Executives:

- None -



**Education:** 

- Magna cum laude; Reginald Lewis prize in international business law, J.D. Harvard Law School, USA
- Master of Arts in East Asian Studies, Stanford University, USA
- Bachelor of Arts in Quantitative Economics, Stanford University, USA

#### **Working Experience**

Other Listed Companies in SET / MAI

- None -

Other Companies and/or Organizations (as on 24th February 2021)

- None -

Past Work Experience:

2020 - 2021 United States Ambassador to the Kingdom of Thailand

2015 - 2020 Chairman of the Board

SAVE THE CHILDREN HONG KONG

1995 - 2020 Partner

Sullivan & Cromwell LLP – New York and Hong Kong

Connected business that may have Conflicts of

Interest:

- None -

% of shareholding in IVL (as of 24<sup>th</sup> February 2021)

- 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 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.                                   |     |    |



#### 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.



Information on the Remuneration of Directors for the Year 2021



### For Consideration of Agenda No. 5:

#### To consider and approve the remuneration of Directors for the Year 2021

#### Proposed remuneration for the year 2021

The Board reviewed and recommended to the Shareholders the remuneration of the Independent and Non-Executive Directors for the year 2021 and the annual bonus for all IVL Directors payable for the year 2020 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. 2/2021 dated 24<sup>th</sup> February 2021 has considered the remuneration of Directors for the year 2021 as recommended by the NCCG Committee as not exceeding Baht 22,000,000. The Board has resolved to recommend to the Annual General Meeting of



Shareholders No. 1/2021 to approve the remuneration of Directors for the year 2021 with comparison with previous year as follows:

#### **Total Remuneration**

|   | 2020<br>Actual (Baht) | 2021<br>Proposed (Baht) |
|---|-----------------------|-------------------------|
| Approved/Proposed for Shareholders approval | 27,000,000            | 22,000,000*             |
| Actual Paid/Payable for the year            | 26,220,000            | 21,220,000              |

<sup>\*</sup> 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 2021.

#### 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<br>Amount (Baht) | 2020<br>Actual Paid<br>(Baht) | 2021<br>Proposed Amount<br>(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             | 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                       | 200,000                           |
| 10  | Mr. Tevin Vongvanich                 | 50,000/Month             | 600,000                       | 600,000                           |
| 11  | Mrs. Kaisri Nuengsigkapian*          | 50,000/Month             | 300,000                       | 600,000                           |
| 12  | Mr. Michael George DeSombre**        | 50,000/Month             | -                             | 400,000                           |
|     | Total                                | maid um ta luna 200      | 6,300,000                     | 6,300,000                         |

<sup>\*</sup> For 2020, Mr. Maris Samaram's remuneration paid up to June 2020 (6 months) and Mrs. Kaisri Nuengsigkapian's remuneration paid from July 2020 (6 months).

<sup>\*\*</sup> For 2021, Mr. Chakramon Phasukavanich's remuneration is payable up to April 2021 (4 months) and Mr. Michael George DeSombre's remuneration is payable from May 2021 (8 months) subject to the Shareholders' approval.



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

| No. | Members                           | Current<br>Amount (Baht) | 2020<br>Actual Paid (Baht) | 2021<br>Proposed Amount<br>(Baht) |
|-----|-----------------------------------|--------------------------|----------------------------|-----------------------------------|
| 1   | Mr. Rathian Srimongkol (Chairman) | 75,000/Month             | 900,000                    | 900,000                           |
| 2   | Mr. Maris Samaram*                | 50,000/Month             | 300,000                    | -                                 |
| 3   | Dr. Siri Ganjarerndee             | 50,000/Month             | 600,000                    | 600,000                           |
| 4   | Mr. Tevin Vongvanich*             | 50,000/Month             | 300,000                    | 600,000                           |
|     | Total                             |                          | 2,100,000                  | 2,100,000                         |

<sup>\*</sup> For 2020, Mr. Maris Samaram's remuneration paid up to June 2020 (6 months) and Mr. Tevin Vongvanich's remuneration 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<br>Amount (Baht) | 2020<br>Actual Paid (Baht) | 2021<br>Proposed Amount<br>(Baht) |
|-----|---|--------------------------|----------------------------|-----------------------------------|
| 1   | Mr. Russell Leighton Kekuewa (Chairman) | 35,000/Month             | 420,000                    | 420,000                           |
| 2   | Mr. William Ellwood Heinecke            | 25,000/Month             | 300,000                    | 300,000                           |
| 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                    | 100,000                           |
| 6   | Mrs. Kaisri Nuengsigkapian*             | 25,000/Month             | -                          | 200,000                           |
|     | Total                                   |                          | 1,620,000                  | 1,620,000                         |

<sup>\*</sup> For 2021, Mr. Chakramon Phasukavanich's remuneration is payable up to April 2021 (4 months) and Mrs. Kaisri Nuengsigkapian's remuneration is payable from May 2021 (8 months).

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

| No. | Members                      | Current<br>Amount (Baht) | 2020<br>Actual Paid (Baht) | 2021<br>Proposed Amount<br>(Baht) |
|-----|------------------------------|--------------------------|----------------------------|-----------------------------------|
| 1   | Mr. Rathian Srimongkol       | 25,000/Month             | 300,000                    | 300,000                           |
| 2   | Mr. Russell Leighton Kekuewa | 25,000/Month             | 300,000                    | 300,000                           |
| 3   | Mr. Kanit Si                 | 25,000/Month             | 300,000                    | 300,000                           |
| 4   | Mr. Tevin Vongvanich         | 25,000/Month             | 300,000                    | 300,000                           |
|     | Total                        |                          | 1,200,000                  | 1,200,000                         |



#### 2) Bonus for all Directors on the Board

| No. | Directors                             | 2020 Bonus <sup>+</sup><br>Actual Paid (Baht) | 2021 Proposed Bonus**<br>(Baht) |
|-----|---------------------------------------|---|---------------------------------|
| 1   | Mr. Sri Prakash Lohia                 | 1,034,480                                     | 869,570                         |
| 2   | Mr. Aloke Lohia                       | 1,551,720                                     | 869,570                         |
| 3   | Mrs. Suchitra Lohia                   | 1,034,480                                     | 579,710                         |
| 4   | Mr. Amit Lohia                        | 517,240                                       | 434,780                         |
| 5   | Mr. Yasho <mark>vardhan Lohi</mark> a | 517,260                                       | 579,700                         |
| 6   | Mr. Dilip Kumar Agarwal               | 775,860                                       | 579,710                         |
| 7   | Mr. Udey Paul Singh Gill              | 775,860                                       | 579,710                         |
| 8   | Mr. Sanjay Ahuja                      | 775,860                                       | 579,710                         |
| 9   | Mr. Rathian Srimongkol                | 1,293,100                                     | 869,570                         |
| 10  | Mr. Maris Samaram*                    | 1,034,480                                     | 144,930                         |
| 11  | Mr. William Ellwood Heinecke          | 1,034,480                                     | 579,710                         |
| 12  | Dr. Siri Ganjarerndee                 | 1,034,480                                     | 579,710                         |
| 13  | Mr. Kanit Si                          | 1,034,480                                     | 579,710                         |
| 14  | Mr. Russell Leighton Kekuewa          | 1,034,480                                     | 579,710                         |
| 15  | Mr. Chakramon Phasukavanich           | 1,034,480                                     | 579,710                         |
| 16  | Mr. Tevin Vongvanich                  | 517,260                                       | 579,710                         |
| 17  | Mrs. Kaisri Nuengsigkapian*           | -   | 434,780                         |
|     | Total                                 | 15,000,000                                    | 10,000,000                      |

<sup>&</sup>lt;sup>+</sup> Based on 2019 performance.

#### 3) Other Remuneration and/or Benefits

-None-

<sup>\*\*</sup> Based on 2020 performance.

<sup>\*</sup> Mrs. Kaisri Nuengsigkapian was elected, as an Independent Director, in replacement of Mr. Maris Samaram who retired by rotation and opted out from re-election at the Shareholders' Meeting No. 1/2020 held on 30<sup>th</sup> June 2020.



Information on the Company's Auditor and Audit Fee for the Year 2021



# For Consideration of Agenda No. 6:

To consider and appoint the Company's auditor and fix the audit fee for the year 2021

Information on Proposed Auditor of the Company and Audit Fee for the Year 2021

# **Audit Committee's Opinion**

The Audit Committee Meeting No. 2/2021 held on 23<sup>th</sup> February 2021 expressed their satisfaction on the audit performance and efforts of KPMG Phoomchai Audit Limited for the financial year ended 2020 and recommended to the Board for their reappointment together with the audit fee as not exceeding Baht 8,800,000 for the year 2021 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. 2/2021 held on 24<sup>th</sup> February 2021, considered and recommend to the Shareholders for reappointing the Company's auditors, KPMG Phoomchai Audit Limited, and fixing the audit fee for the year 2021 as follows:

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

|                              |      | Number of years certifi<br>Company's financial state |   |  |
|------------------------------|------|--|---|--|
| 1. Mr. Sumate Jangsamsee     | 9362 | -  | 2 |  |
| 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 2021

The proposed audit fee of the Company for the year 2021 shall not be exceeding Baht 8,800,000 excluding out of pocket expenses.

#### Comparison of the Company audit fee with the previous year

| Description      | Paid in<br>2020 (Baht) | Proposed for 2021 (Baht) | Increase (%) |
|------------------|------------------------|--------------------------|--------------|
| Annual Audit Fee | 8,800,000              | 8,800,000                | 0%           |

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  | 2019<br>(Million Baht) | 2020*<br>(Million Baht) |
|----|--|------------------------|-------------------------|
| 1. | The total audit fees for IVL and all its subsidiaries, jointly-controlled entities and associates globally   | 184                    | 208                     |
|    | <ul> <li>a) Payment to KPMG Phoomchai Audit Limited and other members firms of KPMG Phoomchai Audit Limited</li> <li>b) Other Audit firms</li> </ul> | 159<br>25              | 179<br>29               |
| 2. | The total non-audit fees paid to member firms of KPMG International other than KPMG Phoomchai Audit Limited**  | 161                    | 73                      |

<sup>\*</sup> The increase in Audit fee is on the account of the acquisitions completed in year 2020.

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



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. 1/2021 at Chadra Ballroom, Siam Kempinski Hotel Bangkok, No. 991/9, Rama 1 Road, Bangkok 10330, Thailand on Tuesday 27<sup>th</sup> April 2021 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: Mr. Rathian Srimongkol

Positions: Lead Independent Director;

Vice Chairman of the Board;

Chairman of the Audit Committee; and

Member of the Sustainability and Risk Management Committee

Age: 61 years

Address: 75/80-81 Ocean Tower 2, 32nd Floor, Soi Sukhumvit 19 (Wattana),

Klongtoey Nua, Wattana, Bangkok 10110, Thailand

Interests in the agenda item(s) of this Meeting

Agenda Nos. 1, 2, 3, 4, 5 and 6

Interest

No

2 Name: Dr. Siri Ganjarerndee Positions: Independent Director:

Member of the Audit Committee; and

Member of the Nomination, Compensation and Corporate Governance

Committee

Age: 72 years

Address: 75/80-81 Ocean Tower 2, 32<sup>nd</sup> Floor, Soi Sukhumvit 19 (Wattana),

Klongtoey Nua, Wattana, Bangkok 10110, Thailand

Interests in the agenda item(s) of this Meeting

Interest

Agenda Nos. 1, 2, 3, 4, 5 and 6

No

3 Name: Mr. Tevin Vongvanich Positions: Independent Director;

Member of the Audit Committee; and

Member of the Sustainability and Risk Management Committee

Age: 62 years

Address: 75/80-81 Ocean Tower 2, 32<sup>nd</sup> Floor, Soi Sukhumvit 19 (Wattana),

Klongtoey Nua, Wattana, Bangkok 10110, Thailand

Interests in the agenda item(s) of this Meeting

Agenda Nos. 1, 2, 3, 4, 5 and 6

Interest

No



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 10 (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 27th April 2021 at the following address:

Attention: Company Secretary Department

Indorama Ventures Public Company Limited

75/80-81 Ocean Tower 2, 32<sup>nd</sup> Floor

Soi Sukhumvit 19 (Wattana), Klongtoey Nua

Wattana, Bangkok 10110, Thailand



**Proxy Form A** 



(Affixed Stamp Duty Baht 20)

# **Proxy Form A**

|   |   | Written at   | Year   |                             |
|---|---|--|--|-----------------------------|
|   |   |  |  |                             |
| (1) I/We  | Nationality   | Residing at  | Road_<br>Post Code_  |                             |
| DistrictA   | umphur  | Province   | Post Code  |                             |
|   | share(s) an   |  | d (the " <b>Company</b> "), holdi<br>equivalent to                                 |                             |
| Ordinary share for  | share(s), havir   | ng voting right to vote e  | quivalent to   | vote(s)                     |
| (3) Hereby authorize  |   |  |  |                             |
| (1) Name  |   |  | Age<br>Aumphur   | years                       |
| Residing at   | Road  | District   | Aumphur  |                             |
| Province  | Post Code   | or   |  |                             |
| (2) Name  |   |  | Age  | vears                       |
| Residing at   | Road  | District   | Aumphur  | ,                           |
| Province  | Post Code   | or   |  |                             |
| (O) NI  |   |  | •  |                             |
| (3) Name  | Pood  | District   | Age<br>Aumphur   | years                       |
| Province  | Noau<br>Post Code   | District   | Aumphui  |                             |
| Shareholders' No. 1/2<br>at Chadra Ballroom, Sia<br>10330, Thailand or sucl | <b>021</b> of the Company warm Kempinski Hotel Ba<br>n other date, time and p | hich will be held on <b>Tu</b> o<br>angkok, No.991/9, Ram<br>blace as the meeting ma | the Annual General Mesday 27th April 2021 at a 1 Road, Pathumwan, ay be adjourned. | <b>2.00 p.m.</b><br>Bangkok |
| myself/ourselves.   | THE PIONY III HIIS INC  | curing small be decimed  | to be the detions pend   | Jillied by                  |
|   |   | Signed   |  | Grantor<br>_)               |
|   |   | Signed   |  | Proxy<br>_)                 |
|   |   | Signed   |  | Proxy<br>_)                 |
|   |   | 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.



**Proxy Form B** 



(Affixed Stamp Duty Baht 20)

# Proxy Form (Form B)

| Shareholder Registration No         |   |   |                          |  |
|-------------------------------------|---|---|--------------------------|--|
|                                     |   |   |                          |  |
|                                     |   | Date Month  | Year                     |  |
| Residing at No                      | Road  | Nationality Sub-DistrictPostal Code   |                          |  |
|                                     |   | Company Limited (the "Company"), e (s) and having the voting right equiva   |                          |  |
| Ordinar                             | y shareshare(s                                    | s), having the voting right equivalent to   | ovote(s).                |  |
| (3) hereby autho                    | rize  |   |                          |  |
| Residing at No                      | Road  | Age Sub-District  |                          |  |
| District                            | Province  | Postal Code   | or                       |  |
|                                     |   | Age   |                          |  |
|                                     |   | Sub-DistrictPostal Code   |                          |  |
| District                            | Tovilice  | Ostal Code  |                          |  |
|                                     |   | Age   |                          |  |
|                                     |   | Sub-DistrictPostal Code   |                          |  |
| District                            | Flovilice   | Fostal Code   |                          |  |
| Shareholders No<br>Ballroom, Siam k | o. 1/2021 of the Company, which wil               | d and vote on my behalf at <b>the Annu</b><br>l be held on <b>Tuesday 27<sup>th</sup> April 2021</b> a<br>Rama 1 Road, Pathumwan, Bangkok | at 02.00 p.m., at Chadra |  |
| (4) I/We hereby a                   | authorize the proxy holder to vote on             | my behalf at this meeting as follows:   |                          |  |
| ☐ Agenda 1: To                      | acknowledge the report on the Com                 | pany's operational results for the year   | 2020                     |  |
|                                     | consider and approve the Balance cember 2020      | Sheet and Profit and Loss Accounts  | for the year ended 31st  |  |
| □ (a)                               | The proxy holder shall be entitled to appropriate | o consider and resolve in lieu of me in   | all respects as deemed   |  |
| □ (b)                               | The proxy holder shall vote in accord ☐ Approve   | rdance with my wish as follows:  □ Disapprove   | ☐ Abstain                |  |
| □ Agenda 3: To                      | consider and approve the dividend pa              | yment from the Company's 2020 opera   | ting results             |  |
| □ (a)                               | The proxy holder shall be entitled to appropriate | o consider and resolve in lieu of me in   | all respects as deemed   |  |
| □ (b)                               | The proxy holder shall vote in accord ☐ Approve   | rdance with my wish as follows: ☐ Disapprove  | ☐ Abstain                |  |



| □ Age | enda 4: To | consider and approve the election                                       | of dire | ectors in replacement of those where      | no retir | e by rotation      |
|-------|------------|---|---------|---|----------|--------------------|
|       | □ (a)      | The proxy holder shall be entitled appropriate                          | to cor  | nsider and resolve in lieu of me in       | all re   | spects as deemed   |
|       | □ (b)      | The proxy holder shall vote in acc                                      | cordan  | ce with my wish as follows:               |          |                    |
|       | 4.1        | Mr. Sri Prakash Lohia<br>□ Approve                                      | 0       | Disapprove                                |          | Abstain            |
|       | 4.2        | Mr. Aloke Lohia Approve   | _       | Disapprove                                |          | Abstain            |
|       | 4.3        | Mr. Amit Lohia ☐ Approve  |         | Disapprove                                |          | Abstain            |
|       | 4.4        | Mr. Russell Leighton Kekuewa  ☐ Approve                                 |         | Disapprove                                |          | Abstain            |
|       | 4.5        | Mr. Udey Paul Singh Gill ☐ Approve                                      |         | Disapprove                                |          | Abstain            |
|       | 4.6        | Mr. Michael George DeSombre  ☐ Approve                                  |         | Disapprove                                |          | Abstain            |
| □ Age | enda 5: To | consider and approve the remune   | ration  | of Directors for the year 2021            |          |                    |
|       | □ (a)      | The proxy holder shall be entitled appropriate                          | to cor  | nsider and resolve in lieu of me ir       | all re   | spects as deemed   |
|       | □ (b)      | The proxy holder shall vote in acc                                      | cordan  | ce with my wish as follows:<br>Disapprove |          | Abstain            |
| □ Age | enda 6: To | consider and appoint the Compan   | y's aud | ditor and fix the audit fee for the       | year 20  | 021                |
|       | □ (a)      | The proxy holder shall be entitled Appropriate                          | to con  | sider and resolve in lieu of me ir        | all re   | spects as deemed   |
|       | □ (b)      | The proxy holder shall vote in acc                                      | cordan  | ce with my wish as follows:<br>Disapprove |          | Abstain            |
| □ Age | enda 7: A  | any other businesses (if any)   |         |   |          |                    |
|       | □ (a)      | The proxy holder shall be entitled appropriate                          | to cor  | nsider and resolve in lieu of me ir       | all re   | spects as deemed   |
|       | □ (b)      | The proxy holder shall vote in acc                                      | ordan   | ce with my wish as follows:<br>Disapprove |          | Abstain            |
|       | -          | proxy holder in any agenda that is r<br>a shareholder.                  | not spe | ecified in this proxy shall be cons       | idered   | as invalid and not |
|       |            | have not declared a voting intentio siders or passes resolutions in any |         |   |          |                    |

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 | Proxy |
|--------|---------|--------|-------|
| (      | )       | (      | )     |
| Signed | Proxy   | Signed | Proxy |
| (      | )       | (      | )     |

#### 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**

For the meeting of the Annual General Meeting of Shareholders No. 1/2021 of Indorama Ventures Public Company

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

|                   | rill be held on <b>Tuesday 27<sup>th</sup> April 2021 at 02.00 p.m.</b> , at Chadra Ballroom, Siam Kempinski Hotel 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 ☐ 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:  □ Approve □ Disapprove □ Abstain  |
| □ Agenda:         | <u> </u>  |
| □ (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 □ 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:  □ Approve □ Disapprove □ Abstain  |
| I/We certify that | the statements in this Supplemental Proxy Form are correct, complete and true in all respects.  |
|                   | Signed Grantor  |
|                   | Signed Proxy ()   |
|                   | Signed Proxy ()   |
|                   | Signed Proxy ()   |



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)

| เลขพา  | บียนผู้ถือหุ้น  | -   |   | <br>เขียนที่  |  |   |
|--|---|---|---|---|--|---|
|  | เolders register no.  |   |   | Written at  |  |   |
| Onarch   | iolacia register no.  |   |   |   |  |   |
|  |   |   |   | วันที่ เดือน<br>Date Month  |  | พ.ศ<br>Year   |
|  |   |   |   | Date Month  |  | l Gai   |
| (1)  | ข้าพเจ้า  |   |   |   |  |   |
|  | I/We  |   |   |   |  |   |
| สำนักง   | านตั้งอยู่เลขที่  | ถนน   |   | ตำบล/แขวง   |  |   |
| residin  | g at  | Road  |   | Tambol/Khwaeng  |  |   |
| อำเภอ/   | เขต   | จังหวัด   |   | รหัสไปรษณีย์  |  |   |
| Amphu  | ır/Khet   | Province  |   | Postal Code   |  |   |
| As beir ซึ่งเป็นผู้<br>being a<br>(2)<br>ถนน<br>Road | ng the custodian of<br>เ <mark>กือหุ้</mark> นของ <b>บริษัท อิน</b><br>a shareholder of Indo<br>โดยถือหุ้นจำนวนทั้งสิ่<br>holding the total am<br>□ หุ้นสามัญ<br>ordinary shar<br>ขอมอบฉันทะให้ (1)<br>Hereby appoint | โดรามา เวนเจอร์ส จำกัด (มหาชน<br>prama Ventures Public Company I<br>นรวม<br>ount of<br>e<br>ตำบล/แขวง<br>Tambol/Khwaeng | ม) ("บริษัท<br>Limited ("<br>หุ้น<br>shares<br>หุ้น<br>shares | Company") และออกเสียงลงคะแนนได้เท่ากับ and have the right to vote equal to ออกเสียงลงคะแนนได้เท่ากับ and have the right to vote equal to อายุ | ปี อยู่บ้านเลขที่ .<br>years, residing : | เสียง ดังนี้<br>votes as follows:<br>เสียง<br>votes |
| Provinc  | ce  | Postal Code   |   | or  |  |   |
|  | (2) .   |   |   | อายุ  | . ปี อยู่บ้านเลขที่ .                    |   |
|  |   |   |   | age   | years, residing                          | at  |
| ถนน  |   | ตำบล/แขวง   |   | อำเภอ/เขต   |  |   |
| Road   |   | Tambol/Khwaeng  |   | Amphur/Khet   |  |   |
| จังหวัด  |   | รหัสไปรษณีย์  |   | หรือ  |  |   |
| Provinc  | ce  | Postal Code   |   | or  |  |   |
|  | (3).  |   |   | อายุ  | . ปี อยู่บ้านเลขที่ .                    |   |
|  |   |   |   | age   | years, residing                          | at  |
| ถนน  |   | ตำบล/แขวง   |   | อำเภอ/เขต   |  |   |
| Road   |   | Tambol/Khwaeng  |   | Amphur/Khet   |  |   |
| จังหวัด  |   | รหัสไปรษณีย์  |   |   |  |   |
| Provinc  | ce  | Postal Code   |   |   |  |   |



คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าใน**การประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2564 ในวัน** อังคารที่ 27 เมษายน 2564 เวลา 14.00 น. ณ ห้องฉัตรา บอลรูม โรงแรมสยาม เคมปินสกี้ 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. 1/2021 on Tuesday 27<sup>th</sup> April 2021 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.

| 3) | ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบจ่<br>I/We authorize my/our Proxy to |  |   |                             |                         |                   |
|----|--|--|---|-----------------------------|-------------------------|-------------------|
|    | <ul><li>มอบฉันทะตามจำนวนา</li></ul>                                |  |   |                             |                         |                   |
|    |  | amount of shares hold                                    |   |                             |                         |                   |
|    | Grant partial shares   |  |   |                             |                         |                   |
|    |  | มัญ  | หุ้น มีสิทธิออกเล                           | สียงลงคะแนนได้เ             | ท่ากับ                  | เสียง             |
|    | ordin  | nary share   | shares and have t                           | he right to vote            | equal to                | vote              |
|    | รวมสิทธิออกเสียงลงคะแร   | นนได้ทั้งหมด   |   | เสียง                       |                         |                   |
|    | Total voting right   |  | \   | vote (s)                    |                         |                   |
| 4) | ข้าพเจ้ <mark>ามอบฉันทะใ</mark> ห้ผู้รับมอบฉันเ                    | ทะออกเสียงลงคะแนนแท                                      | นข้าพเจ้าในการประชุมครื่                    | ั้งนี้ ดังนี้               |                         |                   |
|    | I/We authorize my/our Proxy to                                     |  |   |                             |                         |                   |
|    | วาระที่ 1  | รับทราบรายงานผล  | การดำเนินงานของบริษั                        | ท์ประจำปี 2563              | 3                       |                   |
|    | Agenda Item 1  | To acknowledge the                                       | e report on the Compan                      | ny's operational            | results for the year 20 | 20                |
|    | วาระที่ 2<br>Agenda Item 2   | To consider and ap                                       | ลและงบกำไรขาดทุนสำ<br>oprove the Balance Sh | •                           |                         | r the year ende   |
|    | ☐ (ก) ให้ผู้รับมอบ <sub>′</sub>                                    | 31 <sup>st</sup> December 2020<br>ฉันทะมีสิทธิพิจารณาและ |   |                             | สมอด                    |                   |
|    |  | ชนท่อมพาแพจ เกณ และ<br>y/our proxy to consider           |   |                             |                         |                   |
|    |  | ว้<br>ฉันทะออกเสียงลงคะแนน                               |   |                             | ,                       |                   |
|    |  | y/our proxy to vote at m                                 |   |                             | ai                      | al                |
|    | ่ เห็นด้วย<br>Approv   | เสียง<br>e vote(s)                                       | □ ไม่เห็นด้วย<br>Disapprove                 | เสียง<br>vote(s)            | □ งดออกเสียง<br>Abstain | เสียง<br>vote(s)  |
|    | วาระที่ 3  | พิจารณาอนุมัติการจ                                       | จ่ายเงินปั่นผล สำหรับผ                      | ลการดำเนินงาง               | เของบริษัทประจำปี 25    | 563               |
|    | Agenda Item 3  |  | prove the dividend payı                     |                             |                         |                   |
|    | <ul><li>(ก) ให้ผู้รับมอบ</li></ul>                                 | ฉันทะมีสิทธิพิจารณาและ                                   | ลงมติแทนข้าพเจ้าได้ทุกป                     | ระการตามที่เห็น             | สมควร                   |                   |
|    |  | y/our proxy to consider                                  |   |                             | ate in all respects.    |                   |
|    |  | ฉันทะออกเสียงลงคะแนน                                     |   |                             |                         |                   |
|    |  | y/our proxy to vote at m                                 |   |                             | □ งดออกเสียง            | .a                |
|    |  | เสียง<br>e vote(s)                                       | ่ไม่เห็นด้วย                                | เลยง<br>vote(s)             | ⊔ งดออกเลยง<br>Abstain  |                   |
|    | Approv   | e voie(s)  | Disapprove                                  | voie(s)                     | Abstairi                | vote(s)           |
|    | วาระที่ 4  | พิจารณาอนมัติเลือก                                       | าตั้งกรรมการแทนกรรม                         | เการที่พ้นจากต <sub>ั</sub> | าแหน่งตามวาระ           |                   |
|    | Agenda Item 4  | •  | prove the election of di                    |                             |                         | etire by rotation |
|    | □ (ก) ให้ผู้รับมอบ   | ฉันทะมีสิทธิพิจารณาและ                                   | ลงมติแทนข้าพเจ้าได้ทกป                      | ไระการตามที่เห็น            | สมควร                   | -                 |
|    | _  | y/our proxy to consider                                  | •   |                             |                         |                   |
|    | 2  | ฉันทะออกเสียงลงคะแนน                                     |   |                             |                         |                   |
|    |  | y/our proxy to vote at m                                 | y/our desire as follows:                    |                             |                         |                   |
|    | 4.1 นายศรี ปรากา   |  |   |                             |                         |                   |
|    | Mr. Sri Prakas   | sh Lohia<br>เสียง  | □ ไม่เห็นด้วย                               | ارام ،                      | □ งดออกเสียง            | เสียง             |
|    | บ เหนตาย<br>Approv   |  | Disapprove                                  | เพยง<br>vote(s)             |                         | <br>vote(s)       |
|    | , ibbios   | - *************************************                  | 2.05661010                                  | . 5.5(5)                    | ,                       | .0.0(0)           |



| 4.2  | นายอาลก โลเฮีย                          |               |                         |                 |                          |               |
|------|---|---------------|-------------------------|-----------------|--------------------------|---------------|
|      | Mr. Aloke Lohia                         |               |                         |                 |                          |               |
|      | 🗆 เห็นด้วย                              | เสียง         | 🗆 ไม่เห็นด้วย           | เสียง           | 🗆 งดออกเสียง             | เสียง         |
|      | Approve                                 | vote(s)       | Disapprove              | vote(s)         | Abstain                  | vote(s)       |
| 4.3  | นายอมิต โลเฮีย                          |               |                         |                 |                          |               |
|      | Mr. Amit Lohia                          |               |                         |                 |                          |               |
|      | 🗆 เห็นด้วย                              | เสียง         | □ ไม่เห็นด้วย           | เสียง           | 🗆 งดออกเสียง             | เสียง         |
|      | Approve                                 | vote(s)       | Disapprove              | vote(s)         | Abstain                  | vote(s)       |
| 4.4  | นายรัสเซล เลตัน เคคูเอวา                | )<br>]        |                         |                 |                          |               |
|      | Mr. Russell Leighton Ke                 |               |                         |                 |                          |               |
|      | 🗆 เห็นด้วย                              |               | ่ ไม่เห็นด้วย           | เสียง           | 🗆 งดออกเสียง             | เสียง         |
|      | Approve                                 | vote(s)       | Disapprove              | vote(s)         | Abstain                  | vote(s)       |
| 4.5  | นายอุเดย์ พอล ซึ่งห์ กิล                |               |                         |                 |                          |               |
|      | Mr. Udey Paul Singh Gi                  |               |                         |                 |                          |               |
|      | 🗆 เห็นด้วย                              |               | ่ ไม่เห็นด้วย           | เสียง           | 🗆 งดออกเสียง             | เสียง         |
|      | Approve                                 | vote(s)       | Disapprove              | vote(s)         | Abstain                  | vote(s)       |
| 4.6  | นายไมเคิล จอร์จ ดีซอมบ์                 |               |                         |                 |                          |               |
|      | Mr. Michael George De                   | Sombre        |                         |                 |                          |               |
|      | 🗆 เห็นด้วย                              |               | 🗆 ไม่เห็นด้วย           | เสียง           | 🗆 งดออกเสียง             | เสียง         |
|      | Approve                                 | vote(s)       | Disapprove              | vote(s)         | Abstain                  | vote(s)       |
|      |   |               |                         |                 |                          |               |
| วา   | ระที่ 5 พิจาร                           | รณาอนุมัติกา  | รจ่ายค่าตอบแทนให้กับ    | กรรมการประจ์    | ำปี 2564                 |               |
| Ag   | enda Item 5 To co                       | onsider and a | pprove the remuneration | n of Directors  | for the Year 2021        |               |
|      | (ก) ให้ผู้รับมอบฉันทะมีสิท              | ธิพิจารณาและ  | ลงมติแทนข้าพเจ้าได้ทกป  | ระการตามที่เห็น | สมควร                    |               |
|      | (a) To grant my/our prox                |               | •                       |                 |                          |               |
|      | (ข) ให้ผู้รับมอบฉันทะออกเ               |               |                         |                 | •                        |               |
|      | (b) To grant my/our prox                |               |                         |                 |                          |               |
|      | 🗆 เห็นด้วย                              |               | ์ □ ไม่เห็นด้วย         | เสียง           | 🗆 งดออกเสียง             | เสียง         |
|      | Approve                                 | vote(s)       | Disapprove              | vote(s)         | Abstain                  | vote(s)       |
|      |   |               |                         |                 |                          |               |
| วาระ | ะที่ 6 พิจารถ                           | นาอนุมัติการเ | แต่งตั้งผู้สอบบัญชีของบ | ริษัทและกำหน    | เดค่าตอบแทนผู้สอบบัญ     | ชีประจำปี 256 |
| Age  |   |               |                         |                 | he Audit Fee for the Yea |               |
|      | (n) ให้ผู้รับมอบฉันทะมีสิท <sup>์</sup> | ธิพิจารณาและ  | ลงมติแทนข้าพเจ้าได้ทุกป | ระการตามที่เห็น | เสมควร                   |               |
|      | (a) To grant my/our prox                | y to consider | and vote on my/our bel  | nalf as appropr | iate in all respects.    |               |
|      | (ข) ให้ผู้รับมอบฉันทะออกเ               | เสียงลงคะแนน  | ตามความประสงค์ของข้า    | พเจ้าดังนี้     |                          |               |
|      | (b) To grant my/our prox                |               |                         |                 |                          |               |
|      | 🗆 เห็นด้วย                              | เสียง         | 🗆 ไม่เห็นด้วย           | เสียง           | 🗆 งดออกเสียง             | เสียง         |
|      | Approve                                 | vote(s)       | Disapprove              | vote(s)         | Abstain                  | vote(s)       |
|      |   |               |                         |                 |                          |               |
| วาระ |   | นาเรื่องอื่นๆ |                         |                 |                          |               |
|      |   | her businesse |                         | ! _             |                          |               |
|      | (ก) ให้ผู้รับมอบฉันทะมีสิท              |               |                         |                 |                          |               |
|      | (a) To grant my/our prox                |               |                         |                 | iate in all respects.    |               |
|      | (ข) ให้ผู้รับมอบฉันทะออกเ               |               |                         | พเจ้าดังนี      |                          |               |
|      | (b) To grant my/our prox                |               |                         | d               | ٦                        | d             |
|      | 🗆 เห็นด้วย                              |               | 🗆 ไม่เห็นด้วย           |                 | 🗆 งดออกเสียง             |               |
|      | Approve                                 | vote(s)       | Disapprove              | vote(s)         | Abstain                  | 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 หรือระบุไว้ไม่ขัดเจน 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 | <br>ผู้มอบฉันทะ/Grantor  |
|--------------|--------------------------|
| (            | <br>)                    |
|              |                          |
| ลงนาม/Signed | <br>ผู้รับมอบฉันทะ/Proxy |
| (            | <br>. )                  |
|              |                          |
| ลงนาม/Signed | <br>ผู้รับมอบฉันทะ/Proxy |
| (            | <br>. )                  |
|              |                          |
| ลงนาม/Signed | <br>ผู้รับมอบฉันทะ/Proxy |
| (            | <br>.)                   |

## หมายเหตุ / Remarks

 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:

- 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 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.
- 4. 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**.

ใน**การประชุมสามัญผู้ถือหุ้น ครั้งที่** 1/2564 **ในวันอังคารที่ 27 เมษายน 2564 เวลา 14.00 น**. ณ ห้องฉัตรา บอลรูม โรงแรมสยาม เคมปินสกี้ กรุงเทพ เลขที่ 991/9 ถนนพระราม 1 เขตปทุมวัน กรุงเทพมหานคร 10330 ประเทศไทย หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the meeting of the Annual General Meeting of Shareholders No. 1/2021 on Tuesday 27<sup>th</sup> April 2021 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.

|                      | نہ   |   |   |   |                               |                         |                  |  |  |  |
|----------------------|--|---|---|---|-------------------------------|-------------------------|------------------|--|--|--|
| ว <mark>าระที</mark> |  |   |   |   |                               |                         |                  |  |  |  |
| Agenda Item          |  |   |   |   |                               |                         |                  |  |  |  |
|                      | (a)<br>(៕)   | ให้ผู้รับมอบฉันทะมีสิทธิพิ<br>To grant my/our proxy t<br>ให้ผู้รับมอบฉันทะออกเสีย<br>To grant my/our proxy t<br>□ เห็นด้วย<br>Approve | o consider aเ<br>เงลงคะแนนตา<br>o vote at my/             | nd vote on my/our beh<br>ามความประสงค์ของข้าท         | alf as appropr<br>พเจ้าดังนี้ |                         | เสียง<br>vote(s) |  |  |  |
| วาระที่              |  |   |   |   |                               |                         |                  |  |  |  |
| Age                  | nda  | Item  |   |   |                               |                         |                  |  |  |  |
|                      | (a)<br>(1)   | ให้ผู้รับมอบฉันทะมีสิทธิพิ<br>To grant my/our proxy t<br>ให้ผู้รับมอบฉันทะออกเสีย<br>To grant my/our proxy t<br>□ เห็นด้วย            | o consider aเ<br>เงลงคะแนนต <sub>์</sub><br>o vote at my/ | nd vote on my/our beh<br>ามความประสงค์ของข้าท         | alf as appropr<br>พเจ้าดังนี้ | ate in all respects.    | রেঁঘণ<br>vote(s) |  |  |  |
| วาร                  | ะที่   | <u> </u>  |   |   |                               |                         |                  |  |  |  |
|                      |  | Item  |   |   |                               |                         |                  |  |  |  |
|                      | (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร<br>(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects. |   |   |   |                               |                         |                  |  |  |  |
|                      | . ,  | 🗆 เห็นด้วย  |   | □ ไม่เห็นด้วย   | เสียง                         | 🗆 งดออกเสียง            | เสียง            |  |  |  |
|                      |  | Approve   | vote(s)   | Disapprove  | vote(s)                       | Abstain                 | vote(s)          |  |  |  |
|                      |  |   |   |   |                               |                         |                  |  |  |  |
|                      |  | ระที่   |   |   |                               |                         |                  |  |  |  |
|                      | Age  | enda Item   |   |   |                               |                         |                  |  |  |  |
|                      | ( / - 0  |   |   |   |                               |                         |                  |  |  |  |
|                      |  |   |   |   |                               |                         |                  |  |  |  |
|                      | (b)  | To grant my/our proxy t<br>□ เห็นด้วย<br>Approve  |   | our desire as follows:<br>□ ไม่เห็นด้วย<br>Disapprove | เสียง<br>vote(s)              | □ งดออกเสียง<br>Abstain | เสียง<br>vote(s) |  |  |  |





| วาระที่   |  |  |  |  |
|---|--|--|--|--|
| Agenda Item   |  |  |  |  |
| n) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร<br>a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.<br>ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้<br>b) To grant my/our proxy to vote at my/our desire as follows: |  |  |  |  |
| □ เห็นด้วย  |  |  |  |  |
| Approve vote(s) Disapprove vote(s) Abstain vote(s)  |  |  |  |  |
| รองว่า ราย <mark>การในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์แ</mark> ละเป็นความจริงทุกประการ<br>nat t <mark>he statements in this Supplemental Proxy Form are correct, complete and true in all respects.</mark>  |  |  |  |  |
| ลงนาม/Signedผู้มอบฉันทะ/Grantor   |  |  |  |  |
| ()  |  |  |  |  |
| ลงนาม/Signedผู้รับมอบฉันทะ/Proxy  |  |  |  |  |
| · · · · · · · · · · · · · · · · · · ·   |  |  |  |  |
| ลงนาม/Signedผู้รับมอบฉันทะ/Proxy  |  |  |  |  |
| ลงนาม/Signedผู้รับมอบฉันทะ/Proxy<br>()  |  |  |  |  |



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 7), Proxy Form B (as Annex 8) and Proxy Form C (as Annex 9) 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 6. 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, <a href="https://www.indoramaventures.com">www.indoramaventures.com</a>, 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. 1/2021 in view of the outbreak of the Coronavirus 2019 (COVID-19) enclosed hereto this Notice and/or any updated version of Guidelines (if any).

# 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 25 The 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.

The shareholders meeting can be conducted via teleconference through electronic devices in accordance with rules, procedures and conditions as stipulated by the laws.

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:

- (1) 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:

- (1) 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:

- 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.



**Guidelines for Security and Privacy in respect of the Personal Data** 



# Guidelines for Security and Privacy in respect of the Personal Data

Indorama Ventures Public Company Limited (the "**Company**") realizes the importance of the protection of personal data and therefore upholds the guidelines for security and privacy in respect of the personal data for the Annual General Meeting of Shareholders and/or Extraordinary General Meeting of Shareholders (if any) (collectively referred to as the "**Shareholders' Meeting**") as follows:

## 1. Purposes and Necessity for Collecting Personal Data

It is necessary for the Company to collect the personal data of shareholders for the purposes of compliance with the relevant applicable laws, namely the public limited company laws and the related security exchange laws for instances preparation of shareholder register book, determination of shareholder's right, and the Company is necessarily required to collect, gather, disclose and otherwise process your personal data and/or proxyholders' data for the purpose of Shareholders' Meeting, for instances documents delivery, votes casting and counting and other actions necessary for such Shareholders' Meeting.

#### 2. Collected Personal Data and Source of Collection

The Company is required to collect the following personal data: name and surname, nationality, national identification number (or your passport number), the date of birth, age, address, shareholder's registration number, telephone number, email address (if any), any sound or video recordings, photography or the health information for COVID-19 screening procedure.

The Company may receive personal data of the Shareholders from the following means:

- (1) from the Shareholders' Meeting registration form, the copy of your national identification card or other identification documents submitted to the Company in relation to the Shareholders' Meeting;
- (2) from Thailand Securities Depository Company Limited or TSD's system as the Registrar of the Company; or
- (3) by the additional collection of the shareholders' personal data during the Shareholders' Meeting which includes sound recordings, photography, video recordings for the purposes of security, the Shareholders' activities or other purposes permitted by laws, provided that such personal data collection will be made to the extent legitimate and permitted by laws and where the data subject could reasonably expect.

Remark: Identification documents submit to the Company may contain the sensitive data such as race, blood type or religion which are not necessary for the Shareholders' Meeting. Shareholder is advised to redact such data before submitting the documents to the Company. In case the Shareholder does not redact the data, it will be regarded that such Shareholder gives us the consent to retain it.

### 3. Processing of your Personal Data

The Company is required to process personal data of the Shareholders as follows:

(1) Shareholders' Personal data will be collected in both hard copy format and electronic form and disclosed to the relevant information technology service providers for the conduct or in the course



- of the Shareholders' Meeting such as the registration, verification and processing of the required shareholders' quorum, and votes counting;
- (2) Shareholders' personal data may be disclosed to the relevant authorities to the extent required by the statutory obligation, such as the filing of minutes of Shareholders' Meeting and the shareholders registry to the Department of Business Development, the Ministry of Commerce and the Stock Exchange of Thailand or other related authorities in relation to the public health and disease control in case there is a COVID-19 infected person; and/or
- (3) Shareholders' personal data will be processed as deemed necessary for the benefit of Shareholders, such as the disclosure to the relevant bank for your dividend (if any).

### 4. Maintenance and retention of your Personal Data

The Company retains your personal data in both hard copy and electronic form at the Company's principal office or other storage places where the Company rents for the storage of documents. The Company will retain such personal data for the abovementioned purposes at least 10 years from the date the Company receives such personal data, including for the purpose of reference or audit.

## 5. The rights of the Data Subject

Subject to Personal Data Protection Act B.E. 2562 (A.D. 2019), the Shareholders have the right to consent, withdraw the consent, request for the rectification, object the retention, processing or disclosure, request for the erasure, or restrict the processing in relation to the personal data. The Shareholders may exercise such rights under the law by submitting a written request to the Company by email or to the address as mentioned below. The Company will consider and respond to such request within 30 days following receipt of the request. The Company may refuse to take actions as requested if such refusal is permitted by law.

# 6. Contact Details

If you have any additional questions, please contact us by below address

Legal Department, Indorama Ventures Public Company Limited

No. 75/80-81 Ocean Tower 2, 32<sup>nd</sup> Floor, Soi Sukhumvit 19 (Wattana), Klongtoey Nua, Wattana, Bangkok 10110, Thailand.

Telephone Number: +66 2 661 6661 ext. 602

Email: dpo@indorama.net



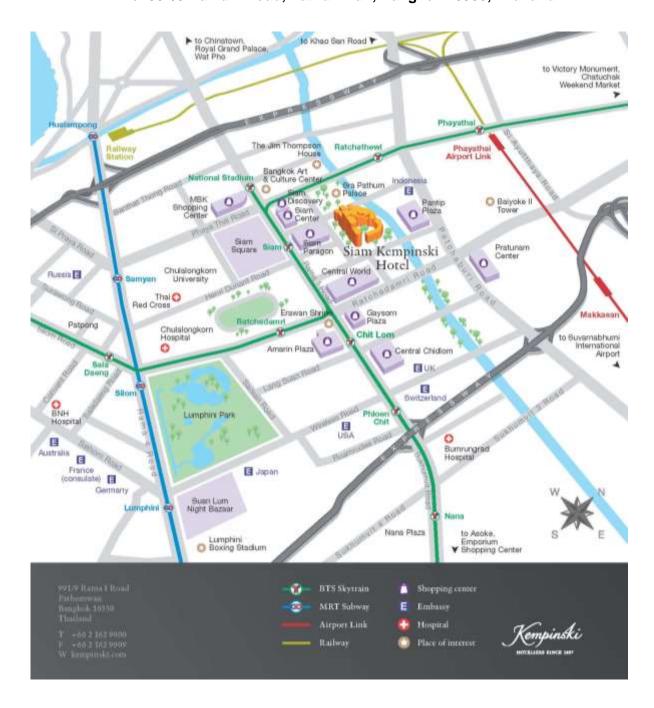
Map of Venue of the Annual General Meeting of Shareholders No. 1/2021



# Map of Venue of the Annual General Meeting of Shareholders No. 1/2021

at Chadra Ballroom, Siam Kempinski Hotel Bangkok,

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





COVID-19 Infection Risk Screening Form



# แบบฟอร์มแสดงข้อมูลเพื่อการตรวจคัดกรองโรค COVID-19 ก่อนการเข้าร่วมประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2564 ของบริษัท อินโดรามา เวนเจอร์ส จำกัด (มหาชน)

COVID-19 Infection Risk Screening Form

Before attending Annual General Meeting of Shareholders No.1/2021 of Indorama Ventures Public Company Limited

บริษัทขอความร่วมมือในการให้ข้อมูลที่ถูกต้อง เป็นความจริง เพื่อประโยชน์ในการป้องกันการแพร่ระบาดของโรคติดเชื้อโคโรนาไวรัส 2019 We need your help in providing the most accurate and truthful medical statement for effective prevention of the spreading of the COVID-19.

| ชื่อ-สกุล   | (Name - Surname)   | หมายเลขโทรศัพท์ (Mobile Ph           | หมายเลขโทรศัพท์ (Mobile Phone No.) |  |  |  |  |  |  |
|---|--|--------------------------------------|------------------------------------|--|--|--|--|--|--|
| 1. ท่า  | านมีใ <mark>ช้ ≥ 37.5</mark> ° C หรือไม่? Do you have a fever ≥ 37.5 ° C?  | ่ ่ นี่ (Yes)                        | ่ ไม่ใช่ (No)                      |  |  |  |  |  |  |
| 2. ท่า <mark>นมีอาก</mark> ารดังต่อไปนี้หรือไม่? Do you have any of these symptoms?                           |  |                                      |                                    |  |  |  |  |  |  |
|   | เป็นใช้ Fever  | ่ นี่ (Yes)                          | 🗆 ไม่ใช่ (No)                      |  |  |  |  |  |  |
|   | ไอ Cough   | ่ นี่ (Yes)                          | □ ไม่ใช่ (No)                      |  |  |  |  |  |  |
|   | เจ็บคอ Sore throats  | ่ ่ โช่ (Yes)                        | □ ไม่ใช่ (No)                      |  |  |  |  |  |  |
|   | น้ำมูกไหล Runny nose   | ่ นี่ (Yes)                          | □ ไม่ใช่ (No)                      |  |  |  |  |  |  |
|   | เหนื่อยหอบ breathing difficulties  | ่ นี่ (Yes)                          | 🗆 ไม่ใช่ (No)                      |  |  |  |  |  |  |
| 3. โปรดระบุชื่ออำเภอและจังหวัด (กรณีที่พำนักในประเทศไทย) หรือชื่อเมืองและประเทศ (กรณีที่ไม่ได้พำนักในประเทศไท |  |                                      |                                    |  |  |  |  |  |  |
| ที่ผ  | ที่ผ่านมาในตารางข้างล่างนี้  |                                      |                                    |  |  |  |  |  |  |
| Ple   | Please list names of the district and province (if you were in Thailand) or city and country (if you were not in Thailand) where |                                      |                                    |  |  |  |  |  |  |
| you stayed during the past 14 days in the space below:  |  |                                      |                                    |  |  |  |  |  |  |
|   |  |                                      |                                    |  |  |  |  |  |  |
|   |  |                                      |                                    |  |  |  |  |  |  |
|   |  |                                      |                                    |  |  |  |  |  |  |
| 1. ท่า  | เ<br>พานมีประวัติสัมผัสหรือใกล้ชิดกับผู้ป่วยที่ต้องสงสัยโรคติดเชื้อไวรัสโคโรนา 2019 หรือไม่?                                     |                                      |                                    |  |  |  |  |  |  |
| На  | Have you been in physical contact with suspiciously COVID-19 infected patients?  |                                      |                                    |  |  |  |  |  |  |
| ่ ไช่ (Yes)   |  |                                      |                                    |  |  |  |  |  |  |
|   | ☐ ไม่ใช่ (No)  |                                      |                                    |  |  |  |  |  |  |
| <u>หมายเห</u>   | <u>ตุ</u> หากพบว่าท่านมีใช้ 37.5° C ขึ้นไป หรือมีอาการอย่างใดอย่าง   | หนึ่งตามที่บริษัทระบุไว้ หรือมีประวั | ติการเดินทางมาจากพื้นที่ที่มีการ   |  |  |  |  |  |  |
|   | ระบาดของโรคติดเชื้อ COVID-19 ภายใน 14 วันที่ผ่านมา หรื   | อมีประวัติสัมผัสใกล้ชิดกับผู้ป่วยที่ | ต้องสงสัยการติดเชื้อ COVID-19      |  |  |  |  |  |  |
|   | บริษัทขอให้ท่านโปรดดำเนินการมอบฉันทะให้แก่กรรมการอิส   | งระของบริษัท ด้วยการกรอกและส่ง       | หนังสือมอบฉันทะแบบ ข. ให้แก่       |  |  |  |  |  |  |
|   | เจ้าหน้าที่ของบริษัท แทนการเข้าประชุม และเดินทางกลับ พ   | ร้อมปฏิบัติตามคำแนะนำของกรมค         | าวบคุมโรค กระทรวงสาธารณสุข         |  |  |  |  |  |  |
| ประเทศไทย   |  |                                      |                                    |  |  |  |  |  |  |
|   | If you have a fever (≥ 37.5 ° C); or any symptoms which i  | indicates above; or traveled the     | COVID-19 outbreak areas withir     |  |  |  |  |  |  |
|   | , we would like to kindly ask for  |                                      |                                    |  |  |  |  |  |  |
| your cooperation in granting proxy to our independent director to attend the meeting on your behalf,          |  |                                      |                                    |  |  |  |  |  |  |
| Form B and submit to our staff. You may then return to your resident and follow the guideline of the De       |  |                                      |                                    |  |  |  |  |  |  |
|   | Control, Ministry of Public Health, Thailand.  |                                      |                                    |  |  |  |  |  |  |
|   |  |                                      |                                    |  |  |  |  |  |  |
|   |  |                                      |                                    |  |  |  |  |  |  |
| ลงชื่อ/sig  | gned:  | วันที่/Date:                         |                                    |  |  |  |  |  |  |