



**The Company hereby notifies that there will be no gifts
to be distributed for this Meeting of Shareholders**

No. Tor Hor. 004/2026

12 March 2026

Subject: Invitation to the 2026 Annual General Meeting of Shareholders

To: Shareholders of TPI Polene Public Company Limited

- Attachments:
1. Copy of the Minutes of the 2025 Annual General Meeting of Shareholders;
 2. The Annual Registration Statement / Annual Report for the Financial Year 2025 (Form 56-1 One Report) showing the balance sheets, profit and loss statements for the year 2025, for the period ended 31 December 2025, and the 2025 Sustainability Report (shareholders can download the documents via QR Code);
 3. Profiles of individuals nominated to be elected as directors;
 4. Requirements, qualifications and definitions of a member of the Company's Independent Directors in accordance with the rules of the Capital Market Supervisory Board;
 5. Registration Form;
 6. Documents or evidence indicating status as a shareholder or shareholder's proxy entitled to attend the meeting;
 7. Company's Articles of Association in relation to the General Meeting of Shareholders;
 8. Map showing the meeting venue;
 9. Information on members of the Audit Committee in support of a proxy of a shareholder;
 10. Proxy Form A and Proxy Form B;
 11. Manual for using QR Code to download the Annual Registration Statement / Annual Report for the Financial Year 2025 (Form 56-1 One Report) showing the balance sheets, profit and loss statements for the year 2025, for the period ended 31 December 2025, and the 2025 Sustainability Report.

The Board of Directors of TPI Polene Public Company Limited (the “**Company**”) has passed a resolution to hold the 2026 Annual General Meeting of Shareholders on Friday, 24 April 2026 at 3.00 p.m. at the Conference Room, 9th Floor of TPI Tower, No. 26/56 Chan Tat Mai road, Thungmahamek sub-district, Sathorn district, Bangkok, 10120, (details as shown in the map of the meeting venue, **Attachment 8**) in order to consider matters in accordance with the following agendas:

บริษัท ทีพีโอ โพลีน จำกัด (มหาชน)

TPI POLENE PUBLIC COMPANY LIMITED

Agenda 1 **To consider and approve the Minutes of the 2025 Annual General Meeting of Shareholders, held on 25 April 2025**

(Voting: Approval by a majority of the votes cast by shareholders present at the meeting.)

The Company submitted the Minutes of the 2025 Annual General Meeting of Shareholders to the Stock Exchange of Thailand on 9 May 2025 and published the same on the Company's website on 9 May 2025 for disclosure to shareholders and general investors.

Opinion of the Board of Directors: The Board of Directors is of the opinion that it is appropriate to propose the Minutes of the 2025 Annual General Meeting of Shareholders, held on 25 April 2025, which the Board of Directors is of the opinion that they were prepared correctly, to the 2026 Annual General Meeting of Shareholders for consideration and approval. **(Details appear in the copy of the Minutes of the 2025 Annual General Meeting of Shareholders, Attachment 1.)**

Agenda 2 **To acknowledge the 2025 operating results of the Company**

The Company has compiled a summary report on the operating results of the Company and material changes in the year 2025. **(Details appear in the Annual Registration Statement / Annual Report for the Financial Year 2025 (Form 56-1 One Report), Attachment 2).**

Opinion of the Board of Directors: The Board of Directors is of the opinion that it is appropriate to present the summary report on the operating results of the Company for the year 2025 and material changes in the year 2025 to the 2026 Annual General Meeting of Shareholders for acknowledgment.

Agenda 3 **Report of the Audit Committee on their performance for the year 2025**

The Audit Committee has performed its duties in accordance with its responsibilities by reviewing and evaluating the internal control system, information disclosure to investors, compliance with relevant legal requirements, and other important matters. **(Details appear in the Annual Registration Statement / Annual Report for the Financial Year 2025 (Form 56-1 One Report), showing the balance sheets and profit and loss statements for the year 2025, for the period ended 31 December 2025, Attachment 2).**

Opinion of the Board of Directors: The Board of Directors is of the opinion that it is appropriate to propose to the 2026 Annual General Meeting of Shareholders to acknowledge the performance of the Audit Committee for the year 2025.

Agenda 4 To consider and approve the balance sheets and profit and loss statements for the year 2025, for the period ended 31 December 2025

(Voting: Approval by a majority of the votes cast by shareholders present at the meeting.)

The balance sheets and profit and loss statements for the year 2025, for the period ended 31 December 2025, have been audited and certified by the certified public accountants, KPMG Phoomchai Audit Ltd., and reviewed by the Audit Committee of the Company.

Opinion of the Board of Directors: The Board of Directors is of the opinion that it is appropriate to propose the balance sheets and profit and loss statements for the year 2025, for the period ended 31 December 2025, to the 2026 Annual General Meeting of Shareholders for consideration and approval, and for acknowledgment of the operating results and financial position of the Company for the year ended 31 December 2025. **(Details appear in the Annual Registration Statement / Annual Report for the Financial Year 2025 (Form 56-1 One Report) showing the balance sheets and profit and loss statements for the year 2025, for the period ended 31 December 2025, Attachment 2).**

Agenda 5 To consider and approve the appropriation of the legal reserve and the payment of dividends for the year 2025

(Voting: Approval by a majority of the votes cast by shareholders present at the meeting.)

The dividend payment for the Company's operating results for the year 2025 can be compared with the dividend payment rate for the operating results for the year 2024 as follows:

| Details of Dividend Payment | 2024 | 2025 |
|------------------------------------|-------------|-------------|
| Net Profit (Unit: Thousand Baht) | 1,442,498 | 1,998,504 |
| Dividend Per Share (Baht / Share) | 0.05 | 0.03 * |

***Remark:** The right of shareholders to receive the dividend is uncertain because the dividend payment is subject to the approval by the 2026 Annual General Meeting of Shareholders.

Opinion of the Board of Directors: The Board of Directors is of the opinion that it is appropriate to propose to the 2026 Annual General Meeting of Shareholders for consideration and approval of the appropriation of the net profit as the legal reserve, and the payment of dividends for the operating results for the year 2025, which has been determined by taking into account the Company's policy of maintaining a consistent dividend payment, while ensuring that the Company is able to maintain financial liquidity at a level appropriate for its business operations and the Company's operating results, as detailed below. **(Details appear in the Annual Registration Statement / Annual Report for the Financial Year 2025 (Form 56-1 One Report), showing the balance sheets and profit and loss statements for the year 2025, for the period ended 31 December 2025, Attachment 2.)**

(Serving as the signing auditor on the Company's financial statements for the fourth consecutive year)

2) Ms. Dussanee Yimsuwan CPA Reg. No. 10235; or

(Serving as the signing auditor on the Company's financial statements for the first year)

3) Mr. Waiwat Kosmanchaikit CPA Reg. No. 6333; or

(Has never served as a signing auditor on the Company's financial statements)

4) Mr. Watchara Phattharaphithak CPA Reg. No. 6669.

(Has never served as a signing auditor on the Company's financial statements)

The first and second auditors served as the Company's auditors for the fiscal year ended 2025.

3. Audit Fee for 2026. The audit fee for the Company's financial statements for the year 2026 is fixed at Baht 5,980,000 (Five Million Nine Hundred and Eighty Thousand Thai Baht), which is equivalent to the audit fee for the year 2025. Such audit fee has includes the cost of IT system examination. (However, this amount does not include additional expenses, such as travelling expenses, accommodation, overtime pay, *per diem*, service fees for the preparation of the financial statements and service fees for auditing the compliance with the conditions under the investment promotion certificate granted by the Board of Investment..)

Audit Fee Comparison

| | 2025 | 2026 |
|--|-------------------------|-------------------------|
| TPI Polene Public Company Limited (Unit : Baht) | 5,980,000 | 5,980,000 |
| Other service fees beyond the agreed terms (Non Audit Fee) | Paid on an actual basis | Paid on an actual basis |

4. Relationship with the Company All of the auditors listed above have no relationship or interest with the Company, its executives or major shareholders or any person related to them. Therefore, they are independent in auditing and expressing their opinions on the Company's financial statements.

5. Provision of services to other companies KPMG Phoomchai Audit Ltd. has been nominated as the auditor of the Company for the year 2026, for the parent company and other subsidiaries, such as TPI Polene Power Public Company Limited, TPI Concrete Co., Ltd., Thai Propoxide Co., Ltd., TPI All Seasons Company Limited, Polene Silicon Co., Ltd., TPI Polene Bio-Organics Company Limited, Thai Nitrate Company Limited, etc.

In addition, KPMG Phoomchai Audit Ltd. has continuously served as the auditor of the Company and therefore possesses a deep understanding of the Company's business, which will help the audit process to be effective.

The Audit Committee has considered the professional background of each auditor to ensure that the auditor rotation is carried out in accordance with the notification of the Securities and Exchange Commission regarding auditor rotation, together with information on audit fees for companies in the similar industries and with comparable asset sizes. Accordingly, the Audit Committee has resolved to propose the matter to the Company's Board of Directors for submission to the Meeting of Shareholders

for consideration and approval of the appointment of the auditors and the fixing of the audit fee, as proposed above.

Opinion of the Board of Directors: The Board of Directors agrees with the Audit Committee's consideration and selection of KPMG Phoomchai Audit Ltd. as the audit firm, and is of the opinion that it is appropriate to propose to the 2026 Annual General Meeting of Shareholders for consideration and approval of the appointment of the auditors and the fixing of the audit fee as follows:

1. Approval of the appointment of the following individuals as the Company's auditors for the year 2026:

- Ms. Thanyaluck Ketkaew, CPA Reg. No. 8179; or
- Ms. Dussanee Yimsuwan, CPA Reg. No. 10235; or
- Mr. Waiwat Kosmanchaikit CPA Reg. No. 6333; or
- Mr. Watchara Phattharaphithak CPA Reg. No. 6669.

All of the above auditors are employed by KPMG Phoomchai Audit Ltd., and possess qualifications in accordance with the notification of the Securities and Exchange Commission.

2. Approval of the audit fee for the Company's financial statements for the year 2026 in the amount of Baht 5,980,000 (Five Million Nine Hundred and Eighty Thousand Thai Baht) (which is equivalent to the audit fee for the year 2025). This audit fee includes the cost of IT system examination (However, this amount does not include additional expenses, such as travelling expenses, accommodation, overtime pay, *per diem*, service fees for the preparation of the financial statements and service fees for auditing the compliance with the conditions under the investment promotion certificate granted by the Board of Investment.)

In this regard, the audit firm and the auditors as proposed above do not have any relationship or conflict of interest with or in the Company, the executives, major shareholders or any connected persons. **(Details appear in the Annual Registration Statement / Annual Report for the Financial Year 2025 (Form 56-1 One Report), showing the balance sheets and profit and loss statements for the year 2025, for the period ended 31 December 2025, Attachment 2).**

Agenda 7 To consider and elect directors in replacement of those retiring by rotation

(Voting: Approval by a majority of the votes cast by shareholders present at the meeting.)

The term of office of the Company's directors is determined in accordance with the Public Limited Companies Act B.E. 2535 (1992) and Article 17 of the Company's Articles of Association.

The Nomination and Remuneration Committee will select and propose suitable individuals to the Board of Directors, who will then present such individuals to the Meeting of Shareholders for consideration and approval.

At the 2026 Annual General Meeting of Shareholders, there are five (5) directors who are due to retire by rotation, namely:

| Name of Directors | Position |
|------------------------------|--|
| 1. Mr. Prachai Leophairatana | Chief Executive Officer / Executive Director |
| 2. Mr. Pises Iamsakulrat | Member of Audit Committee / Independent Director |
| 3. Mr. Tavich Taychanavakul | Member of Audit Committee / Independent Director |
| 4. Mr. Pakorn Leopairut | Executive Director |
| 5. Mr. Virat Chatdarong | Director |

In order to ensure the continuity of the Company's management and for the utmost benefit of the shareholders, the Company's Nomination and Remuneration Committee has considered and selected individuals to replace the directors who are due to retire by rotation, as listed above, by taking into account the following qualifications:

1. Possessing the qualifications in accordance with the Public Limited Companies Act, the Securities and Exchange Act, the notifications of the Capital Market Supervisory Board, the regulations of the Securities and Exchange Commission, the regulations of the Stock Exchange of Thailand, the Company's principles of good corporate governance, and other related regulations.

2. Possessing knowledge, skills, expertise and diverse experience across various professional fields to ensure that the composition of the entire Board of Directors is appropriately proportioned and complete with experts in various fields that align with the corporate strategy, which will ultimately maximize the benefits and add value to the Company and shareholders.

3. Possessing characteristics and an image that support and promote good corporate governance practices to create value for the Company, such as morality, ethics, independence, willingness to express opinions, creativity, diligence and honesty in performing duties (Duty of care and Duty of Loyalty), dedication, commitment of time, having social recognition, etc.

4. In the case of candidates who have previously served as the Company's directors, consideration is given to their performance in carrying out their duties to the best of their abilities, as well as their provision of comments/suggestions that are beneficial to the Company.

The Nomination and Remuneration Committee (excluding directors who have conflict of interest) has considered and proposed to the Board of Directors that the following five (5) individuals be nominated for appointment as directors of the Company in replacement of those retiring by rotation as follows:

| Name of Directors | Position | Remarks |
|------------------------------|---|--|
| 1. Mr. Prachai Leophairatana | Chief Executive Officer / Executive Director | To be reappointed as Chief Executive Officer and Executive Director for another term |
| 2. Mr. Pises Iamsakulrat | Member of Audit Committee / Independent Director | To be reappointed as Member of the Audit Committee and Independent Director for another term |
| 3. Mr. Tavich Taychanavakul | Member of Audit Committee / Independent Director | To be reappointed as Member of the Audit Committee and Independent Director for another term |
| 4. Mr. Pakorn Leopairut | Executive Director | To be reappointed as Executive Director for another term |
| 5. Mr. Virat Chatdarong | Director | To be reappointed as Director for another term |

The Nomination and Remuneration Committee is of the opinion that the above five (5) individuals possess the skills and diverse experience in businesses related to or beneficial to the Company's operations, which will support the Company's business management.

In this regard, the directors listed as items No. 2 and 3 possess the qualifications to be appointed as Independent Directors of the Company.

The Company's Independent Directors must hold not more than one percent (1%) of the total number of shares with voting rights in the Company, its subsidiaries, associated companies, major shareholders, or persons with controlling power over the Company, including any shareholding held by connected persons of such Independent Directors. **(Details appear in the requirements, qualifications, and definitions of the Company's Independent Directors in accordance with the criteria of the Capital Market Supervisory Board, Attachment 4).**

Opinion of the Board of Directors: The Board of Directors, (excluding directors with conflict of interest), having considered the opinion of the Nomination and Remuneration Committee, and is of the opinion that the five (5) nominated individuals possess all qualifications as required by law and are in line with the Company's principles of good corporate governance.

Accordingly, the Board of Directors is of the opinion that it is appropriate to propose to the Meeting of Shareholders to consider and re-elect the said five (5) individuals as directors of the Company for another term, with the same powers and duties. Details of the profiles of the nominated individuals proposed for election as directors appear in **Attachment 3**.

Agenda 8 **To acknowledge the remuneration of the Board of Directors**

Article 26 of the Company’s Articles of Association stipulates that “Directors are entitled to receive remuneration from the Company in the form of gratuities, meeting allowances, rewards, bonuses, or other benefits in accordance with the Articles of Association or as considered and resolved by the Meeting of Shareholders....”

The Nomination and Remuneration Committee has considered and determined the remuneration and bonuses of the Company’s directors, taking into account the appropriateness in accordance with the good practices in determining the remuneration of directors of the Thai Institute of Directors Association (IOD), as follows:

1. Determining the remuneration of directors in 2 parts: monthly remuneration and meeting allowance for each meeting and directors’ bonuses.
2. Determining the remuneration by taking into account the duties, responsibilities, appropriateness, which are consistent with the work performance, the Company's performance, the practices of other companies in the same industry, and the risks associated with business operations.
3. Scope of duties assigned to directors.
4. Scope of duties of the subcommittees, including other subcommittees that may be appointed by the Company's Board of Directors in the future.

Opinion of the Board of Directors: The Board of Directors resolved to approve the proposal of the Nomination and Remuneration Committee, and is of the opinion that it is appropriate to present the remuneration of the directors in 2025 to the 2026 Annual General Meeting of Shareholders for acknowledgment.

The Company hereby informs the meeting that the remuneration, (excluding any other benefits beyond those stipulated in Article 26 of the Company’s Articles of Association), received by the fifteen (15) members of the Board of Directors of the Company in 2025, consisted of monthly remuneration and bonuses; the total amount of which was Baht 36,183,885 (Thirty-Six Million One Hundred Eighty-Three Thousand Eight Hundred and Eighty-Five Thai Baht), representing approximately 0.13 percent of the Company’s total revenue (total revenue of the Company for the year 2025 amounted to Baht 27,786,418,186.56 (Twenty-Seven Billion Seven Hundred Eighty-Six Million Four Hundred Eighteen Thousand One Hundred Eighty-Six Thai Baht and Fifty-Six Satang)).

For comparison, in 2024, the total directors’ remuneration, (excluding any other benefits beyond those stipulated in Article 26 of the Company’s Articles of Association), amounted to **Baht 42,280,603** (Forty-Two Million Two Hundred Eighty Thousand Six Hundred and Three Thai Baht), representing approximately **0.16** percent of the Company’s total revenue (the total revenue of the Company for the year 2024 amounted to Baht 27,116,357,580.46 (Twenty-Seven Billion One Hundred Sixteen Million Three Hundred Fifty-Seven Thousand Five Hundred Eighty Thai Baht and Forty-Six Satang)). **(Details appear in the Annual Registration Statement / Annual Report for the Financial Year 2025 Annual Report (Form 56-1 One Report), showing the balance sheets and profit and loss statements for the year 2025, for the period ended 31 December 2025, Attachment 2.)**

| | 2024 | 2025 |
|---|-------------------|------------|
| Monthly remuneration and bonuses | 42,280,603 | 36,183,885 |
| Other benefits beyond those stipulated in Article 26 of the Company's Articles of Association | None | None |

Agenda 9 **Other matters (if any)**

The Company has set Thursday, 12 March 2026 as the record date for determining the list of shareholders who are entitled to attend the 2026 Annual General Meeting of Shareholders (Record Date) and to receive the dividends.

The Company hereby invites all shareholders to attend the Meeting on the date, at the time, and at the place specified above. To facilitate and expedite the registration process, the Company will apply the barcode system for the meeting registration. Therefore, all shareholders attending the meeting, either in person or by proxy, are required to bring and present the Registration Form - along with the barcode, enclosed herewith as **Attachment 5**, to the registration officers for attending the meeting. If a shareholder wishes to appoint another person to attend and vote on his/her behalf, please complete and sign in the Proxy Form, enclosed herewith as **Attachment 10**, and submit the said Proxy Form together with the Registration Form bearing the barcode to the Chairman of the Board of Directors or the person designated by the Chairman of the Board of Directors prior to attending the Meeting. Moreover, in order to preserve the shareholders' rights and benefits in the event that a shareholder is unable to attend the Meeting in person, and to facilitate shareholders who wish to appoint and authorize a member of the Company's Audit Committee as a proxy to attend the meeting and vote on their behalf; shareholders may grant a proxy to a member of the Company's Audit Committee, whose names and details appear in **Attachment 9**, to attend the meeting and vote on their behalf.

In addition, the Company has provided details of the documents or evidence required to verify status as a shareholder or a shareholder's proxy who is entitled to attend the meeting, as set out in **Attachment 6**.

Yours faithfully,

By order of the Board of Directors
TPI Polene Public Company Limited



(Mrs. Orapin Leophairatana)
Senior Executive Vice President