



The 2022 Annual General Meeting of Shareholders

Energy Absolute Public Company Limited

Friday, 22 April 2022 14.00 hours

Through an Electronic Meeting Only

From the Company's Conference Room At No. 89, AIA Capital Center, 16th Floor, Ratchadapisek Road, Dindaeng Sub-district, Dindaeng District, Bangkok, 10400, Thailand

ENERGY TRANSFORMATION TO THE FUTURE
DRIVE ELECTRIC. DRIVE THE FUTURE



ENERGY ABSOLUTE
PUBLIC COMPANY LIMITED

According to the outbreak of Coronavirus Disease 2019 (“**COVID-19**”), Energy Absolute Public Company Limited (the “**Company**”), with our concern over the health of all shareholders attending the Annual General Meeting of Shareholders for the year 2022, to be held on Friday, 22 April 2022, at 14.00 hrs., **through an electronic meeting only**. The Company facilitates and provides the option for shareholders to attend the Meeting via electronic media, the IR Plus AGM Application, and vote in the E-Voting system (E-AGM) in accordance with the laws related to electronic conferencing. **Details of attendance at the E-AGM are as per Enclosure No. 9.**

The manual of Application IR Plus AGM for the Meeting is available at

- Manual Mobile Application IR Plus AGM by scanning the QR Code below.



- Video, for the guidance to register and use of IR Plus AGM is available at the Company’s website https://www.energyabsolute.co.th/agm_manual.asp

The Company would like to express our gratitude to all shareholders.



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)

Energy Absolute Public Company Limited

89 อาคารเอไอเอ แคปิตอล เซ็นเตอร์ ชั้น 16 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400

โทรศัพท์ 02 248 2488-92, 02 002 3667-9 แฟกซ์ 02 248 2493 ทะเบียนเลขที่ 0107551000061

No. EA : CS-AGM/2565

28 March 2022

Subject: Invitation for the Annual General Meeting of Shareholders for the year 2022

To: All shareholders of Energy Absolute Public Company Limited

- Enclosures
1. Copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022, Annual Report 2021 (Form 56-1 One Report) including the audited and consolidated financial statements, the audited balance sheet and the statement of profit and loss as at and for the year ended 31 December 2021 in the form of QR Code stated in AGM Invitation. (for agenda 1, 2 and 3)
 2. Details of the (new) issuance and offering debenture in an amount of not exceeding Baht 20,000 million (for agenda 5)
 3. Profiles of the retiring directors by rotation and being nominated for re-election, and the definition of an Independent Director (for agenda 8)
 4. Details of the appointment of auditors for the year 2022 (for agenda 9)
 5. The Articles of Association of the Company in respect of the shareholders' meeting
 6. Guidelines, Regulations, and Procedures of the Annual General Meeting of Shareholders for the year 2022
 7. Profiles of Independent Directors for shareholders to appoint as proxies
 8. Proxy form A, form B, and form C (Attachment 8.1, 8.2, and 8.3 respectively)
 9. Shareholders' Attendance Requirement for 2022 E-AGM and Guidelines for Mobile Application IR Plus AGM / Video Application IR PLUS AGM (Scan QR Code)

Notice is hereby given that the Board of Directors Meeting of Energy Absolute Public Company Limited (the “Company”) No. 1/2022, held on 24 February 2022 has resolved to convene the **Annual General Meeting of Shareholders for the year 2022** to be held on Friday, 22 April 2022 at 14.00 hours (the “Meeting”) **through an electronic meeting only**, for the following agenda:

Agenda 1: To adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022, held on 28 January 2022

Fact and Rationale:

- The Extraordinary General Meeting of Shareholders No. 1/2022 of the Company was held on 28 January 2022. The Company has recorded and prepared the aforesaid minutes (the “Minutes”) was submitted to the Stock Exchange of Thailand and the Ministry of Commerce within time as required by laws. The copy of the Minutes is disclosed on the Company’s website at www.energyabsolute.co.th and appeared in the form of QR Code stated in the AGM Invitation as an **attachment for Agenda 1.**



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Opinion of the Board of Directors:

- The Board proposes that the Meeting should adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022.

Resolution:

- This agenda must be passed by the approval of majority votes of the shareholders who attend the Meeting and cast votes.

Agenda 2: To acknowledge the Board of Directors' Report and the Annual Report of the Company for the year 2021

Fact and Rationale:

- To summarize the performance of the Company and its subsidiaries for the year ended 31 December 2021. Details of the performance of the Company and its subsidiaries appeared in the Annual Report for the year 2021 (Form 56-1 One Report) in the form of QR Code as an **attachment for Agenda 2.**

Opinion of the Board of Directors:

- The Board proposes that the Meeting should acknowledge the Board of Directors Report for the year 2021 and the Annual Report for the year 2021 (Form 56-1 One Report) of the Company as per attachment for Agenda 2.

Resolution:

- This agenda is for acknowledgement; therefore, the vote is not required.

Agenda 3: To consider and approve the Audited and Consolidated Financial Statements for the year ended 31 December 2021

Fact and Rationale:

- In accordance with Sections 112 and 113 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended), the Board of Directors is required to provide and submit the audited Statement of Financial Position, and the Statement of Comprehensive Income for the approval of the Annual General Meeting of Shareholders.
- The Board has considered the Company's audited Financial Position (balance sheet) and the Statement of Comprehensive Income for the year ended 31 December 2021, which have been reviewed by the Company's audit committee and audited by Certified Public Accountant. The auditor has issued an unqualified opinion. The audited and consolidated financial statement of the Company is enclosed in the Annual Report for the year 2021 (Form 56-1 One Report) as appeared in the form of QR code as an **attachment for Agenda 3.**



Opinion of the Board of Directors:

- The Board proposes that the Meeting should approve the audited and consolidated financial statements of the Company for the year ended 31 December 2021 as contained in form of QR code as an attachment for Agenda 3.

Resolution:

- This agenda must be passed by the approval of majority votes of the shareholders who attend the Meeting and cast their votes.

Agenda 4: To consider and approve the cancellation of the issuance of debentures amounting of Baht 20,000 million approved by the Annual General Meeting of shareholders for the year 2021

Fact and Rationale:

- According to the resolution of the Annual General Meeting of shareholders for the year 2021, held on 23 April 2021 has approved the issuance and offering of debentures in the amount of not exceeding Baht 20,000 million for investment in various projects and the Company's working capital.
- Due to the fact that, in the year 2021, the Company did not issue debentures for the complete amount approved by the 2021 Annual General Meeting of Shareholders.
- The Securities and Exchange Commission (SEC) set out the criteria, procedures, conditions for filling the issuance of debentures that will be within one year from the date the shareholders' meeting approves.

Opinion of the Board of Directors:

- The Board proposes that the Meeting should consider and approve the cancellation of the issuance of debentures of Baht 20,000 million, which was approved by the 2021 Annual General Meeting of Shareholders held on 23 April 2021.

Resolution:

- This agenda must be passed by the approval of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Agenda 5: To consider and approve the (new) issuance and offering debenture in an amount of not exceeding Baht 20,000 million

Fact and Rationale:

- Due to the year 2022, the Company plans to invest in various projects such as the Battery Factory Development, the Waste Power Plant project, the expansion of Charging Station, the Development of EV, E-Ferry, E-Bus, E-Truck, dam in other country and other projects that are under feasibility study. This also includes the opportunity to invest abroad.
- The Company's Extraordinary General Meeting of Shareholders No. 1/2022, held on 28 January 2022, has approved the issuance and offering of convertible debentures for not exceeding of Euro 900 Million or equivalent to other currency, to support the aforesaid projects.



- Due to the recent decrease in government bond yields, which has already surpassed the low point, it is expected that they will be higher this year, supported by increasing inflation.
- To enhance the liquidity and support the cash flow management of the Company.

Opinion of the Board of Directors:

- The Board considered and is of the opinion that the issuance and offering of the debenture will enhance the operational and funds reserved for investment, which will create the return to the Company and shareholders. Therefore, the Board of Directors proposes that the Meeting should approve the issuance and offering of the debenture as details which is enclosed as an **attachment for Agenda 5.**

Resolution:

- This agenda must be passed by the approval of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Agenda 6: To consider and approve the appropriation of profit for the year 2021 and the Annual Dividend for the year 2021

Fact and Rationale:

- According to the Company's dividend policy, the dividend shall be paid at a rate of not less than 30% of net profit after income tax deduction and all reserved funds as stipulated in the Company's articles of association and the applicable law. However, the pay-out dividend may be adjusted based on cash flow, investment plans, and the terms and restrictions of the Company's loan agreement. This includes law limitation, the essential and the appropriate in the future.
- Below is comparison of the last three years' net profit and dividend payment ratios.

Summary of Dividend Payment Paid from the Separate Financial Statements	Year 2021 (the proposed year)	Year 2020	Year 2019
1. Net profit (Baht Million)	2,670.99	3,357.86	3,908.38
2. Basic Earnings Per Share (Baht : Share)	0.72	0.90	1.05
3. Cash Dividend Payment Rate (%)	41.89	33.32	28.63
4. Rate of Annual Dividend Payment per share (Baht : Common Share)	0.30	0.30	0.30
5. Pay-out Dividend (Baht Million)	1,119.00	1,119.00	1,119.00

Opinion of the Board of Directors:

- The Board proposes the appropriation of profit and dividend payments as details below:
 - (1) Due to the fact that Company has fully appropriated-legal reserve according to the requirement of law. Therefore, it is not essential to reserve the appropriate-legal reserve.



- (2) In order to support the business plan, the Board considers and proposes to allocate the Annual Dividend for the year 2021 at the rate of Baht 0.30 (Thirty Satang) per common share, totaling Baht 1,119.- million (One thousand, one hundred and nineteen million Baht only), equal to 41.89 percent of the net profit (from the Separate Financial Statements) paid from the Non-BOI retained earnings as at 31 December 2021.

Note: The Annual Dividend payment rate for the year 2021 is accordance with the payment policy.

- (3) The Board also approved and resolved that the “Record Date” will be on 14 March 2022 to determine the right of shareholders for attending the Annual General Meeting of Shareholders for the year 2022 and to receive the Annual Dividend for the year 2021, which the Annual Dividend will be paid on 20 May 2022.

Note: The dividend payment is uncertain as it has not yet been approved by the Annual General Meeting of shareholders for the year 2022.

Resolution:

- This agenda must be passed by the approval of the majority votes of the shareholders who attend the meeting and cast their votes.

Agenda 7: To consider and approve the Directors’ remuneration for the year 2022

Fact and Rationale:

- In accordance with Section 90 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) and Section 23. of the Articles of Association of the Company, the remuneration of Directors has to be approved by the Meeting of Shareholders. The Director’s remuneration shall be fixed at a certain amount or in accordance with the criteria, and/or for a specified term, or until the Shareholders’ meeting alters it. Besides that, the directors will also be entitled to receive the allowances and welfare in line with the Company’s regulations.

The Company’s policy, criteria, and procedure to consider and determine directors’ remuneration

- The Board of Directors appointed the Nomination and Remuneration Committee to consider the policy, the forms and criteria of remuneration for the Board of Directors, sub-committees, and the top executives, including the remuneration of any person that the Board may delegate. The Nomination and Remuneration Committee shall propose such directors’ remuneration to the Board of Directors for consideration.
- Having considered the scope and responsibility, the operating results of the Company and subsidiaries, as well as comparing to other companies of same size and industry, the Nomination and Remuneration Committee determines directors’ remuneration and form of payments as follows:
 - (1) The remuneration of the Board of Directors: Having considered the directors’ responsibilities during their tenure, the remuneration is set on a monthly payment basis.



(2) The remuneration of Sub-Committees: the remuneration is paid as the attendance fees and determines the remuneration for the position of Chairman at Baht 25,000/time and for members of sub-committees at Baht 20,000/time/person.

(3) The budget of annual award (bonus) for directors: this shall be referred to the operating performance of the Company and the results of annual Board of Directors' self-assessment, both of the individual director's performance and the Board's performance.

- The Nomination and Remuneration Committee proposed the directors' remuneration for the year 2021 to the Board of Directors with the details as below:

Comparison of Directors' remunerations for the year 2022 (the proposed year) and the year 2021

Details	Year 2022 (the proposed year)	Year 2021
▪ Monthly Remuneration for Directors		
- Chairman of the Board of Directors	Baht 50,000.- /month	Baht 50,000.- /month
- Deputy Chairman of the Board of Directors	Baht 45,000.- /month	Baht 45,000.- /month
- Each of Director	Baht 40,000.-/ month/person	Baht 40,000.-/ month/person
▪ Bonus for Directors		
- Chairman of the Board of Directors	Not exceed Baht 2,000,000.- / year	Not exceed Baht 2,000,000.- / year
- Deputy Chairman of the Board of Directors	Not exceed Baht 1,750,000.-/ year	Not exceed Baht 1,750,000.-/ year
- Each of Director	Not exceed Baht 1,500,000.- /person/ year	Not exceed Baht 1,500,000.- /person/ year
▪ Remuneration for Sub-Committees		
- The Executive Committee	Baht 20,000.- /person/meeting (The payment will be made only for member who has no received any monthly salary or consulting fees)	Baht 20,000.- /person/meeting (The payment will be made only for member who has no received any monthly salary or consulting fees)
- The Audit Committee	The Payment will be made only for the member who attended the Meeting. The amount for not exceeding of Baht 680,000.- / year	The Payment will be made only for the member who attended the Meeting. The amount for not exceeding of Baht 680,000.- / year



Details	Year 2022 (the proposed year)	Year 2021
- The Nomination and Remuneration Committee	The Payment will be made only for the member who attended the Meeting. The amount for not exceeding of Baht 315,000.- / year	The Payment will be made only for the member who attended the Meeting. The amount for not exceeding of Baht 315,000.- / year
- The Risk Management Committee	The Payment will be made only for the member who attended the Meeting. The amount for not exceeding of Baht 750,000.- / year	The Payment will be made only for the member who attended the Meeting. The amount for not exceeding of Baht 750,000.- / year
- The Corporate Governance and Sustainability Committee	The Payment will be made only for the member who attended the Meeting. The amount for not exceeding of Baht 420,000.- / year	The Payment will be made only for the member who attended the Meeting. The amount for not exceeding of Baht 420,000.- / year
- Strategic Planning Committee	The Payment will be made only for the member who attended the Meeting. The amount for not exceeding of Baht 210,000.- /year	The Payment will be made only for the member who attended the Meeting. The amount for not exceeding of Baht 210,000.- /year
▪ The Other Privilege / Benefits (Excluding the privilege and benefits, receive according to the Company regulations.)	Nil	Nil

Opinion of the Board of Directors:

- The Board (with the proposal of the Nomination and Remuneration Committee) proposes that the Meeting should approve the Directors' remunerations for the year 2022 as details above.

Resolution:

- This agenda must be passed by the approval of not less than two-thirds (2/3) of the total number of votes of the shareholders who attend the meeting.



Agenda 8: To consider and approve the re-election of the retiring Directors by rotation

Fact and Rationale:

- In accordance with Section 71 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) and Sections Nos. 17. and 18. of the Articles of Association of the Company, at every Annual General Meeting, one-third of the Directors shall retire in proportion, If the number of director is not a multiple of three, then the number of directors closest to one-third shall retire and the directors retiring in 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 longest in the board shall retire.
- The 4 Directors as follows are retiring by rotation in this year

1. Mr. Somphote Ahunai	Vice Chairman of the Board of Directors / Director (Authorized Signatory Director) / Chairman of Executive Committee / Chairman of Strategic Planning Committee / Member of Risk Management Committee / Chief Executive Officer (CEO)
2. ACM. Chainan Thumasujarit	Independent Director / Chairman of the Audit Committee / Chairman of Risk Management Committee / Member of Nomination and Remuneration Committee / Corporate Governance and Sustainability Committee
3. M.R. Bravochat Chatchai	Independent Director / Member of Audit Committee / Chairman of Nomination and Remuneration Committee / Chairman of Corporate Governance and Sustainability Committee / Member of Risk Management Committee
4. Mr. Wutthilerd Chiannilkulchai	Director (Authorized Signatory Director) / Member of Executive Committee / Member of Risk Management Committee

The Company's policy and procedure to nominate the qualified person to the Board of Directors

- The Board of Directors has appointed the Nomination and Remuneration Committee to determine policy for the nomination of directors and high-ranking executives, including nominating, selecting, and proposing qualified person with the appropriated qualifications to be appointed as directors and /or executives as the case may be, for the Board's consideration.
- During the period of 1 October 2021 - 15 January 2022, the Company had invited shareholders to nominate the qualified person for the election as director of the Company. This invitation was announced via SET



communication system and the same was posted on website of the Company. And at the end of the period, none of shareholder had submitted nomination the qualified person for election as director as aforesaid.

- Opinion of the Nomination and Remuneration Committee: Having considered the qualification, the experience knowledge and expertise to support the Company's business, the Nomination and Remuneration Committee is of the opinion to propose the 4 retiring directors, i.e. (1) Mr. Somphote Ahunai, (2) ACM. Chainan Thumasujarit, (3) M.R. Bravochat Chatchai, and (4) Mr. Wutthilerd Chiannilkulchai, for another term. The profiles of the aforesaid 4 retiring directors as well as the criteria, definition of Independent Director of the Company, which is in line with the criteria prescribed by the Stock Exchange of Thailand, are in an attachment for Agenda 8.

Opinion of the Board of Directors:

- The Board of Directors (with the proposal of the Nomination and Remuneration Committee) excluded the related directors, considers the qualification and profiles of the 4 retiring directors as aforesaid and is of the opinion that they are knowledgeable persons and experience in business sector of the Company which will be benefit to the Company. Therefore, the Board of Directors proposes that the Meeting should re-elect the 4 retiring directors as follows:

1. Mr. Somphote Ahunai	Vice Chairman of the Board of Directors / Director (Authorized Signatory Director) / Chairman of Executive Committee / Chairman of Strategic Planning Committee / Member of Risk Management Committee / Chief Executive Officer (CEO)
2. ACM. Chainan Thumasujarit	Independent Director / Chairman of the Audit Committee / Chairman of Risk Management Committee / Member of Nomination and Remuneration Committee / Corporate Governance and Sustainability Committee
3. M.R. Bravochat Chatchai	Independent Director / Member of Audit Committee / Chairman of Nomination and Remuneration Committee / Chairman of Corporate Governance and Sustainability Committee / Member of Risk Management Committee
4. Mr. Wutthilerd Chiannilkulchai	Director (Authorized Signatory Director) / Member of Executive Committee / Member of Risk Management Committee

Resolution:

- This agenda must be passed by the majority votes of the shareholders who attend the meeting and cast their votes.



Agenda 9: To consider and approve the appointment of the Auditors and determine their audit fees for the year 2022

Fact and Rationale:

- Section 120 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) and Section No. 37 of the articles of association of the Company state that at the annual general meeting of shareholders each year, there shall be an appointment of an auditor and the determination of an audit fee of the company.

The Company's policy and procedure to consider and appoint the Auditors and determine their audit fees and other relevant fees

- The meeting of Audit Committee (having considered the transparency, the good practice in accordance with the Corporate Governance, past performance pertaining to reputation, reliability, and capability to audit and certify the financial statements in a timely manner, and the advice which is useful to the Company's business) is of the opinion to propose the auditors and audit fees from PricewaterhouseCoopers ABAS Limited ("PwC") for the Board of Directors' consideration, and further propose it to the AGM 2021 for consideration.

Opinion of the Board of Directors:

- The Board of Directors (with the proposal of the Audit Committee) is of the opinion that
 - The Meeting should appoint the following auditors from PwC as auditors of the Company and any one of them shall be auditor and express opinion on the Company's financial statements for the year 2022.
 - Ms. Amornrat Permpoonvatanasuk CPA (Thailand) No. 4599; or
(the Company's Auditor for 6 years i.e. year 2016 – 2021)
 - Mr. Boonreang Lerdviseswit CPA (Thailand) No. 6552: or
 - Ms. Rodjanart Banyatananusard CPA (Thailand) No. 8435

All of the above auditors are qualified to conduct the audit and express an opinion on the financial statements of the Company and its subsidiaries. They have no relationship with and /or not being the interested party in the business of the Company, subsidiaries, management, major shareholders, or related persons of the aforesaid persons. The details are set out in an **attachment for Agenda 9**.

In the event that any of the above auditors is unable to perform/provide audit service for the Company, PwC is authorized to nominate the qualified and competent auditor of PwC to conduct the audit.

- The Meeting should approve the audit fees/non-audit fees of the Company for the year 2022 and out-of-pocket expenses (to be charged according to the actual payment) are as follows:



The Audit Fees	Year 2021 (The proposed year)	Year 2020	Increase (Decrease)
Audit fee : the Company (Quarterly review fees and Annual audit fees)	Baht 2,427,600.-	Baht 2,427,600.-	-
Non - audit fee - For certification purposed by BOI	Baht 50,000.- /certificate	Baht 50,000.- / certificate	-

3. The Meeting should be notified that PwC is selected to provide the audit services to the 46 local-subsidaries of the Company for the year 2022 with the aggregate audit fees of Baht 9,584,235.- as well as the Non-Audit fee (For certification purposed by BOI at the rate of Baht 50,000.-/Certificate.) While the 9 local and foreign subsidiaries are not under PwC's audit due to the aforesaid subsidiaries appoint auditors from other audit firm. In this regard, the Board of Directors of the Company just monitor that they will provide the financial statements in time according to the relevant rules and regulations.
4. The Meeting should grant the authority to management to appoint the auditor and determine audit fees of the subsidiaries, joint venture, associate companies established during the year.

Resolution:

- This agenda must be passed by the approval of the majority votes of the shareholders who attend the meeting and cast their votes.

All shareholders are invited to attend the Meeting on the date, time, channel and procedure as mentioned above.

For shareholders who is a foreign investor and has appointed a custodian in Thailand to be a share depository, may submit Proxy Form A, or Form B, or Form C. For other shareholders may submit Proxy Form A, or Proxy Form B to the Company before attending a Meeting through electronic media.

For those shareholders who are unable to attend the Meeting, through electronic meeting (E-AGM), they may appoint any one of the Independent Directors, as specified on this invitation (enclosure No. 6 and No. 8), to attend and vote on their behalf (the profiles of Independent Directors are enclosed as enclosure No. 7).

In this respect, the Company encourages the shareholders and proxies submit the proxy form to attend the meeting through electronic media by 20 April 2022, in order to allow the Company to verify the documents, before the date of the Annual General Meeting of Shareholders for the year 2022.



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In addition, the Company has determined that 14 March 2022 is the date for specifying shareholders entitled to attend the Annual General Meeting of Shareholders for the year 2022 (Record Date), and to receive the Annual Dividend for the year 2021, which the Annual Dividend will be paid on 20 May 2022 (Note: the right to receive the Annual Dividend, as the case may be, is uncertain as it has not yet been approved by the Annual General Meeting of Shareholders for the year 2022). In the Meeting, the Company invites representatives from law firms to check the counting vote for transparency and in line with the laws and regulations of the Company as well as the principles of good corporate governance for shareholders' meeting of the Office of the Securities and Exchange Commission.

Yours Faithfully,

Energy Absolute Public Company Limited

(Mr. Somchainuk Engtrakul)

Chairman of the Board



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Energy Absolute Public Company Limited

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Enclosure No. 1

for Agenda No. 1, 2, 3

The Minutes of the Extraordinary General Meeting of Shareholders Meeting No. 1/2022

The Annual Report for the year 2021 (Form 56-1 One Report)

including the 2021 audited and consolidated financial statements

(Attached documents is in the form of QR Code)



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=EA&date=220422>



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Energy Absolute Public Company Limited

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Enclosure No. 2

for Agenda No. 5

**The detail of the (new) issuance and offering of debentures
in an amount of not exceeding Baht 20,000 million**

The Board of Directors meeting No. 1/2022 held on 24 February 2022 considered and is of the opinion that the issuance and offering of the (new) debenture will be benefit to the group of Company which will create the return to the Company and shareholders. Therefore, the Board of Directors proposes the Meeting should approve the issuance and offering of the debenture as followings:

Objective :	To refinance the existing debt of Company and to use for business operation or to use as capital of the Company and its affiliates.
Type :	All types and all kinds of bonds (with or without collateral), depending on the appropriateness of the market conditions at the time that each bonds are issued and offered
Currency :	Baht and/or foreign currency by using the exchange rate at each time the bonds are issued and offered
Total Value :	Not exceeding Baht 20,000 million or in an equivalent amount of other currency. In this regard, the Company is able to issue and offer additional bonds and/or issue and offer bonds in place of the existing bonds which have been redeemed within such credit line.
Term of the Bond :	Not exceeding 15 years since the date of each issuance.
Offer :	To offer for one time or several times and/or as a project and/or on a revolving basis, though a public offering and/or private placement offering and/or Institutional Investor and/or High Net Worth, at the same time or at a different time, pursuant to the Notification of the Securities and Exchange Commission and/or the Office of the Securities and Exchange Commission and/or other related regulations which are in force at the time such debenture is issued and offered.
Interest Rate :	Depending on the market conditions at the time of the issuance and offering of the bond, or the terms and conditions of the bonds issued at such time, provided that pursuant to the Notification of the Securities and Exchange Commission and/or the Office of the Securities and Exchange Commission and/or other related regulations which are in force at the time such debenture is issued and offered.



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)

Energy Absolute Public Company Limited

89 อาคารเอไอเอ แคปิตอล เซ็นเตอร์ ชั้น16 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400

โทรศัพท์ 02-248-2488-92, 02-002-3667-9 แฟกซ์ 02-248-2493 ทะเบียนเลขที่ 0107551000061

Call Redemption :	The debenture-holder and the Company may or may not have the right to redeem their bonds before their maturity date, depending on the terms and conditions of each issuance of bonds.
Secondary Market :	The Company may register the bonds with The Thai Bond Market Association or any other secondary market as appropriate.
Determination Authority Other details :	<p>To authorize the Executive Committee or to whom the Executive Committee shall delegate authority for the following purposes:</p> <ol style="list-style-type: none">1. To determine details relevant to the debentures, including type, name, interest rate, redemption period, appointment of the debenture-holder's representative, as well as the details relating to the offering, including but not limited to, price, procedure, offering, and allotment period.2. To appoint the financial advisor and/or the underwriter and/or credit rating institution of the issuer and/or the securities and/or any other person where the appointment is regulated as required by the relevant rules or in any other cases which the Company deems appropriate.3. To register the bonds with The Thai Bond Market Association or any other secondary market as appropriate and to obtain an approval, provide information and, submit documentation to relevant agencies.4. To deal with, negotiate, execute and/or amend the agreements and/or documentation, as well as provide information, submit documentation to the Office of the Securities and Exchange Commission and/or other agencies relating to the issuance and offering of such bonds, including the undertaking of any actions relevant to or necessary for such transaction as it deems appropriate.



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Enclosure No. 3

for Agenda No. 8

Profiles of retiring directors and be nominated for re-election and Definition of Independent Director

Mr. Somphote Ahunai

Proposes to be elected as :

Director (Authorized Director) / Vice Chairman of the Board of Directors /

Chairman of Strategic Planning Committee / Member of Risk Management Committee /

Chairman of Executive Committee / Chief Executive Officer (Executive Director)

Mr. Somphote Ahunai / Thai / 54 years old

- Date of Appointment as Director : 12 March 2008
- Period of Directorship for the Company : 14 years as at 2022 AGM

Current Position

- Director (Authorized Director)
- Vice Chairman of the Board of Directors
- Chairman of Strategic Planning Committee
- Member of Risk Management Committee
- Chairman of Executive Committee
- Chief Executive Officer



Total Share held (include share held by spouse and minor child)

▪ Shareholding as of 30 December 2020	:	1,534,189,993 shares (41.13110%)
Held personally	:	876,436,386 shares (23.49695%)
Held by Custodian	:	632,770,000 shares (16.96435%)
Held by spouse	:	24,983,607 shares (0.66980%)
▪ Shareholding as of 30 December 2021	:	1,534,189,993 shares (41.13110%)
Held personally	:	865,736,386 shares (23.21009%)
Held by Custodian	:	643,470,000 shares (17.25121%)
Held by spouse	:	24,983,607 shares (0.66980%)
▪ Share Increase / (Decrease) during the year	:	- None -
Held personally	:	(10,700,000) shares (0.28686%)
Held by Custodian	:	10,700,000 shares (0.28686%)
Held by spouse	:	- None -

Relationship with other Director and Management :

- Younger Brother of Mr. Somboon Ahunai (Director, Member of Executive Committee)
- Elder Brother of Ms. Supaporn Ahunai (Assistant Chief Executive Officer – Support, Vice President – Quality, Permit, Insurance and Environment Department)



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Mr. Somphote Ahunai (continued)

Education

- Master of Business Administration, University of Pittsburgh, USA
- Bachelor of Engineering, Chulalongkorn University
- Ph.D. (Honorary Degree) in Engineering, Rajamangala University of Technology Isan
(Engineering in renewable energy and environment)

Training

By Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) Class 60/2006

Other Training

- Top Executive Program in Industrial Development and Investment Class 2
by Institute of Business and Industrial Development (IBID)
- Ultra Wealth – Invest Like a Master Class 1 by Economics Association Chulalongkorn University
- The Executive Program in Energy Literacy for a Sustainable Future Class 9 by Thailand Energy Academy (TEA)
- Public Lecture on “Global and Domestic Environment with the stability in energy sector”
by National Defence College of Thailand
- Public Lecture on “Electric Vehicles turn around the Opportunities, Change Thai’s lifestyle”
by Thansettakij Multimedia
- Public Lecture on Monthly Update Meeting by Bangkok University
- Public Lecture on “Thailand’s Best Practice” by King Prajadhipok’s Institute
- Public Lecture on “Climate Actions Our Efforts, Our Common Responsibility”
by Thailand Greenhouse Gas Management Organization (Public Organization)
- Public Lecture on “Thai EV’s direction to Sustainability” by Society of Automotive Engineers – Thailand (TSAE)

Work Experience during 5 years

Position in the Company

2020 - Present	Vice Chairman of the Board of Directors
2020 - Present	Chairman of Strategic Planning Committee
2014 - Present	Member of Risk Management Committee
2009 - Present	Chief Executive Officer
2008 - Present	Director / Chairman of Executive Committee

Position in Other Listed Companies

Director	Nex Point PCL.
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Meeting Attendance in 2021

Board of Directors Meeting :	5/6* meetings	*(excluded Non-Executive Board of Directors meeting)
Risk Management Committee Meeting :	6/6 meeting	
Strategic Planning Committee Meeting :	2/2 meetings	
Executive Committee Meeting :	8/12 meetings	



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Directorship held in other firm which may have conflict of interest with the Company : None

Directorship held in non-listed Company / other organization

- | | |
|---|--|
| ▪ Qualified Director | Rail Technology Research and Development Agency
(Public Organization) |
| ▪ Advisor | Society of Automotive Engineers – Thailand (TSAE) |
| ▪ Director | Burapha University, Hospital Foundation |
| ▪ Qualified Director | Burapha University |
| ▪ Director | Nursing Home for Older People, Ramathibodi Hospital |
| ▪ Honorary Advisor | The Federation of Thai Industries Chachoengsao Chapter |
| ▪ Managing Director | Chulalongkorn University Engineering Alumni |
| ▪ President of Institute of Industrial Energy | The Federation of Thai Industries |
| ▪ Director | T Health Products Co., Ltd. |
| ▪ Director | AekYingKrit Holding Co., Ltd. / Eternity Holding Co., Ltd. |
| ▪ Director | SPBL Holding Co., Ltd. |
| ▪ Director | Absolute Infinity Co., Ltd. |

Directorship held in Subsidiaries of EA : Directors – 20 companies

Policy and Procedure for Nomination

- During 1 October 2021 - 15 January 2022, the Company invited shareholders to propose the qualified candidate for the election. However, after completed such period, there is no shareholder proposing any candidate for election as director of the Company to the Meeting.
- The Board of Directors (with the proposal of the Nomination Committee) has considered and is of the opinion to nominate for the Meeting to re-elect as Director.
- The Board of Directors has considered and opines that all of them are qualified and suitable for business operations of the Company.



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ACM. Chainan Thumasujarit

Proposes to be elected as :

Independent Director / Chairman of Audit Committee / Chairman of Risk Management Committee /
Member of Nomination and Remuneration Committee / Member of Corporate Governance and Sustainability
Committee (Non- Executive Director)

ACM. Chainan Thumasujarit / Thai / 72 years old

- Date of Appointment as Director : 7 August 2012
- Period of Directorship for the Company : 9 years 8 months as at 2022 AGM

Current Position

- Independent Director
- Chairman of Audit Committee
- Chairman of Risk Management Committee
- Member of Nomination and Remuneration Committee
- Member of Corporate Governance and Sustainability Committee



Total Share held (include share held by spouse and minor child)

- Shareholding as of 30 December 2020 : - None -
- Shareholding as of 30 December 2021 : - None -
- Share Increase / (Decrease) during the year : - None -

Relationship with other Director and Management : - None -

Education

- Bachelor of Engineering (the 2nd Class Honors), Chulalongkorn University
- Bachelor of Arts in Political Science, Ramkhamhaeng University
- Bachelor of Business Administration (General Managements), Ramkhamhaeng University
- Bachelor of Business Administration (the 1st Class Honors), Sukhothai Thammathirat Open University
- Diploma, The National Defence College Class 2003, National Defence College (NDC)
- Naval Command and staff college, Institute of Advanced Naval Studies
- M. Eng. Asian Institute of Technology (A.I.T.)
- D. Eng. (Candidate) Asian Institute of Technology (A.I.T.)

Training

By Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) Class 6007/2007
- Audit Committee Program (ACP) Class 22/2008
- Monitoring of the Quality of Financial Reporting (MFR) Class 16/2012
- Risk Management Program for Corporate Leader (RCL) class 13/2018

ACM. Chainan Thumasujarit (Continued)

Other Training

- Drafting, Negotiating & Managing, Successful Construction Contracts” Summit 2015 held by Omega World Class Research Institute
- AC HOT UPDATE - Prepare for Next Generation CG and Sustainability held by Federation of Accounting Professions Under The Royal Patronage of His Majesty The King
- Forensic Data Analytics: Fighting Fraud with Big Data held by PricewaterhouseCoopers ABAS Co., Ltd.
- Intelligent City and Information Center organized held by Institute of Electrical and Electronics Engineers of Thailand
- Internal control and Risk management / Value adding support strategic management held by Energy Absolute PCL.
- The side nobody knows EV transformation in Thai way held by Chulalongkorn University Engineering Alumni
- Electric Vehicles (EVs): Technology, Design, Infrastructure and Applications held by IEEE Thailand Section, IEEE Power & Energy Society –Thailand Chapter and Electric Vehicle Association of Thailand

Work Experience during 5 years

Position in the Company

- | | |
|------------------|---|
| ▪ 2021 – Present | Member of Nomination and Remuneration Committee |
| ▪ 2020 – Present | Member of Corporate Governance and Sustainability Committee |
| ▪ 2014 – Present | Chairman of Audit Committee / Chairman of Risk Management Committee |
| ▪ 2012 - Present | Independent Director |

Position in Other Listed Companies : - None -

Meeting Attendance in 2021

- Board of Directors Meeting : 5/7 meetings
- Audit Committee Meeting : 9/9 meetings
- Nomination and Remuneration Committee Meeting : 4/4 meetings
- Corporate Governance and Sustainability Committee Meeting : 4/4 meetings
- Risk Management Committee Meeting : 6/6 meetings

Directorship held in non-listed Company / other organization

- Retired Government Official Office of the Permanent Secretary, Ministry of Defence
- Freelance Structural Engineer Office of the Permanent Secretary, Ministry of Defence

Directorship held in Subsidiary of EA : - None -



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ACM. Chainan Thumasujarit (Continued)

Policy and Procedure for Nomination

- During 1 October 2021 - 15 January 2022, the Company invited shareholders to propose the qualified candidate for the election. However, after completed such period, there is no shareholder proposing any candidate for election as director of the Company to the Meeting.
- The Board of Directors (with the proposal of the Nomination Committee) has considered and is of the opinion to nominate for the Meeting to re-elect as Director
- The Board of Directors has considered and opines that all of them are qualified and suitable for business operations of the Company.
- The Board of Directors has determined that independent directors can express their views independently and in accordance with the applicable criteria.
- From August 2012 to the present, he has served as an independent director (9 years and 8 months). The number of years is combined with the term to be elected this time, resulting in 12 years and 6 months. The rationale for proposing to serve as an independent director for more than 9 years is due to knowledgeable and expertise in the Company's business segment.



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M.R. Bravochat Chatchai

Proposes to be elected as :

Independent Director / Member of Audit Committee / Chairman of Nomination and Remuneration Committee /
Member of Risk Management Committee / Chairman of Corporate Governance and Sustainability Committee
(Non- Executive Director)

M.R. Bravochat Chatchai / Thai / 61 years old

- Date of Appointment as Director : 26 November 2010
- Period of Directorship for the Company : 11 years 4 months at Date of AGM 2022

Current Position

- Independent Director
- Member of Audit Committee
- Chairman of Nomination and Remuneration Committee
- Chairman of Corporate Governance and Sustainability Committee
- Member of Risk Management Committee



Total Share held (include share held by spouse and minor child)

- Shareholding as of 30 December 2020 : - None -
- Shareholding as of 30 December 2021 : - None -
- Share Increase / (Decrease) during the year : - None -

Relationship with other Director and Management : - None -

Education

- Master of Arts, Phranakhon Rajabhat University
- Bachelor of Laws, Ramkhamhaeng University

Training

By Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) Class 98/2012
- Audit Committee Program (ACP) Class 41/2012
- Role of Nomination and Governance Committee (RNG) Class 7/2015
- Risk Management Program for Corporate Leader (RCL) Class 13/2018

Other Training

- AC HOT UPDATE - Prepare for Next Generation CG and Sustainability held by Federation of Accounting Professions Under The Royal Patronage of His Majesty The King
- Forensic Data Analytics: Fighting Fraud with Big Data held by PricewaterhouseCoopers ABAS Co., Ltd.
- Internal control and Risk management / Value adding support strategic management held by Energy Absolute PCL.



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M.R. Bravochat Chatchai (Continued)

Work Experience during 5 years	
Position in the Company	
▪ 2021 - Present	Chairman of Nomination and Remuneration Committee
▪ 2021 - Present	Chairman of Corporate Governance and Sustainability Committee
▪ 2014 - Present	Member of Risk Management Committee
▪ 2010 - Present	Independent Director / Member of Audit Committee
Position in Other Listed Companies : - None -	
Meeting Attendance in 2021	
▪ Board of Directors Meeting :	7/7 meetings
▪ Audit Committee Meeting :	9/9 meetings
▪ Nomination and Remuneration Committee Meeting :	4/4 meetings
▪ Corporate Governance and Sustainability Committee Meeting :	4/4 meetings
▪ Risk Management Committee Meeting :	6/6 meetings
Directorship held in other firm which may have conflict of interest with the Company : - None -	
Directorship held in non-listed Company / other organization	
▪ Director	M.R. Bravochat Chatchai Laws Office
Directorship held in Subsidiary of EA : - None -	
Policy and Procedure for Nomination	
<p>▪ During 1 October 2021 - 15 January 2022, the Company invited shareholders to propose the qualified candidate for the election. However, after completed such period, there is no shareholder proposing any candidate for election as director of the Company to the Meeting.</p> <p>▪ The Board of Directors (with the proposal of the Nomination Committee) has considered and is of the opinion to nominate for the Meeting to re-elect as Director</p> <p>▪ The Board of Directors has considered and opines that all of them are qualified and suitable for business operations of the Company.</p> <p>▪ Due to the Company's business sector, with an appointment as an independent director from November 2010 to the present (14 years and 4 months), the total number of years combined with the term to be elected is 14 years and 4 months.</p> <p>▪ From November 2010 to the present, he has served as an independent director (11 years and 4 months). The number of years is combined with the term to be elected this time, resulting in 14 years and 4 months. The rationale for proposing to serve as an independent director for more than 9 years is due to knowledgeable and expertise in the Company's business segment.</p>	



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Mr. Wutthilerd Chiannilkulchai

Proposes to be elected as :

Director (Authorized Director) / Member of Executive Committee / Member of Risk Management Committee

(Non-executive Director)

Mr. Wutthilerd Chiannilkulchai / Thai / 51 years old

- Date of Appointment as Director : 12 March 2008
- Period of Directorship for the Company : 14 years at Date of AGM 2022

Current Position

- Director (Authorized Director)
- Member of Executive Committee
- Member of Risk Management Committee



Total Share held (include share held by spouse and minor child)

- **Shareholding as of 30 December 2020** : 15,332,849 shares (0.4111%)
 - Held personally : 15,332,849 shares (0.4111%)
 - Held by spouse : - None -
- **Shareholding as of 30 December 2021** : 15,332,849 shares (0.4111%)
 - Held personally : 15,332,849 shares (0.4111%)
 - Held by spouse : - None -
- **Share Increase / (Decrease) during the year** : - None -
 - Held personally : - None -
 - Held by spouse : - None -

Relationship with other Director and Management : - None -

Education

- Master of Science in Computer and Engineering Management, Assumption University
- Bachelor of Accountancy, Chulalongkorn University

Training

By Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) Class 71/2008

Work Experience during 5 years

Position in the Company

- 2014 - Present Member of Risk Management Committee
- 2008 - Present Director / Member of Executive Committee

Position in Other Listed Companies : - None -



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Mr. Wutthilerd Chiannilkulchai (Continued)

Meeting Attendance in 2021

- Board of Directors Meeting : 7/7 meetings
- Risk Management Committee Meeting : 6/6 meetings
- Executive Committee Meeting : 12/12 meetings

Directorship held in other firm which may have conflict of interest with the Company : - None -

Directorship held in non-listed Company / other organization

- Director Window Asia Co., Ltd.
- Director Perfect Oil Co., Ltd.
- Director Power 10 Co., Ltd. / Double 10 Co., Ltd. / Famous 10 Co., Ltd. / Mitsiamoil Co., Ltd.
- Director Chalee Trading Co., Ltd. / Ma Jarearn Co., Ltd. / Sueb Nueng Karn Kha Co., Ltd. /
Two Plus One Oil Co., Ltd. / Malee Oil Co., Ltd. / C.C. Oil Co., Ltd.

Directorship held in Subsidiaries of EA : Directors – 21 companies

Policy and Procedure for Nomination

- During 1 October 2021 - 15 January 2022, the Company invited shareholders to propose the qualified candidate for the election. However, after completed such period, there is no shareholder proposing any candidate for election as director of the Company to the Meeting.
- The Board of Directors (with the proposal of the Nomination Committee) has considered and is of the opinion to nominate for the Meeting to re-elect as Director
- The Board of Directors has considered and opines that all of them are qualified and suitable for business operations of the Company.



Definition of Independent Director

Qualifications of Independent Director of the Company are as follows:

- (1) Hold no more than 0.8% of total voting shares of the Company, parent company, subsidiary, associate company, major shareholder or controlling person of the Company, including shares held by connected persons of such independent director.
- (2) Not being or having been an executive director, employee, staff, advisor earning regular monthly salary or the controlling person of the Company, its parent company, subsidiary, associate company, same-level subsidiary, major shareholder or controlling person, unless the foregoing status has ended for at least two years prior to appointment. In this regard, such prohibited characteristics shall exclude the case where an independent director used to be a government official or advisor of a governmental agency, which is a major shareholder or the controlling person of the Company.
- (3) Not being a person who is related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child, other directors, executives, major shareholders, controlling person or person to be nominated as director, executive or controlling person of the Company or its subsidiary.
- (4) Not having or having had a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person in a manner that may interfere with independent discretion, which includes not being or having been a significant shareholder, director who is not independent director or the executive having a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person, unless such foregoing relationships have ended for at least two years prior to appointment.
- (5) Not being or having been an auditor of the applicant, its parent company, subsidiary, associate company, majority shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of the audit firm which employs the auditor of the applicant, its parent company, subsidiary, associate company, majority shareholder, or controlling person, unless the foregoing relationship has ended for not less than two years prior to appointment.
- (6) Not being or having been a provider of professional services, which includes serving as a legal advisor or financial advisor being paid with a service fee of more than two million baht per year by the applicant, its parent company, subsidiary, associated company, majority shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of such provider of professional services, unless the foregoing relationship has ended for not less than two years prior to appointment.
- (7) Not being a director who is appointed as the representative of directors of the applicant, major shareholder, or shareholder who is a connected person of a majority shareholder.
- (8) Not undertaking any business of the same nature and in significant competition with the business of the applicant or its subsidiary, or not being a significant partner in a partnership, or an executive director,



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employee, staff, advisor earning regular monthly salary, or holding more than one (1) percent of the voting shares of another company that undertakes a business of the same nature and in significant competition with the business of the applicant or its subsidiary.

- (9) Not having any other characteristics that cause the inability to express independent opinions on the business operation of the applicant.

Definition of Independent Director of the Company is more stringent than the definition of Independent Director as prescribed in 17(2) of the Notification of SEC ThorJor 39/2559 Re: subject: Application for and Approval of offer the IPO and the Notification of the SET.



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Enclosure No.4

for Agenda No. 9

The appointment of the Auditors for the accounting year 2022

Profiles of the proposed PwC's auditors for the year 2022

■ Ms. Amornrat Pearmpoonvatanasuk

Certified Public Accountant (Thailand) No.	4599
Period of providing audit services to the Company	6 years, from year 2016 – 2021
Education	<ul style="list-style-type: none">▪ Bachelor of Accountancy, Chulalongkorn University▪ Master of Accountancy, Chulalongkorn University
Share held in the Company	Nil (As of 30 December 2021)
Family relations with the executives or shareholders of the Company or its subsidiaries	Nil
Relation with the Company / subsidiaries / associate or juristic which may currently have conflict of interest	Nil
Significant business relations which may adverse to ability to act independently	Nil
Being directorship, staff, employee, or other position in the Company or its subsidiaries	Nil

■ Mr. Boonrueng Lerdwiseswit

Certified Public Accountant (Thailand) No.	6552
Period of providing audit services to the Company	Nil
Education	<ul style="list-style-type: none">▪ Bachelor's Degree in Business Administration with Accounting Major, Thammasat University
Share held in the Company	Nil (As of 30 December 2021)
Family relations with the executives or shareholders of the Company or its subsidiaries	Nil
Relation with the Company / subsidiaries / associate or juristic which may currently have conflict of interest	Nil
Significant business relations which may adverse to ability to act independently	Nil
Being directorship, staff, employee, or other position in the Company or its subsidiaries	Nil



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)

Energy Absolute Public Company Limited

89 อาคารเอไอเอ แคปิตอล เซ็นเตอร์ ชั้น 16 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400

โทรศัพท์ 02 248 2488-92, 02 002 3667-9 แฟกซ์ 02 248 2493 ทะเบียนเลขที่ 0107551000061

■ Ms. Rodjanart Banyatananusard

Certified Public Accountant (Thailand) No.	8435
Period of providing audit services to the Company	Nil
Education	<ul style="list-style-type: none">▪ Bachelor of Accountancy, Chiang Mai University▪ Master of Business Administration, Thammasat University
Share held in the Company	Nil (As of 30 December 2021)
Family relations with the executives or shareholders of the Company or its subsidiaries	Nil
Relation with the Company / subsidiaries / associate or juristic which may currently have conflict of interest	Nil
Significant business relations which may adverse to ability to act independently	Nil
Being directorship, staff, employee, or other position in the Company or its subsidiaries	Nil



Enclosure 5

Articles of association relating to shareholders meeting

Section 5

Board of Directors

Article 16. There shall be a Board of Directors to run the business of the Company being composed of at least five (5) directors but not over fifteen (15) directors. At least half of the total number of directors shall have domicile in the Kingdom of Thailand.

The directors may or may not be shareholders of the Company.

Article 17. The shareholders' meeting shall elect the directors in accordance with the following criteria and procedure:

- (1) Each shareholder shall have one (1) vote for each share held.
- (2) Each shareholder shall cast all the votes he has as in clause (1) above to elect one or several directors. In case of electing several directors, each shareholder may not divide his votes and allocate them to all such candidates in portions.
- (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until the required number of director to be elected is met. Where the votes cast for candidates in descending order are tied, the chairman of the meeting shall have a casting vote.

Article 18. At every annual ordinary general meeting of shareholders, one-third (1/3) of the total number of the directors of the Company shall retire by rotation. If the number of directors cannot be equally divided into three, the number of directors closest to one-third (1/3) shall retire.

The vacating directors may be re-elected.

Directors to vacate office in the first year and the second year after the Company registration shall be decided by drawing lots. For the years thereafter, the directors having been in office the longest shall retire.

Article 19. Apart from retirement by rotation, a director shall vacate office upon:

- (1) Death;
- (2) Resignation;
- (3) Lack of qualifications or having prohibited characteristics pursuant to the public limited companies law and the securities and exchange law;
- (4) Removal by a resolution of the shareholders' meeting pursuant to Article 21;
- (5) Removal by a court order.



Article 21. The shareholders' meeting may resolve for any director to vacate office before the retirement by rotation with the votes of at least three-fourths (3/4) of the number of the shareholders attending the meeting and having the right to vote, provided that the total number of shares held by the shareholders who adopt the said resolution must not be less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.

Article 23. The directors shall be entitled to receipt of remuneration from the Company as considered and resolved by the meeting of the shareholders with the votes of at least two-thirds (2/3) of the total votes of the shareholders attending the meeting. The shareholders' meeting may set the definite amount of remuneration or set out the guidelines thereof, either from time to time or on a permanent basis until there is any change otherwise afterward. The remuneration shall also cover the allowances and welfare in accordance with the Company's regulations

The provisions of the foregoing shall not affect the rights of any directors appointed from the officers or employees of the Company to receipt of remuneration and benefits in the capacity of officers and employees of the Company.

Section 6

Meeting of Shareholders

Article 32. The Board of Directors shall arrange for an annual ordinary general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.

Meetings other than that mentioned above shall be called extraordinary general meetings. The Board of Directors may call an extraordinary meeting whenever deemed appropriate.

The shareholders holding shares aggregately at least one-fifth (1/5) of the total number of shares sold, or at least twenty-five (25) shareholders holding shares aggregately at least one-tenth (1/10) of the total number of shares sold, may submit a written request signed by them to ask the Board of Directors to call an extraordinary general meeting of shareholders at any time, but they shall clearly state their reasons in such written request. In such case, the Board of Directors shall arrange for the meeting to be held within one (1) month from the date of the receipt of such request.

Article 33. In calling a general meeting of shareholders, the Board of Directors shall send a notice calling the meeting specifying the place, date, time, agenda of the meeting, and the subject matters to be submitted to the meeting together with reasonable details, and also stating clearly any one of which will be for information, for approval or for consideration, as the case may be, including the opinions of the Board on such matters, to the shareholders and the Registrar for their attention at least seven (7) days before the date of the meeting. Furthermore, publication of the notice calling



the meeting shall be made in a newspaper at least three (3) days before the date of the meeting for at least three (3) consecutive days.

The place of the meeting shall be in the province where the Company's head office is located or any other place as the Board of Directors may specify.

Article 34. At a general meeting of shareholders, in order to constitute a quorum, there shall be at least twenty-five (25) shareholders and proxies (if any) present at the meeting or at least half of the total number of shareholders, and representing altogether not less than one-third (1/3) of the total number of shares sold. In the event that after the lapse of one (1) hour from the time fixed for any general meeting of shareholders, the number of shareholders present is still not enough to form a quorum as specified above and if such general meeting of shareholders has been requested by the shareholders, such meeting shall be cancelled. If the meeting of shareholders has not been called at the shareholders' request, the meeting shall be called again. In the latter case, a notice calling the meeting shall be sent to the shareholders at least seven (7) days before the meeting date. At the second meeting, a quorum is not needed.

Article 35. The chairman of the Board of Directors shall be the chairman of the general meeting of shareholders. If the chairman is absent or is unable to perform his duties, and if a vice-chairman is present, he shall perform as chairman. If there is no vice-chairman or if there is one but he is unable to perform his duties, the shareholders shall elect one among them to be chairman of that meeting.

Article 36. For the purpose of voting, each share held shall be counted as one vote. Any shareholder who has interests in any matter shall not be entitled to vote on such matter, unless it is the voting on the election of directors. The resolution passed at the general meeting of shareholders shall be as follows:

- (1) In a normal case, the approving resolution shall be subject to the majority votes of the shareholders who attend the meeting and have the right to vote. In the event of a tie of votes, the chairman of the meeting shall have a casting vote.
- (2) A resolution of the shareholders' meeting concerning the following matters shall be passed by the votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote:
 - (a) Sale or transfer of the whole or a substantial part of the Company's business to other person;
 - (b) Acquisition or acceptance of the transfer of business from other private or public company to the Company;
 - (c) Conclusion, amendment or termination of contracts relating to the lease of the whole or a substantial part of the business of the Company; assignment of any other person to



undertake the business of the Company; or consolidation of business with other party with the objective of profit and loss sharing;

- (d) Amendment of the Memorandum of Association or the Articles of Association of the Company;
- (e) Increase or decrease of the registered capital of the Company;
- (f) Dissolution of the Company;
- (g) Issuance of debentures of the Company;
- (h) Amalgamation of the Company with other company.

Article 37. The matters to be undertaken by the ordinary general meeting are as follows:

- (1) Consideration of the Board of Directors' report on the Company's operating results for the past year;
- (2) Consideration and approval of the Company's balance sheet and statement of income;
- (3) Consideration and approval of profit appropriation and dividend payment;
- (4) Election of directors to replace those retiring by rotation and determination of director remuneration;
- (5) Appointment of the auditor and fixing of the audit fee; and
- (6) Other businesses.

Article 41. The Board of Directors shall send the following documents to the shareholders, together with a notice calling an annual ordinary general meeting:

- (1) Copies of the balance sheet and the statement of income which have already been examined by the auditor, together with the report of the auditor. And
- (2) Annual report of the Board of Directors, together with other supporting documents

Article 42. Dividend shall not be paid out of any source other than profits. If the Company still has accumulated losses, no dividend shall be paid.

Dividend shall be paid according to the number of shares, each entitled to an equal amount of dividend. Dividend payment shall be subject to an approval by the shareholders' meeting. The Board of Directors may resolve to pay interim dividend to the shareholders from time to time as allowed by the profits at the moment, and inform the shareholders thereof at the following shareholders' meeting.

The payment of dividend shall be made within one (1) month as from the day the resolution thereon is passed by the general meeting of shareholders or the Board of Directors meeting, as the case may be. A written notice of the dividend payment is to be sent to the shareholders and advertised in a newspaper for at least three (3) consecutive days.

Article 43. The Company shall allocate to the reserve fund part of the annual net profit, an amount not less than five (5) percent of the annual net profit, deducted by the accumulated losses brought



forward (if any), until the reserve fund balance becomes not less than ten (10) percent of the registered capital.

Article 44. The auditor shall not be a director, staff member, employee or officer holding any position in the Company.

Article 46. The auditor has the duty to attend the shareholders' meeting every time when there is consideration of balance sheet, statement of income and account-related problems of the Company so that the auditor can give explanation on the audit work to the shareholders. The Company shall also send all the report and documents as obtained by the shareholders for the meeting to the auditor.



Enclosure No. 6

Guidelines, Regulations and Procedure of the 2022 Annual General Meeting of Shareholders

According to the Stock Exchange Commission of Thailand's policy on the principle for shareholder meetings of registered companies, dated 19 February 1999, has objective for registered company as method of good governance, building confident to shareholder, investor and person who related with all parties. Moreover, for transparent, fairly and benefits of shareholder meeting and shareholder, company should defined inspect document or evidence is display shareholder or agent of shareholder has right to attending for shareholder has holding as follows. Besides, due to some shareholder is unfamiliar with the principles of shareholder meetings, the company is also reserve right to attending according to appropriate by considered of the company.

▪ Document and evidence for attending the Meeting

The document and evidence as follows shall be present for attending the Meeting

Participant	Document or evidence
1. <u>Person</u>	<ul style="list-style-type: none"> Registration form (with Barcode)
1.1 Thai Shareholder	<ul style="list-style-type: none"> I.D. Card of shareholder (I.D. Card or government card or card of state of enterprise officer) If any altering name or surname display evidence of that alteration.
1.2 Foreign Shareholder	<ul style="list-style-type: none"> I.D. Card of Alien or passport or document replaced valid passport
<u>In case of proxy</u> (In case of copy must be certified true copy) <ul style="list-style-type: none"> Proxy form which filling statement is correct and signature of grantor and proxy. Copy of identification card of shareholder or passport (in case of foreigner grantor) of grantor. Identification card, driving license or passport (in case of foreigner grantor) of proxy. 	

Participant	Document or evidence
2. <u>Juristic person</u>	<ul style="list-style-type: none"> Registration form (with Barcode)
2.1 Juristic person registered in Thailand	<ul style="list-style-type: none"> Certificate of juristic person issue not over 3 months by Department of Business Development, Ministry of Commerce I.D. Card or passport (In case of foreigner) of authorized director in certificate of juristic person Proxy form which correct fill in and signature of grantor and proxy. If any altering name or surname display evidence of that alteration. I.D. Card or passport (In case of foreigner) of proxy.
<u>Remark:</u> In case of copy, it must be certified true copy by authorized person and seal of company.	



Participant	Document or evidence
2.2 Juristic person registered in aboard <u>Remark:</u> In case of copy must be certified correct by authorized person and seal of company and if as document was set up in abroad should be signed by notary public.	<ul style="list-style-type: none"> ▪ Certificate of juristic person. ▪ I.D. Card or passport (In case of foreigner) of authorized director in certificate of juristic person ▪ Proxy form which correct fill in and signature of grantor and proxy. ▪ If any altering name or surname display evidence of that alteration. ▪ I.D. Card or passport (In case of foreigner) of proxy.

<u>In case of proxy</u> (In case of copy must certified correct)
<ul style="list-style-type: none"> ▪ Proxy form which filling statement is correct and signature of grantor and proxy. ▪ Copy of certificate and certified signature by authorized person of juristic person of grantor. ▪ Copy of I.D. Card or government card or driving license of proxy.

- **Proxy and method of authorization**

Proxy and Proxy form

According to announcement of Department of Business Development about defined proxy form (vol. 5), 2007 dated 2 February 2007, was defined format of proxy in subscriber meeting and shareholder meeting of public company limited for 3 formats, attached any format with invitation letter of this meeting.

Form	Description	For
Form A.	General and simple proxy form.	For shareholder to grant general authorizing to proxy.
Form B.	Form with fixed and specific details authorizing proxy.	For shareholder to grant other person or independent director as proxy with fixed and specific details.
Form C.	For foreign shareholders who have custodians in Thailand only	For foreigner investor to appoint custodian in Thailand as proxy.

Procedure to appoint other person as proxy

- The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of the shares to many proxies for splitting votes.
- The proxy form must be completed and signed by shareholder (as grantor) and proxy.
- The proxy form must be affixed with Baht 20 duty stamp crossed out.
- The original completed proxy form and supporting documents must be sent by registered mail to the Company as address below:



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)
Energy Absolute Public Company Limited

89 อาคารเอไอเอ แคปิตอล เซ็นเตอร์ ชั้น 16 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400
โทรศัพท์ 02-248-2488-92, 02-002-3667-9 แฟกซ์ 02-248-2493 ทะเบียนเลขที่ 0107551000061

Corporate Secretary: Energy Absolute Public Company Limited

No. 89, AIA Capital Center, 16th Floor, Ratchadapisek Road, Dindaeng Sub-district, Dindaeng District, Bangkok 10400, Thailand

- Proxy attend the Meeting must submit the original completed proxy form to the Company's officer as mentioned above by 20 April 2022 prior the Meeting date in order to complete the verifying of documents before the Meeting commence.

Remark: Energy Absolute Public Company Limited reserve right to allow only person who has completed document attend the Meeting.

Registration

The registration will be commenced from 10.00 hours of the Meeting date prior the Meeting time

Vote and Counting of vote

The Application IR Plus AGM system allows shareholders/proxies to vote online, and the Mobile Application IR Plus AGM user manual is accessible for further information.

Criteria of vote

Voting will take place in a transparent and openly manner, The Chairman will invite and ask all attended shareholders / proxies to cast the vote, "Approve", or "Disapprove", or "Abstain" via Application IR Plus AGM. In this regard, the Company provides the legal advisor, to observe vote counting on each agenda.

1. Resolution of shareholders' meeting consists of vote as follows.
 - In a normal case, by the majority votes of the shareholders who attend the meeting and cast the vote. In case of an equality of vote, the Chairman of the Meeting shall be entitled to a casting vote.
 - In other cases where the law and / or the regulations of the Company set different from the normal, it shall be proceed as specified for which the Chairman will inform shareholders before casting vote of each agenda.
2. In case of proxy, the proxy must vote according to vote specific in proxy form only.
3. Shareholder, who has special interest in any agenda, is forbidden to vote on such agenda and Chairman of the Meeting in the Meeting may invite such shareholder temporarily outside the Meeting room.

Remark:

1. Registration and vote counting for the shareholders' meeting will be conducted through the Application IR Plus AGM system.
2. Vote card which appear mark other than mark (✓) or (✗) or appear mark at more than one tick box or vote does not match the agenda being considered, such vote will be considered as voided vote score.
3. By attending the Meeting, shareholders / proxies have the right to vote exclusively upon that agenda, and must remain logged in to the IR Plus AGM system until the conclusion of each agenda. Shareholders / proxies who log out of the Application IR Plus AGM system before the completion of the agenda's consideration will not be able to vote on the agenda that has not been considered. However, shareholders / proxies can log in to Application IR Plus AGM



system and remain logged in until completion of each agenda item's consideration in order to vote on the agenda item.

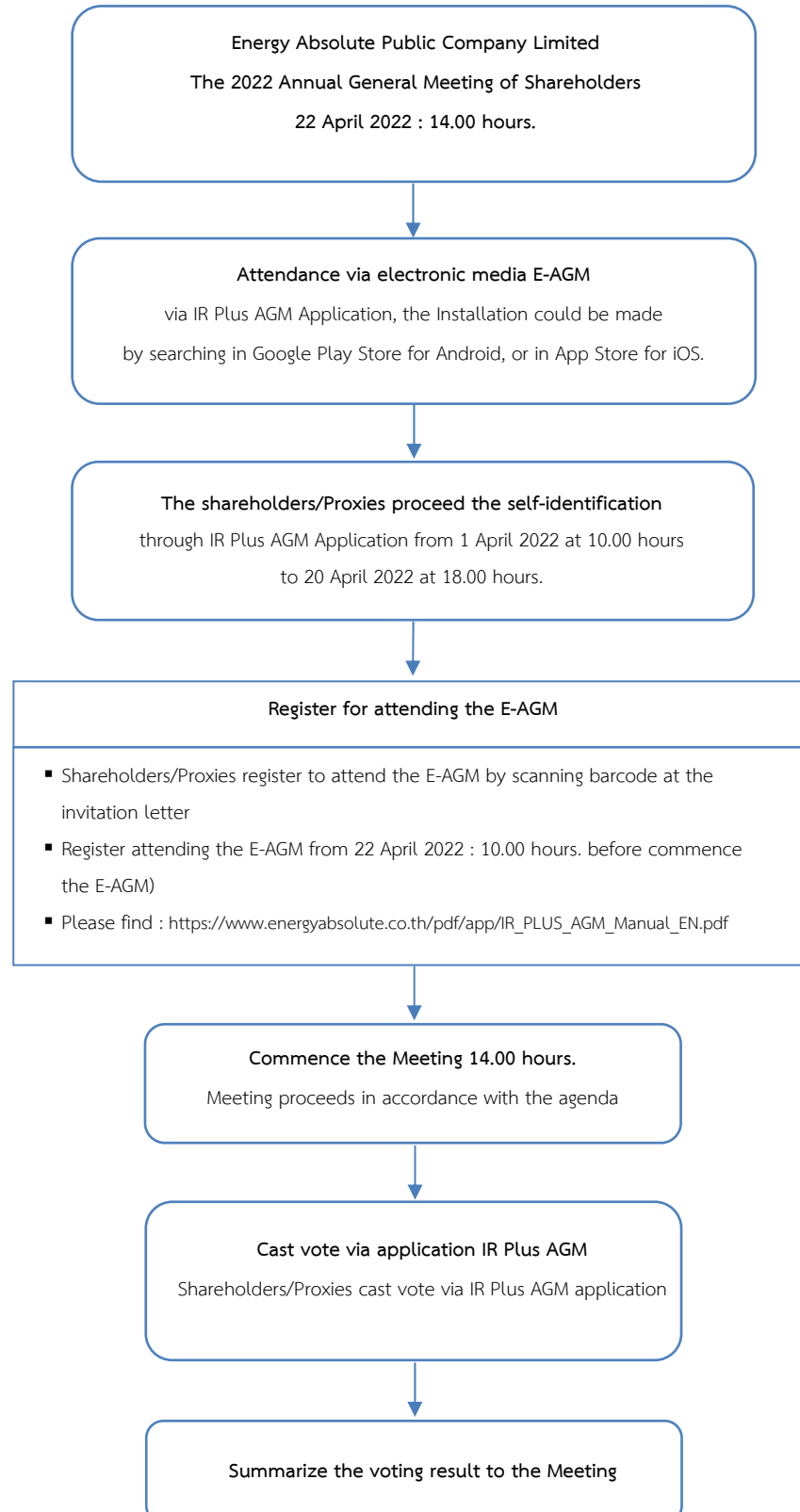
Criteria of counting vote

According to article of association, clause 17, every shareholder shall have one vote for each share held. The Company will collect and count the vote “Approve”, “Disapprove” and “Abstain” of each agenda from all votes of shareholder or proxy attending and has right to vote.

Before the commencement of the Meeting, the Chairman shall inform that the Company will count vote of each agenda by deducting the vote of “Disapprove” and “Abstain” of shareholders’ and proxies’ from total votes of shareholders and proxies attended the Meeting and have right to vote. Therefore, Chairman will notify result of counting vote of each agenda of the Meeting.



Procedure of attending the 2022 Annual General Meeting of Shareholders





บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)
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Enclosure No. 7

Profiles of the Independent Directors for shareholders to appoint as their proxies

Name - Surname	Age	Position	Address	Special interest in agendas proposed to the AGM 2022
1. ACM. Chainan Thumasujarit	72	<ul style="list-style-type: none">Independent DirectorChairman of Audit CommitteeChairman of Risk Management CommitteeNomination and Remuneration Committee / CommitteeCorporate Governance and Sustainability Committee	Energy Absolute PCL 89 AIA Capital Center Building, 16 Floor, Ratchadapisek Road, Dindaeng, Bangkok 10400	No special interest in agenda 1-9
2. M.R. Bravochat Chatchai	61	<ul style="list-style-type: none">Independent DirectorAudit CommitteeChairman of Nomination and Remuneration CommitteeChairman of Corporate Governance and Sustainability CommitteeRisk Management Committee	Energy Absolute PCL 89 AIA Capital Center Building, 16 Floor, Ratchadapisek Road, Dindaeng, Bangkok 10400	No special interest in agenda 1-9

Remarks: Profiles of the above Independent Directors are in the Annual Report 2021 (Form 56-1 One Report)



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Enclosure No. 8

Proxy Form: Form A, Form B, and Form C.

- Enclosure No. 8.1 Proxy Form A : is general and simple proxy form.
- Enclosure No. 8.2 Proxy Form B : is proxy with fixed and specific details authorizing proxy.
- Enclosure No. 8.3 Proxy Form C : is specific form and for foreign shareholders who have custodians in Thailand only.



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Proxy Form A

General and simple proxy form.



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Duty Stamp

Baht 20.-

Enclosure No. 8.1

Proxy Form A.

Writing at

DateMonth.....Year.....

(1) I / We, Nationality

Residing at House No. Road Sub-district

District Province Zip Code

(2) Being a shareholder of **Energy Absolute Public Company Limited**

Total holding of shares and vote as vote as follows.

Ordinary share shares and vote as votes

Preference share shares and vote as votes

(3) hereby appoint

(1) Age years

Residing at House No. Road Sub-district

District Province Zip Codeor

(2) Age years

Residing at House No. Road Sub-district

District Province Zip Codeor

(3) Age years

Residing at House No. Road Sub-district

District Province Zip Code

any and only one person to be my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders (the “**Meeting**”) on 22 April 2022 at 14.00 hours through electronic meeting only or at any adjournment thereof to any other date, time and place.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/us in all respects.

Signed Grantor

(.....)

Signed Proxy

(.....)

Signed Proxy

(.....)

Signed Proxy

(.....)

Remark: A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)

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Proxy Form B

Proxy with fixed and specific details authorizing proxy.



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Duty Stamp

Baht 20.-

Proxy Form B.

Enclosure No. 8.2

Writing at

DateMonth.....Year.....

(1) I / We, Nationality

Residing at House No. Road Sub-district

District Province Zip Code

(2) Being a shareholder of **Energy Absolute Public Company Limited**

Total holding of shares and vote as vote as follows.

Ordinary share shares and vote as votes

Preference share shares and vote as votes

(3) hereby appoint

☐ (1) Age years

Residing at House No. Road Sub-district

District Province Zip Code or

☐ (2) **ACM Chainan Thumasujarit** Age **72** years

Residing at House No. **Energy Absolute Public Company Limited 89 AIA Capital Center Building 16th Floor**

..... **Ratchadapisek Road, Dindaeng, Bangkok 10400** or

☐ (3) **M.R. Bravochat Chatchai** Age **61** years

Residing at House No. **Energy Absolute Public Company Limited 89 AIA Capital Center Building 16th Floor**

..... **Ratchadapisek Road, Dindaeng, Bangkok 10400**

any and only one person to be my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders (the “**Meeting**”) on 22 April 2022 at 14.00 hours through electronic meeting only or at any adjournment thereof to any other date, time and place

(4) I / We authorized the proxy to cast the vote at the Meeting in according to my/our intentions as follows:

☐ **Agenda 1: To adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on 28 January 2022**

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 2: To acknowledge the Board of Directors’ Report of the Company for the year 2021**

- No Vote required for this agenda (As this agenda is for acknowledgement) -

☐ **Agenda 3: To consider and approve the Audited and Consolidated Financial Statements for the year ended 31 December 2021**

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve

☐ Disapprove

☐ Abstain



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)
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- ☐ **Agenda 4: To consider and approve the cancellation of the issuance of debentures in the amount of Baht 20,000 million approved by the 2021 Annual General Meeting of shareholders**
- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ **Agenda 5: To consider and approve the (new) issuance and offering debenture in an amount of not exceeding Baht 20,000 million**
- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ **Agenda 6: To consider and approve the appropriation of profit for the year 2021 and the Annual Dividend for the year 2021**
- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ **Agenda 7: To consider and approve the Directors' remuneration for the year 2021**
- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ **Agenda 8: To consider and approve the re-election of the retiring Directors by rotation**
- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ **Agenda 9: To consider and approve the appointment of the Auditors and determine their audit fees for the year 2022**
- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain

(5) Vote of the Proxy in any agenda which is not in accordance with my/our intention as specified in this Proxy form shall be deemed invalid and shall not be treated as my/our vote as shareholder.

(6) In case that I/We do not specify my/our voting intention in any agenda or not clearly specify or in case the Meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate in all respects.



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)
Energy Absolute Public Company Limited

89 อาคารเอไอเอ แคปิตอล เซ็นเตอร์ ชั้น16 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400
โทรศัพท์ 02-248-2488-92, 02-002-3667-9 แฟกซ์ 02-248-2493 ทะเบียนเลขที่ 0107551000061

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Remark:

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
3. In case there are more agenda items to be discussed than those specified above, the grantor may make additional authorization in the Attachment to Proxy Form B.



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Attachment to Proxy Form B.

A proxy is granted by a shareholder of Energy Absolute Public Company Limited

For the 2022 Annual General Meeting of Shareholders to be held on 22 April 2022 at 14.00 hours, through electronic meeting only, or on the date and at the place as may be adjourned.

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda No. Subject To consider and approve the re-election of the retiring Directors by rotation
and be nominated for re-election (continue)

Name of Director

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director

☐ Approve

☐ Disapprove

☐ Abstain



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)

Energy Absolute Public Company Limited

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Proxy Form C

Specific form and for foreign shareholders who have custodians
in Thailand only.



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)
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Duty Stamp

Baht 20.-

Enclosure No. 8.3

Proxy Form C.

(For foreign shareholder who appointed custodian in Thailand only)

Writing at

DateMonth.....Year.....

(1) I / We, Nationality

Residing at House No. Road Sub-district

District Province Zip Code

In position of owner business as depository and custodian to

Being a shareholder of **Energy Absolute Public Company Limited**

Total holding of shares and vote as vote as follows.

Ordinary share shares and vote as votes

Preference share shares and vote as votes

(2) hereby appoint

☐ (1) Age years

Residing at House No. Road Sub-district

District Province Zip Code or

☐ (2) ACM. Chainan Thumasujarit Age 72 years

Residing at House No. **Energy Absolute Public Company Limited 89 AIA Capital Center Building, 16th Floor**

..... **Ratchadapisek Road, Dindaeng, Bangkok 10400** or

☐ (3) M.R. Bravochat Chatchai Age 61 years

Residing at House No. **Energy Absolute Public Company Limited 89 AIA Capital Center Building, 16th Floor**

..... **Ratchadapisek Road, Dindaeng, Bangkok 10400**

any and only one person to be my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders (the “**Meeting**”) on 22 April 2022 at 14.00 hours through electronic meeting only or at any adjournment thereof to any other date, time and place.

(3) I / We authorize the proxy to cast the vote at the Meeting in according with my/our intentions as follows:

☐ To grant the proxy the total number of share held by me/our and have the right to vote.

☐ To grant the proxy a part of

☐ Ordinary share shares with the voting right of votes

☐ Preferred share shares with the voting right of votes

Total number of right to vote votes

(4) I / We authorized the proxy to cast the vote at the Meeting in according to my/our intentions as follows:

☐ **Agenda 1: To adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on 28 January 2022**

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve votes ☐ Disapprove votes ☐ Abstain votes

☐ **Agenda 2: To acknowledge the Board of Directors' Report of the Company for the year 2021**

- No Vote required for this agenda (As this agenda is for acknowledgement) -



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- ☐ **Agenda 3: To consider and approve the Audited and Consolidated Financial Statements for the year ended 31 December 2021**
- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- ☐ **Agenda 4: To consider and approve the cancellation of the issuance of debentures in the amount of Baht 20,000 million approved by the 2021 Annual General Meeting of shareholders**
- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- ☐ **Agenda 5: To consider and approve the (new) issuance and offering debenture in an amount of not exceeding Baht 20,000 million**
- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- ☐ **Agenda 6: To consider and approve the appropriation of profit for the year 2021 and the Annual Dividend for the year 2021**
- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- ☐ **Agenda 7: To consider and approve the Directors' remuneration for the year 2021**
- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- ☐ **Agenda 8: To consider and approve the re-election of the retiring Directors by rotation**
- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- ☐ **Agenda 9: To consider and approve the appointment of the Auditors and determine their audit fees for the year 2022**
- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

(5) Vote of the Proxy in any agenda which is not in accordance with my/our intention as specified in this Proxy form shall be deemed invalid and shall not be treated as my/our vote as shareholder.

(6) In case that I/We do not specify my/our voting intention in any agenda or not clearly specify or in case the Meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate in all respects.



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For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Remark:

1. Proxy Form C. shall be used only in case of shareholders whose name as shown in the register as a foreign investor and appoint a custodian in Thailand.
2. Evidence required to be attached to the proxy Form C. includes:
 - (1) Power of attorney by the shareholder authorizing the custodian to sign the proxy on behalf of shareholder.
 - (2) Confirmation letter indicating that the person signing the proxy on behalf of shareholder is permitted to operate the business of custodian.
3. The shareholder appointing proxy holder must authorize only one proxy holder to attend and vote at the Meeting and may not split the number of shares to several proxy holders for splitting votes.
4. In the agenda relating the election of Directors, it is applicable to elect either director as a whole or elect each director individually.
5. In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the attachment of the proxy form C.



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Attachment to Proxy Form C.

A proxy is granted by a shareholder of Energy Absolute Public Company Limited

For the 2022 Annual General Meeting of Shareholders to be held on 22 April 2022 at 14.00 hours, through electronic meeting only, or on the date and at the place as may be adjourned.

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

☐ (b) The Proxy must cast the votes in accordance with my/our following instructions:

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

☐ Agenda No. Subject To consider and approve the re-election of the retiring Directors by rotation
and be nominated for re-election (continue)

Name of Director

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

Name of Director

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

Name of Director

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

Name of Director

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes



Enclosure No. 9

- Requirement for Shareholders attend the 2022 Annual General Meeting of Shareholders
- Guideline for Mobile Application IR Plus AGM / Video Application IR PLUS AGM (Scan QR Code)

Requirement for Shareholders attend the 2022 Annual General Meeting of Shareholders

The Company facilitates and provides the optional attendance for shareholders to attend the Meeting via electronic media the IR Plus AGM Application and vote in the E-Voting system (E-AGM) in accordance with the laws related to electronic conferencing. Therefore, before to register for E-AGM meetings through the aforementioned IR Plus AGM application system, please read, understand and agree to terms/conditions, including the Mobile Application IR Plus AGM Guideline (User Manual) for which Shareholders / proxies may scan QR Code in the invitation letter of the 2022 Annual General Meeting of Shareholders of the Company.

1. Shareholders and Proxies please note

- 1.1 Shareholder who has the right to attend the Meeting is the shareholders whose name appeared on the share registration of shareholders 14 March 2022, which is the date to determine the rights of shareholders to attend and vote in the Meeting (the Record Date) as announced on the Stock Exchange of Thailand only.
- 1.2 For smoothly conducting the Meeting, when shareholders / proxies wish to attend an E-AGM, for which shareholders / proxies register E-AGM and receive E-AGM attendance confirmation from the system, it shall be noted that the voting must be casted via IR Plus AGM application system only.

2. Installing the IR Plus AGM Application and Authentication (KYC)

2.1 Install the IR Plus AGM application

The Company provides the optional attendance the Meeting via application IR Plus AGM system. Shareholders / proxies who wish to attend the Meeting via the said IR Plus AGM application may install the application by searching for IR Plus AGM through Google Play Store for Android system and App Store for iOS system.

2.2 KYC Verification

Before participating the E-AGM, shareholders and proxies (in case of proxy), has to submit self-verification (KYC) via the IR Plus AGM application installed as mentioned in 2.1., filling in the personal information displayed on the screen accurately, and attach all documents as specified in the IR Plus AGM application, such as photocopy of National ID card, proxy form, invitation of the Meeting, and take a photo of yourself for authentication as instructed by the IR Plus AGM application. After that, the system will send One Time Password ("OTP") to the mobile phone number provided by the shareholder/proxy to verify the identity of the shareholder/proxy. In the E-AGM, the IR Plus AGM application system will enable shareholders and proxies to do KYC from 1 April 2022 at 10:00 hrs. to 20 April 2022 at 18.00 hrs. to be ready for registration to attend the E-AGM on the Meeting day.



2.3 Verification of information and documents via the IR Plus AGM application

Shareholders/Proxies agree and acknowledge that the Company has the right to verify the authenticity of documents and information provided by the shareholders/proxies in 2.2. and having verification, the documents and information provided by the shareholders/proxies in article 2.2, are true and accurate, the shareholders / proxies will received the confirmation of KYC completion via application IR Plus AGM and shareholders/proxies have to set a password (Pin Code) for Meeting attendance through the IR Plus AGM application. To protect personal information and rights of shareholders, shareholders/proxies, please keep the Pin Code confidential and do not disclose it to anyone. If the verification of document / information results incorrect and/or false, the Company may request additional documents for verification, or the Company may reject as incompleteness of KYC as the case may be. In case of rejection of KYC, the Shareholders/proxies may proceed to verify KYC again and have right to attend the Meeting at the Meeting venue.


3. To attend the E-AGM and cast vote via IR Plus AGM application

- 3.1 Once the completion of KYC and shareholders / proxies set the Pin Code according to 2.3, shareholders / proxies shall attend the E-AGM via IR Plus AGM application by scanning barcode on the invitation letter which share registrar (Thailand Securities Depository Co., Ltd. : TSD) sent to all shareholders or shareholders may enter the national ID card number, username and password (Pin Code)
- 3.2 Right to attend the E-AGM and cast vote is the exclusive right of the shareholders. Thus, for attending the Meeting, one username can log-in IR Plus AGM application on one device only and **it is prohibited to log-in with the same username on many devices at the same time**. Therefore, shareholders / proxies shall self-log-in with username and password (Pin Code) to attend the Meeting and shall avoid disclosing the username and password to anyone.
- 3.3 In the event that being proxy of many shareholders, such **proxy shall attend the E-AGM on behalf of one shareholder on one device only**
- 3.4 For casting vote via IR Plus AGM application, shareholders / proxies may cast vote in advance before commencing the Meeting (please read manual of IR Plus AGM application for more understanding) or may cast vote for agenda which is under consideration of the Meeting. All votes cast by shareholders / proxies will be concluded after the agenda is closed.
- 3.5 For counting the votes, the system is set to default vote of agenda as “Approve”, and vote of “Disapprove” and “Abstain” shall be deducted from the total votes. Therefore, in the event that shareholders / proxies wish to vote “Disapprove” or “Abstain”, shareholders / proxies must choose (tick) “Disapprove” or “Abstain”. **In the event that shareholders / proxies do not choose (tick) “Disapprove” or “Abstain”, the system will automatically assume that such shareholders / proxies have cast vote in favor of such agenda**.
- 3.6 In the event that shareholders / proxies leave the E-AGM by log-out the IR Plus AGM application prior to conclusion and close of agenda, the number of shares held by shareholders / proxies will not be counted as a quorum for that agenda and the votes of such shareholders / proxies will not be counted in that agenda. However, leaving the E-AGM in the previous agenda, does not prejudice the right of shareholders / proxies to



log-in in order to attend the E-AGM and to vote in the next pending agenda consideration in the Meeting. The shareholders/proxies may check the voting details and vote-counting procedure in the Company's invitation to the 2022 Annual General Meeting of Shareholders.

4. Question and express opinion in the Meeting

- 4.1 The Meeting will be broadcasted live via the IR Plus AGM application only. Shareholders/proxies who have questions or wish to express opinions in relevant agenda, Shareholders/proxies can choose “comment menu” icon microphone  displayed icon “microphone” on the screen to ask a question or comment. The system will arrange questions in chronological order (first-come, first-served basis) to allow shareholders/proxies to ask questions or express opinions at the Meeting on relevant agenda with video and audio. Questions and/or comments must be relevant to the agenda only.
- 4.2 For allowing the shareholders/proxies ask questions in the Meeting via video conference, the Company reserves the right to terminate the questions or comments of the shareholders/proxies if the questions or comments vulgar, threatening, obscene, defamatory, violating any law or violating the rights of other persons.
- 4.3 During the Meeting, if any shareholder/proxy acts in any way that interferes with the Meeting or causes annoyance to other attendees, the Company reserves the right to take any action in order to suppress the action that interferes with the Meeting or causing annoyance to other attendees.

5. Personal Information

- 5.1 Shareholders and proxies agree that the Company can collect and process personal information of shareholders and proxies in order to verify their rights and to confirm the identity of the shareholders and the proxies as required by laws relating to the Meeting.
- 5.2 Personal Information means information about an individual that makes it possible to directly or indirectly identify that person, including but not limited to first name, last name, gender, national identification number, passport number, photo, and date of birth, nationality, and age.
- 5.3 The Company will keep such Personal Information for the period specified by law and not exceeding 10 years. After laps of such period, the Personal Information will be deleted / destroyed from the system.

6. Other Requirements

- 6.1 Video and audio contents of the Meeting are the sole intellectual property of the Company and the Company does not permit any shareholders / proxies to record, modify or disseminate video and audio in the Meeting. The Company reserves the right to take legal action against those who act against this provision.
- 6.2 In the event that shareholders/proxies use any system related to the Meeting via IR Plus AGM in any way which does not comply with this requirement, or other manuals that the Company has provided to the shareholders for use in supporting the Meeting and it causes damage to the Company in any way, such shareholders and/or proxies shall indemnify and hold the Company harmless in full from and against the damages and costs resulting from claim and litigation by any third party, including claim and litigation by the Company against such shareholders and/or proxies who causes such damage.

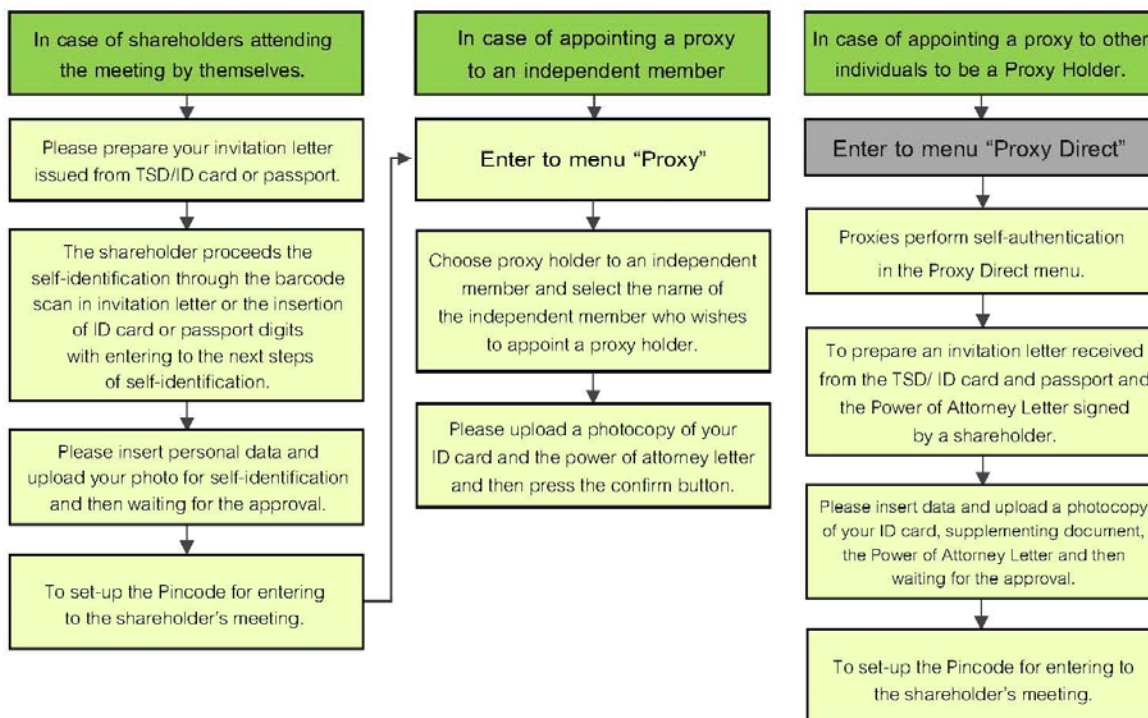


6.3 The Company reserves the right not to allow shareholders / proxies who disagree to comply with this requirement to attend the E-AGM, and may consider to suspend right to attend the Meeting via IR Plus AGM Application, if during the Meeting, the shareholders/proxies do not comply with this Meeting requirement.

Note : Please contact the administrator at +662 022 6200 for any problems or unable to access the IR Plus AGM Application.



Processes of shareholder / proxy holder self-identification through the application IR PLUS AGM



On the date of meeting, all shareholders are encouraged to access to the Application IR PLUS AGM, and insert Pincode for registration with attending to the meeting.



Scan for download the Application IR PLUS AGM, iOS system, Version 13.6 upwards



Scan for download the Application IR PLUS AGM, ANDROID system, Version 8 upwards



Scan for download the Manual for Using Application IR PLUS AGM (Thai language)



Scan for download the Manual for Using Application IR PLUS AGM (English language)



Scan for download the Instruction VDO for Using Application IR PLUS AGM

Call Center : 02-0226200



Energy Absolute Public Company Limited

**At No. 89, AIA Capital Center, 16th Floor, Ratchadapisek Road,
Dindaeng Sub-district, Dindaeng District, Bangkok, 10400, Thailand
Tel 0-2248-2488-92 , 0-2002-3667-9
Fax 0-2248-2493
www.energyabsolute.co.th**