



Energy Absolute Public Company Limited

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Dindaeng District, Bangkok 10400
Tel. 02 248 2488-92 Fax. 02 248 2493 Registration No. 0107551000061

No. EA : CS-AGM/2569

2 April 2026

Subject: Invitation to the 2026 Annual General Meeting of Shareholders

To: Shareholders of Energy Absolute Public Company Limited

Enclosures

1. Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report in Electronic Format (e-One Report)) and the Consolidated Financial Statements of the Company for the year 2025 in the form of QR Code;
2. Profiles of the directors retired by rotation and being nominated for re-election including the definition of an Independent Director;
3. List and profiles of the auditors nominated for appointment as auditor;
4. Articles of Association of the Company in respect of the shareholders' meeting;
5. Proxy form A, form B, and form C (Attachment 5.1, 5.2, and 5.3 respectively);
6. Profiles of Independent Directors for shareholders to appoint as proxies;
7. Procedures for attending the 2026 Annual General Meeting of Shareholders;
8. Requirements to attend the shareholders' meeting via electronic means and Guidelines for IR Plus AGM system.

Notice is hereby given that the Board of Directors' Meeting of Energy Absolute Public Company Limited (the "**Company**") No. 1/2026, held on 26 February 2026 has resolved to convene the 2026 Annual General Meeting of Shareholders to be held on **Friday, 24 April 2026 at 14.00 hrs., only via electronic means (E-AGM)** in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 and other relevant laws and regulations to consider the following agenda items:

Agenda 1: To acknowledge the Board of Directors' report and annual report for the year 2025

Fact and Rationale:

- To summarize the performance of the Company and its subsidiaries for the year ended 31 December 2025. Details of the performance of the Company and its subsidiaries appeared in the Annual Report for the year 2025 (Form 56-1 One Report) in the form of QR Code, which is attached along with this notice as per **Enclosure 1**.

Opinion of the Board of Directors:

- It is deemed appropriate to propose to the shareholders' meeting to acknowledge the Board of Directors' Report and the Annual Report for the year 2025 (Form 56-1 One Report) of the Company.

Resolution:

- This agenda is for acknowledgement; therefore, no voting is required.

Agenda 2: To consider and approve the financial statements of the Company for the year ended 31 December 2025 audited by the certified public accountant

Fact and Rationale:

- Sections 112 and 113 of the Public Limited Companies Act B.E. 2535 (as amended) require the Board of Directors of the Company to prepare the balance sheet and the profit and loss statement as of the end of the Company's fiscal year to propose to the Annual General Meeting of Shareholders for approval.
- The Board of Directors resolved and approved to propose the financial statement, which have been audited by the certified public accountant, for the year ended 31 December 2025. The certified public accountant has expressed an unqualified opinion in the auditor's report (after being reviewed and examined by the Audit Committee). Details of the audited financial statement for the year ended 31 December 2025 appeared in the Annual Report for the year 2025 (Form 56-1 One Report) in the form of QR Code, which is attached along with this notice as per **Enclosure 1**.

Opinion of the Board of Directors:

- It is deemed appropriate to propose to the shareholders' meeting to consider and approve the financial statements of the Company for the year ended 31 December 2025, which have been audited by the Certified Public Accountant and endorsed by the Audit Committee and the Board of Directors.

Resolution:

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

Agenda 3: To consider and approve the non-allocation of net profit as legal reserve and the omission of the dividend payment from the operational results of the year 2025

Fact and Rationale:

- Under Section 116 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 43 of the Company's Articles of Association, the Company shall appropriate portion of its annual net profits as a legal reserve fund in an amount of not less than 5 (Five) percent of the annual net profits, after deducting the carried forward accumulated loss (if any) until this reserve fund reaches the amount of not less than 10 (Ten) percent of the registered capital.

- In addition, Section 115 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 42 of the Company's Articles of Association provide that the Company shall not pay the dividend out of funds other than profits. In case the Company sustains the accumulated loss, no dividends may be paid. The Company has a policy to pay dividends to shareholders each year at a rate of no less than 30 percent of its net profits after deduction of income tax and all kinds of reserves as specified by law and the Company. The dividend policy can be amended depending on situation of cash flow, investment plan, terms and conditions stated in agreements binding the Company, including law provision, necessity and other reasonable cause(s) in the future.
- However, according to the information shown in the audited financial statements for the year ended 31 December 2025, the Company has incurred a loss, resulting the Company is not required to appropriate net profit for the year as legal reserves. Consequently, the Company is unable to pay dividends from the operational results of the year 2025 to shareholders, in accordance with the law and the Company's Articles of Association.

Opinion of the Board of Directors:

- It is deemed appropriate to propose to the shareholders' meeting to consider and approve the non-allocation of net profit as legal reserve and the omission of the dividend payment from the operational results of the year 2025 since the Company incurred loss from its operational results of the year 2025.

Resolution:

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

<p>Agenda 4: To consider and approve the determination of directors' remuneration for the year 2026</p>
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Fact and Rationale:

- Section 90 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 23 of the Articles of Association of the Company stipulate that the payment of director remuneration shall be in accordance with the resolution of the shareholders' meeting, and the remuneration of directors may be specified as a fixed amount or set according to specific criteria. It may be determined on a case-by-case basis or be effective indefinitely until the shareholders' meeting resolves to change. In addition, the Directors of the Company are entitled to receive allowances and welfares according to the Company's regulations.

The criteria and procedures for considering and determining the remuneration for directors

- The Board of Directors has appointed the Nomination and Remuneration Committee to set out the policy, structure and criteria for determining the remuneration for the Board of Directors, and sub-committees in order to propose to the Board of Directors for further approval by the shareholders.
- The Nomination and Remuneration Committee reviews the performance of the Board of Directors, the scope of their duties and responsibilities, the performance of the Company and its subsidiaries, as well as the practices of other companies of similar sizes and industry. The criteria, framework for determining remuneration, and the approach for consideration and implementation are as follows:
 - (1) The remuneration of the Board of Directors is set as a monthly remuneration due to the Board of Directors have duties and responsibilities to the Company throughout their term of office.
 - (2) The remuneration of sub-committees is set as a meeting allowance, which is paid only to the member of Sub-Committee who attend the meeting. The meeting allowance is set at THB 25,000/meeting for the chairman and THB 20,000/meeting/person for the other members.
 - (3) The annual award (Bonus) for the directors of the Company will be based on the Company's operating performance. The Board of Directors will conduct a self-assessment both individually and as a committee to evaluate their performance in each year.
- The Nomination and Remuneration Committee is of the opinion to propose the directors' remuneration for the year 2026 to the shareholders' meeting with the details as follows:

The remuneration of Directors for the year 2026 (proposed year) compared to year 2025 (previous year)

Details	Proposed for Year 2026	Year 2025
Monthly Remuneration for Directors		
- Chairman of the Board of Directors	THB 50,000/month	THB 50,000/month
- Vice Chairman of the Board of Directors	THB 45,000/month	THB 45,000/month
- Director	THB 40,000/month/person	THB 40,000/month/person
Bonus for Directors		
- Chairman of the Board of Directors	Not exceeding THB 2,000,000/year	Not exceeding THB 25,000,000
- Vice Chairman of the Board of Directors	Not exceeding THB 1,750,000/year	
- Director	Not exceeding THB 1,500,000/person/year	

Details	Proposed for Year 2026	Year 2025
Remuneration for Sub-Committees		
- The Executive Committee	Pay only for member who attend the meeting and has not received any monthly salary or consulting fees, THB 20,000/person/meeting	Pay only for member who attend the meeting and has not received any monthly salary or consulting fees, THB 20,000/person/meeting
- The Audit Committee	Pay only for member who attend the meeting in the total amount for the entire committee of not exceeding THB 680,000 per year, divided into: Chairman of the Committee THB 25,000/meeting, Member THB 20,000 /person/meeting	Pay only for member who attend the meeting in the total amount for the entire committee of not exceeding THB 680,000 per year, divided into: Chairman of the Committee THB 25,000/meeting, Member THB 20,000 /person/meeting
- The Nomination and Remuneration Committee	Pay only for member who attend the meeting in the total amount for the entire committee of not exceeding THB 315,000 per year, divided into: Chairman of the Committee THB 25,000/meeting, Member THB 20,000 /person/meeting	Pay only for member who attend the meeting in the total amount for the entire committee of not exceeding THB 315,000 per year, divided into: Chairman of the Committee THB 25,000/meeting, Member THB 20,000 /person/meeting
- The Risk Management Committee	Pay only for member who attend the meeting in the total amount for the entire committee of not exceeding THB 750,000 per year, divided into: Chairman of the Committee THB 25,000/meeting, Member THB 20,000 /person/meeting	Pay only for member who attend the meeting in the total amount for the entire committee of not exceeding THB 750,000 per year, divided into: Chairman of the Committee THB 25,000/meeting, Member THB 20,000 /person/meeting
- The Corporate Governance and Sustainability Committee	Pay only for member who attend the meeting in the total amount for the entire committee of not exceeding THB 420,000 per year, divided into: Chairman of the Committee THB 25,000/meeting, Member THB 20,000 /person/meeting	Pay only for member who attend the meeting in the total amount for the entire committee of not exceeding THB 420,000 per year, divided into: Chairman of the Committee THB 25,000/meeting, Member THB 20,000 /person/meeting
The Other Privilege / Benefits (Excluding the privilege and benefits, receive according to the Company regulations.)	None	None

Opinion of the Board of Directors:

- The Board of Directors has considered and deems it appropriate to propose to the shareholders' meeting to the determination of the remuneration of the directors and sub-committees for the year 2026 which is endorsed by the Nomination and Remuneration Committee with details as proposed 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 5: To consider and approve the re-election of the directors retired by rotation to be the directors for another term

Fact and Rationale:

- Section 71 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 17 and 18 of the Articles of Association of the Company stipulate that at every Annual General Meeting, one-third (1/3) of the directors in the office at that time shall retire from the office, If the number of director cannot be evenly divided into three parts, the retirement should be as close as possible to one-third (1/3). Directors who retire may be re-elected to the position. For the first and second years after the company's registration, the directors to retire will be determined by a draw. In subsequent years, the directors who have held the position the longest will retire.
- This year, the Directors who must retire by rotation are 4 individuals, as follows:
 1. Mr. Somchainuk Engrakul Chairman of the Board of Directors
 2. Mr. Somphop Keerasuntonpong Independent Director / Member of Audit Committee / Member of Nomination and Remuneration Committee / Member of Corporate Governance and Sustainability Committee / Member of Risk Management Committee
 3. Mrs. Anjali Jalichandra Director / Member of Nomination and Remuneration Committee / Member of Risk Management Committee / Member of Executive Committee
 4. Mr. Supant Mongkolsuthree Director

The criteria for selecting individuals to hold the position of Company's director are as follows:

- The Board of Directors has appointed the Nomination and Remuneration Committee to establish policies for nominating directors, as well as to search, select, and propose qualified individuals with integrity, ethics, and the appropriate qualifications to be appointed as directors, to propose to the Board of Directors of the Company.
- From 24 October 2025 - 24 December 2025, the Company provided an opportunity for shareholders to propose names of individuals with the appropriate qualifications, as per the established criteria, for the nomination as Company's directors. The announcement was made through the communication system of the Stock Exchange of Thailand and the Company's website. However, upon the expiration of this period, no shareholders submitted any names of individuals to be considered for the nomination as the Company's directors.
- In this regard, the Nomination and Remuneration Committee has considered the 4 directors who are due to retire by rotation, based on their qualifications, experience, and expertise, which would contribute to the company's business operations. The committee has also assessed the independence of the independent directors in terms of their effectiveness in performing their duties, ensuring they can provide independent opinions in accordance with the relevant criteria. The process was transparent to build confidence among shareholders. Therefore, it is deemed appropriate to propose to appoint the 4 directors retiring by rotation, namely (1) Mr. Somchainuk Engrakul, (2) Mr. Somphop Keerasuntonpong, (3) Mrs. Anjali Jalichandra, and (4) Mr. Supant Mongkolsuthree for another term. Details of profiles of the directors retired by rotation and being nominated for re-election including the definition of an Independent Director as per Enclosure 2 are attached with the Notice.

Opinion of the Board of Directors:

- In 2026 there are 4 directors who are due to retire by rotation. The Board of Directors (by the proposal of the Nomination and Remuneration Committee), excluding directors with conflicts of interest in this agenda, has considered the qualifications and backgrounds of the 4 directors proposed above and is of the opinion that the person nominated on this occasion has been considered in accordance with the procedures prescribed by the Company and possesses qualifications that comply with the relevant regulations, and is suitable for the Company's business operations. Therefore, the Board of Directors deems it appropriate to propose the re-election of the following current directors for reappointment to their previous positions for another term, for shareholders' consideration.

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|--------------------------------|---|
| 1. Mr. Somchainuk Entrakul | Chairman of the Board of Directors |
| 2. Mr. Somphop Keerasuntonpong | Independent Director / Member of Audit Committee /
Member of Nomination and Remuneration Committee /
Member of Corporate Governance and Sustainability
Committee / Member of Risk Management Committee |
| 3. Mrs. Anjali Jalichandra | Director / Member of Nomination and Remuneration
Committee / Member of Risk Management Committee /
Member of Executive Committee |
| 4. Mr. Supant Mongkolsuthree | Director |

Furthermore, the Board of Directors has considered and opined that the individual proposed for appointment as independent director, namely Mr. Somphop Keerasuntonpong (who has served as an independent director since April 2020 until the date of the 2026 Annual General Meeting of Shareholders, totaling 6 years, possesses qualifications in accordance with the laws and regulations relevant to independent directors.

Resolution:

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

<p>Agenda 6: To consider and approve the appointment of the auditors and the determination of the audit fee for the year 2026</p>
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Fact and Rationale:

- Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 37 of Articles of Association of the Company stipulate that at the Annual General Meeting of Shareholders each year, there shall be an appointment of the auditor and the determination of the audit fee of the Company.

The criteria for considering the auditor and determining the audit fees are as follows:

- The Audit Committee selected the auditor by considering transparency, independence, and good corporate governance principles, as well as the performance of the auditor from the previous year, reputation, credibility, and the ability to provide timely and consistent audit services and financial statement assurance. The Audit Committee is of the opinion that the auditor from PricewaterhouseCoopers ABAS Limited demonstrated professional expertise, independence, and experience in auditing the business. They provided valuable advice, produced quality audit work,

delivered financial statements promptly, adhered to international standards, and had a network of global auditing services. The committee deems it appropriate to propose to the Board of Directors to consider and further propose to the 2026 Annual General Meeting of Shareholders.

Opinion of the Board of Directors:

- The Board of Directors has considered, with the endorsement of the Audit Committee, and deems it appropriate to propose to the shareholders' meeting to consider and approve as follows:
 1. To appoint a certified public accountant from PricewaterhouseCoopers ABAS Limited to be the auditors of the Company, with the designation of one individual to conduct the audit and provide an opinion on the Company's financial statements for the year 2026, as follows:

Name of auditors	Certified Public Accountants Number	The number of years the auditor has signed off on the Company's financial statements in the past 7 years
Mr. Boonrueng Lerdwisewit	6552	3 years (2023 - 2025)
Ms. Rodjanart Banyatananusard	8435	-
Ms. Wanvimol Preechawat	9548	-

All the auditors mentioned above are qualified to audit and express their opinions on the financial statements of the Company and its subsidiaries. They have no relationships and/or conflicts of interest with the Company's business, its subsidiaries, executives, major shareholders, or related parties, or close relatives of these individuals. Additionally, no auditor has served in the role for more than 7 years. Details of the list and profiles of the auditors nominated for appointment as auditor are attached with the Notice as per **Enclosure 3**.

In the event that the aforementioned auditor is unable to perform their duties, PricewaterhouseCoopers ABAS Limited shall provide another certified public accountant from PricewaterhouseCoopers ABAS Limited to perform the audit and express their opinions on the Company's financial statements in place of the original auditor.

2. To determinate the audit fee for the year 2026 and other services provided to the Company as follows:

Audit fee	Year 2026 (Proposed year)	Year 2025	Increase (Decrease)
Audit fee Annual and quarterly financial statements	THB 3,350,000	THB 3,650,000	THB (300,000)

Other service fee (Non-audit fees) includes the service fee for preparing the Special Purpose Combined Financial Statements for the year 2026 at the amount of THB 1,200,000 (2025: THB 2,090,000), in accordance with the type and scope of services provided. The proposed service fees may be subject to change if the type and scope of services provided are increased.

3. To acknowledge that PricewaterhouseCoopers ABAS Limited has been selected and proposed as the auditor for the domestic subsidiaries of the Company for the year 2026, covering 65 companies, with an audit fee of THB 12,280,060. Additional services (non-audit fee) include an audit of compliance with the investment promotion certificate conditions at THB 50,000 per certificate, excluding those of 9 overseas subsidiaries, as their auditors are from other auditing firms. The Company's Board of Directors will oversee and ensure that the financial statements are prepared in a timely manner, in accordance with the relevant laws and regulations.

Resolution:

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

The Company has provided an opportunity for Shareholders to propose agenda items to be included in the agenda of the 2026 Annual General Meeting of Shareholders from 24 October 2025 to 24 December 2025. It appeared that no shareholders submitted any agenda to the Company

In addition, the Company has determined 16 March 2026 as the date for determination of the list of shareholders who have the right to attend the 2026 Annual General Meeting of Shareholders (Record date). On the day of the 2026 Annual General Meeting of Shareholders, the Company has invited representatives from a legal advisory firm to act as inspectors for the voting process and to ensure that the Meeting is conducted transparently in accordance with the law, the Company's Article of Association, as well as the good corporate governance principles so as to be in compliance with the principles of good corporate governance for shareholders' meeting set by the Securities and Exchange Commission.

For shareholders who wish to attend the meeting in person via electronic means, or who wish to appoint another person to attend and vote on their behalf at this meeting via electronic means, the registration for attending the meeting can be completed in advance through an electronic system via a web browser at webagm.irplus.in.th, or by scanning the QR Code to download the "IR Plus AGM" application to register from 2 April 2026 at 9.00 hrs. onwards, or until the meeting is concluded.



For shareholders who are unable to attend the 2026 Annual General Meeting of Shareholders in person and wish to appoint a proxy to attend the meeting and vote on their behalf, please use either Proxy Form A or Proxy Form B. and submit the proxy form together with supporting documents to the Company, or submit the proxy form via electronic means through the IR Plus AGM system.

For foreign shareholders who appoint a custodian in Thailand as their securities depository and caretaker, please use Proxy Form C., as per [Enclosure 5](#), and kindly submit the proxy form together with supporting documents to the Company for verification prior to the meeting, within 20 April 2026.

To protect the rights and interests of shareholders who cannot attend the 2026 Annual General Meeting of Shareholders in person and wish to appoint an independent director of the Company as their proxy to attend and vote on their behalf, shareholders may appoint any one of the Company's independent directors, as designated by the Company, to attend the meeting and vote on their behalf. Details of the independent directors for proxy appointment are appeared in [Enclosure 6](#).

The Company kindly requests shareholders and proxies to review the registration process, prepare the identity verification documents, as well as study the voting requirement and the Procedures for attending the 2026 Annual General Meeting of Shareholders via electronic means as per [Enclosure 7](#) and Requirements to attend the shareholders' meeting via electronic means and Guidelines for IR Plus AGM system as per [Enclosure 8](#).

All shareholders are invited to attend the 2026 Annual General Meeting of Shareholders on Friday, 24 April 2026, at 14.00 hrs., to be held via electronic means (E-AGM) only. The Company will allow shareholders and proxy holders to access the electronic meeting system from 12.00 hrs. onwards.

Yours Faithfully,

Energy Absolute Public Company Limited

- *Somchainuk Engtrakul* -

(Mr. Somchainuk Engtrakul)

Chairman of the Board of Directors