



**Invitation for the Extraordinary
General Meeting of Shareholders No.1/2025**

Energy Absolute Public Company Limited

Tuesday, 7th January 2025

10.00 a.m.

Through an Electronic Meeting Only

Privacy Notice for the Shareholders' Meeting

Energy Absolute Public Company Limited (the “**Company**”) hereby informs the shareholders, proxies, and relevant persons of the following information to ensure compliance with the Personal Data Protection Act, B.E. 2562 (the “**PDPA**”), as well as the Company’s Personal Data Protection Policy. You can find more details on the Company’s Personal Data Protection Policy at <https://www.energyabsolute.co.th/Personaldataprotectionpolicy?lang=E>

1. PERSONAL DATA COLLECTED

It is necessary for the Company to collect your personal data, i.e., name, surname, address, telephone number, photo, identification card number, juristic person registration number, shareholder registration number, and information related to the use of electronic systems such as email and IP Address in case of online meeting, for the purpose of identity verification for attendance at the Shareholders’ Meeting.

In this regard, the Company may need to request the copy of documents for identity verification, such as your national identification card or other documents issued by government authorities that display your personal information. These documents may contain sensitive personal data, such as blood type, religion, etc. Therefore, the Company kindly requests you to conceal any sensitive personal data on these documents. This can be done by covering it with black ink or using any other method that ensures the sensitive data is no longer visible on the copy of the documents before submitting them to the Company. In the event that you do not take the aforementioned action, the Company will consider that you have granted permission for the Company to conceal that information on your documents. The document will be considered complete and enforceable in all respects. If the Company is unable to conceal the information due to certain limitations, the Company reserves the right to proceed in accordance with the Company’s Personal Data Protection Policy. The Company also confirms that the purpose of this action is solely for identity verification, and the Company has no intention of collecting or using any sensitive personal data.

Furthermore, during the meeting, the Company will record and broadcast the video and audio of the meeting to comply with the Emergency Decree on Electronic Meetings, B.E. 2563, as well as to ensure transparency in the consideration of meeting agendas and to maintain security within the meeting area. The Company is therefore required to collect, use, and disclose the video and audio of all attendees for legitimate interests in order to comply with the relevant laws.

2. COLLECTION OF PERSONAL DATA

In the direct collection of your personal data, the Company will use the personal data only as necessary and in accordance with the specified purposes. In addition, the Company may, only as necessary and in accordance with law, collect your personal data from other sources, i.e., securities registrars or Thailand Securities Depository Co., Ltd. (TSD).

3. PURPOSES FOR THE COLLECTION, USE AND DISCLOSURE OF PERSONAL DATA

The Company collects, uses and discloses your personal data only for the purposes of calling and convening the Shareholders’ Meeting in accordance with the relevant legal requirements. Therefore, the Company will collect, use, and disclose your personal data only to the extent authorized by the PDPA and the Company’s Personal Data Protection Policy for the legitimate interests of the Company or other persons or juristic person, and to ensure the Company’s compliance with the law.

4. RETENTION PERIOD AND SECURITY OF PERSONAL DATA

The Company will retain your personal data only for the duration necessary for the purposes specified in this Privacy Notice under appropriate and strict security measures. The Company will retain your personal data in accordance with the standards for the storage of personal data as required by the PDPA and the Company's Personal Data Protection Policy.

In the event where the retention period for personal data is not otherwise clearly specified, the Company will retain the personal data for the period that may be expected under relevant laws and data retention standards, such as the longest legal prescription of 10 years from the date the personal data was collected.

5. YOUR RIGHTS AS A DATA SUBJECT

You have the rights on your personal data as stipulated in the PDPA, i.e., the right to withdraw your consent; the right to access, copy, and disclosure how we collect your personal data, the right to correct and update, delete, destroy, or anonymize personal data, the right to request suspension of the processing of personal data, the right to send or transfer personal data, right to complaint of non-compliance with the law, the right to object to the collection, use, and disclosure of personal data, and the right to be informed of changes to personal data notice. The exercise of the above rights shall be in accordance with the Company's Personal Data Protection Policy.

6. DISCLOSURE OF PERSONAL DATA TO THIRD PARTY OR OTHER ORGANIZATION

The Company may be required to disclose your personal data to other persons, juristic persons, or government authorities as necessary in connection with the purposes contained herein, such as technology service providers, regulators, government agencies, or by the order of regulatory officials. The Company may also disclose your personal data to the public as required by law or by good corporate governance principles, such as the publication of the minutes of the shareholders' meeting.

7. CONTACT CHANNELS

In case there are any enquiries or require any other informations on the Company's personal data protection please contact: Energy Absolute Public Company Limited, 89 AIA Capital Center Building, 16 Floor, Ratchadaphisek Road, Dindaeng District, Dindaeng Sub-district, Bangkok 10400, e-mail: ea.cs@energyabsolute.co.th or ir@energyabsolute.co.th. You can also contact our Data Protection Officer (DPO) at: dpo@energyabsolute.co.th.



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)
Energy Absolute Public Company Limited

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

No. EA : CS-EGM NO.1/2568

23 December 2024

Subject: Invitation for the Extraordinary General Meeting of Shareholders No.1/2025

To: Shareholders of Energy Absolute Public Company Limited

- Enclosures
1. Capital increase report form (F53-4)
 2. Summary of features of warrants to purchase ordinary shares of the company
 3. Information memorandum concerning the issuance and offering of the newly issued ordinary shares
 4. The articles of association of the company in respect of the shareholders' meeting
 5. Regulations and procedures of the extraordinary general meeting of shareholders no.1/2025
 6. Profiles of independent directors for shareholders to appoint as proxies
 7. Proxy form A., form B., and form C. (Enclosure 7.1, 7.2, and 7.3 respectively)
 8. Requirement for attending the shareholders' meeting via electronic media and user manual of mobile application IR Plus AGM and web application IR Plus AGM

Notice is hereby given that the Board of Directors' Meeting of Energy Absolute Public Company Limited (the "Company") (special) No. 13/2024, held on 2 December 2024 has resolved to convene the Extraordinary General Meeting of Shareholders No.1/2025 on Tuesday, 7 January 2025 at 10.00 a.m., **only via electronic media (E-EGM)** 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 consider and approve the decrease of the Company's registered capital, by canceling the Company's shares that have been registered but unsold and to consider and approve the amendment of clause 4 of the Company's Memorandum of Association regarding registered capital to align with the decrease of the Company's registered capital.

Fact and Rationale:

- The Board of Directors' Meeting resolved to approve to propose to the shareholders' meeting to consider and approve the decrease of the Company's registered capital by THB 29,000,000, from the existing registered capital of THB 400,334,140 to THB 371,334,140 by canceling the Company's shares that have been registered but unsold. These unsold shares are the remaining portion from the allocation of newly issued ordinary shares reserved for the exercise of conversion rights of convertible debentures, totaling



290,000,000 shares with a par value of THB 0.10 per share according to the resolution of the Extraordinary General Meeting of Shareholders No.1/2022, held on 28 January 2022.

- The Company has completed the distribution of repurchased shares under the Share Repurchase Program (Treasury Stock) for the purpose of the Company's financial management. The total number of repurchased shares were 16,658,600 shares, accounting for 0.45 percent of the total of paid-up shares. The period for the sale of the repurchased shares was from 29 November 2024 to 6 December 2024. However, upon the expiration of this period, the Company was unable to resale all of the repurchased shares in the amount of 16,658,600 shares or accounting for 0.45 percent of the total of paid-up shares. Therefore, the Company has proceeded to decrease its paid-up capital by canceling all repurchased shares that cannot be sold to comply with the relevant regulations and has completed the decrease of the registered capital with the Department of Business Development, Ministry of Commerce on 11 December 2024. As of the date of this invitation, the Company has registered capital in the amount of THB 400,334,140 and paid-up capital in the amount of THB 371,334,140.
- Under Section 136 of the Public Limited Companies Act, B.E. 2535 (as amended) provides that the company may increase its registered capital by issuing new shares and all of the shares must have been issued and sold, and the company must have received payment for the shares in full, except for shares issued to accommodate the exercise of convertible debentures or warrants to purchase ordinary shares. Therefore, in order for the Company to proceed with the increase of its registered capital (as detailed in Agenda 2 and Agenda 4) and to comply with legal requirements, the Board of Directors has deemed it appropriate to propose to the shareholders' meeting to approve the decrease of the Company's registered capital by THB 29,000,000, from the existing registered capital of THB 400,334,140 to THB 371,334,140 by canceling the Company's shares that have been registered but unsold reserved for the exercise of conversion rights of convertible debentures, totaling 290,000,000 shares with a par value of THB 0.10 per share according to the resolution of the Extraordinary General Meeting of Shareholders No.1/2022 held on 28 January 2022, and approve the amendment of Clause 4 of the Company's Memorandum of Association regarding registered capital to align with the decrease of the Company's registered capital. The original text will be repelled and replaced with the following text:

“Clause 4.	Registered capital	THB 371,334,140	(Three hundred seventy-one million, three hundred thirty-four thousand, one hundred forty Baht)
	Consisting of	3,713,341,400 Shares	(Three billion, seven hundred thirteen million, three hundred forty-one thousand four hundred shares)



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A Par Value of	THB 0.10	(Ten Satang)
Divided into		
Ordinary Shares	3,713,341,400 Shares	(Three billion, seven hundred thirteen million, three hundred forty-one thousand four hundred shares)
Preferential Shares	- Share	(- Share)”

Furthermore, the Board of Directors' Meeting has deemed it appropriate to propose to the shareholders' meeting to consider and approve the authorization granted to the Board of Directors and/or Chief Executive Officer and/or any persons designated by the Board of Directors and/or the Chief Executive Officer to have the authority to undertake the registration of the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce. Such authorization shall include the power to perform any necessary and appropriate actions to comply with the registrar's instructions to complete the registration process.

Opinion of the Board of Directors:

- The Board of Directors has considered and deemed it appropriate to propose to the shareholders' meeting to approve the decrease of the Company's registered capital by THB 29,000,000, from the existing registered capital of THB 400,334,140 to THB 371,334,140 by canceling the Company's shares that have been registered but unsold reserved for the exercise of conversion rights of convertible debentures, totaling 290,000,000 shares with a par value of THB 0.10 per share and to approve the amendment of Clause 4 of the Company's Memorandum of Association regarding registered capital to align with the decrease of the Company's registered capital, including the relevant authorization.

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 2: To consider and approve the increase of the Company's registered capital and to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association regarding registered capital to align with the increase of the Company's registered capital.

Fact and Rationale:

- The Company wishes to increase its registered capital to strengthen and improve financial liquidity and to repay loans to its financial institution creditors and to redeem maturing debentures. This is aimed at reducing the Company's debt burden, interest expenses, and other costs associated with the loan as well as to serve as working capital to enhance liquidity for its business operations. Additionally, the proceeds will be used for various projects currently undertaken by the Company.
- To achieve these objectives, the Board of Directors' Meeting has deemed it appropriate to propose to the shareholders' meeting to approve the increase of the Company's registered capital in the amount of THB 495,112,186.60 from the existing registered capital of THB 371,334,140 to the new registered capital of THB 866,446,326.60, by issuing not exceeding 4,951,121,866 new ordinary shares with a par value of THB 0.10 per share, to accommodate (1) the allocation of the newly issued ordinary shares to offer to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) and (2) the exercise of the warrants to purchase the newly-issued ordinary shares of the Company No. 1 which are to be allocated to the existing shareholders of the Company who have subscribed to and been allocated for the newly-issued ordinary shares offered to the existing shareholders proportionate to their respective shareholdings (Rights Offering), and approve the amendment of Clause 4 of the Company's Memorandum of Association regarding registered capital to align with the increase of the Company's registered capital. The original text will be repealed and replaced with the following text:

“Clause 4.	Registered capital	THB 866,446,326.60	(Eight hundred sixty-six million, four hundred forty-six thousand, three hundred twenty-six Baht and sixty Satang)
	Consisting of	8,664,463,266 Shares	(Eight billion, six hundred sixty-four million, four hundred sixty-three thousand, two hundred sixty-six shares)
	A Par Value of	THB 0.10	(Ten Satang)
	Dividing into		



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Ordinary Shares	8,664,463,266 Shares	(Eight billion, six hundred sixty-four million, four hundred sixty-three thousand, two hundred sixty-six shares)
Preferential Shares	- Share	(- Share)”

Furthermore, the Company has deemed it appropriate to propose to the shareholders' meeting to consider and approve the authorization granted to the Board of Director and/or Chief Executive Officer and/or any persons designated by the Board of Directors and/or the Chief Executive Officer to have the authority to undertake the registration of the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce. Such authorization shall include the power to perform any necessary and appropriate actions to comply with the registrar's instructions to complete the registration process.

(Please refer to the additional details in the Capital Increase Report Form (F53-4), **Enclosure 1**)

Opinion of the Board of Directors:

- The Board of Directors has considered and viewed that this capital increase will provide the Company with funds to repay loans to its financial institution creditors and to redeem maturing debentures. This is aimed at reducing the Company's debt burden, interest expenses, and other costs associated with the loan. Furthermore, it will serve as working capital for the operations currently undertaken by the Company which will enhance financial liquidity and further promote the stability and security of the Company's financial position, as well as being used for various projects currently undertaken by the Company. Therefore, the Board of Directors has deemed it appropriate to propose to the shareholders' meeting to consider and approve the increase of the Company's registered capital in the amount of THB 495,112,186.60 from the existing registered capital of THB 371,334,140 to the new registered capital of THB 866,446,326.60, by issuing not exceeding 4,951,121,866 new ordinary shares with a par value of THB 0.10 per share and approve the amendment of Clause 4 of the Company's Memorandum of Association regarding registered capital to align with the increase of the Company's registered capital, including the relevant authorization.

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 3: To consider and approve the issuance of warrants to purchase the newly issued ordinary shares of the Company No. 1 for allocation to the Company's existing shareholders who have subscribed to and been allocated newly issued ordinary shares in proportion to their respective shareholdings (Rights Offering)

Fact and Rationale:

- The Company wishes to issue warrants to purchase the newly issued ordinary shares of the Company No. 1 (the "EA-W1 Warrants") in the amount of not exceeding 1,237,780,466 units, for allocation to the Company's existing shareholders who have subscribed to and been allocated newly-issued ordinary shares in proportion to their respective shareholding (Rights Offering) (the details are described in Clause 1.2 of Agenda 4). The allocation ratio is 3 newly-ordinary shares to 1 unit of the EA-W1 Warrants at no cost (the offering price per unit is THB 0), with the exercise price for share subscription set at THB 4.00 per share. The exercise period is valid for 3 years. In the event that the calculation of the allocation of the EA-W1 Warrants results in fractions of shares, the fraction shall be disregarded. (Please refer to the additional details in the Summary of Features of Warrants to Purchase Ordinary Shares of the Company, **Enclosure 2**)

Opinion of the Board of Directors:

- The Board of Directors has considered and viewed that the issuance of EA-W1 Warrants will enable the Company to effectively utilize and allocate funds in line with the Company's business plan, as well as to accommodate the medium-term funding needs, debt repayment, and investment in various projects of the Company. Therefore, the Board of Directors has deemed it appropriate to propose to the shareholders' meeting to consider and approve the issuance of EA-W1 Warrants in the amount of not exceeding 1,237,780,466 units, for allocation to the Company's existing shareholders who have subscribed to and been allocated newly-issued ordinary shares in proportion to their respective shareholding (Rights Offering). The allocation ratio is 3 newly-ordinary shares to 1 unit of the EA-W1 Warrants at no cost (the offering price per unit is THB 0), with the exercise price for share subscription set at THB 4.00 per share. The exercise period is valid for 3 years. In the event that the calculation of the allocation of the EA-W1 Warrants results in fractions of shares, the fraction shall be disregarded.

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 allocation of newly issued ordinary shares of the Company to offer to the existing shareholders proportionate to their respective shareholdings (Rights Offering) and to accommodate the exercise of the warrants to purchase the newly-issued ordinary shares of the Company.

Fact and Rationale:

- As the Company wishes to increase its registered capital in the amount of THB 495,112,186.60 from the existing registered capital of THB 371,334,140 to the new registered capital of THB 866,446,326.60, by issuing not exceeding 4,951,121,866 new ordinary shares with a par value of THB 0.10 per share, to accommodate (1) the allocation of the newly issued ordinary shares to offer to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) and (2) the exercise of the EA-W1 Warrants which are to be allocated to the existing shareholders of the Company who have subscribed to and been allocated for the newly-issued ordinary shares offered to the existing shareholders proportionate to their respective shareholdings (Rights Offering) as mentioned in Agenda 2. In this regard, the Company has deemed it appropriate to propose to the shareholders' meeting to approve the allocation of newly issued ordinary shares. The details are as follows:

- 1.1 Allocate the newly issued ordinary shares in the amount of not exceeding 3,713,341,400 shares, with a par value of THB 0.10 per share, to offer to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering), whether once or several times, at the allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share at the offering price of THB 2.00 per share. Any fractional shares resulting from the calculation shall be disregarded.

In this regard, the existing shareholders may subscribe for newly issued ordinary shares in excess of their rights (Oversubscription). The existing shareholders who oversubscribe will be allocated these oversubscription shares only if there are remaining shares after the completion of the allocation to the existing shareholders of the Company who have subscribed to the newly issued ordinary shares in accordance with their entitlement.

In this allocation of the newly issued ordinary shares to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering), if there are newly issued ordinary shares remaining from the initial allocation to existing shareholders of the Company in proportionate to their respective shareholdings, the Company will allocate the remaining newly issued ordinary shares from the initial allocation to those existing shareholders who wish to subscribe for the newly issued ordinary shares in excess of their rights (Oversubscription), at the



same offering price as shares allocated according to their rights. In the allocation of such newly issued ordinary shares, the Company will continue to allocate the remaining newly issued ordinary shares until there is no newly issued ordinary share left from the allocation, or until no shareholder wishes to subscribe for such newly issued ordinary shares, or the allocation is not possible due to fractional shares. The details are as follows:

- (1) In the event that the remaining newly issued ordinary shares after the initial allocation to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) are more than or equal to the number of newly issued ordinary shares that the existing shareholders oversubscribe, the Company will allocate the remaining newly issued ordinary shares to all existing shareholders who have oversubscribed and have fully paid for their subscription according to the amount they have expressed their intention to oversubscribe.
- (2) In the event that the remaining newly issued ordinary shares after the initial allocation to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) are less than the number of newly issued ordinary shares that the existing shareholders oversubscribe, the Company will allocate the remaining newly issued ordinary shares to the existing shareholders who have oversubscribed as follows:
 - (a) Allocate the remaining newly issued ordinary shares from allocation to the existing shareholders proportionate to their respective shareholdings to each existing shareholder who oversubscribes, by multiplying the proportion of existing shareholding of each existing shareholder who oversubscribes by the number of the remaining newly issued ordinary shares. This equals the number of newly issued ordinary shares that each existing shareholder who oversubscribes is entitled to be allocated (fractional shares resulting from the calculation will be disregarded). In this regard, the number of newly issued ordinary shares to be allocated will not exceed the number of newly issued ordinary shares that each existing shareholder has subscribed to and paid for in full.
 - (b) In the event that there are newly issued ordinary shares left after the allocation in accordance with (2)(a) above, the Company will allocate the aforementioned remaining newly issued ordinary shares to each shareholder who has oversubscribed but has not been fully allocated according to the amount oversubscribed in accordance with (2)(a) above until there are no remaining shares left to be allocated. In this regard, the number of newly issued ordinary shares to be allocated will not



exceed the number of newly issued ordinary shares that each existing shareholder has subscribed to and paid for in full.

The allocation of oversubscribed shares under the aforementioned circumstances, must not, in any case, result in any shareholder oversubscribing to the newly issued ordinary shares, holding the Company's shares in a manner that violates the foreign shareholding restrictions as stipulated in the Company's Articles of Association. Currently, foreigners are allowed to hold no more than 49 percent of the total number of shares sold.

In this regard, if the allocation of the newly issued ordinary shares to the Company's shareholders who have oversubscribed results in such shareholders (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including any amendments thereto) of such shareholder) holding the Company's shares in a manner that increases to or surpasses the threshold requiring a tender offer as stipulated in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (including any amendments thereto) ("**Notification No. TorJor. 12/2554**") and do not fall under the exemptions from making a tender offer for all securities of the business as specified in Notification No. TorJor. 12/2554, such shareholders are obliged to make a tender offer for all securities of the Company as stipulated in Notification No. TorJor. 12/2554.

In addition, if there are newly issued ordinary shares remaining from the allocation to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) and the allocation to the existing shareholders who oversubscribe (Oversubscription), such shares should be proposed to the shareholders' meeting to consider and approve the decrease of the Company's registered capital by canceling the remaining newly issued ordinary shares from the offering.

Furthermore, the Board of Directors' Meeting has resolved to approve the determination of the date to determine the list of existing shareholders who are entitled to the allocation of the newly issued ordinary shares proportionate to their respective shareholdings (Record Date) on 16 December 2024 and the subscription period for the newly issued ordinary shares of the Company from 17 January 2025 to 23 January 2025 (totaling 5 business days). However, the right to subscribe for the newly issued ordinary shares remains uncertain as it is subject to the approval of the shareholders' meeting.



In addition, the Board of Directors' Meeting resolved to propose to the shareholders' meeting to consider and approve the authorization of the Board of Director and/or Chief Executive Officer and/or persons appointed by the Board of Director and/or Chief Executive Officer to have the authority to proceed with the allocation of the newly issued ordinary shares of the Company. The details are as follows:

- (a) Determination or alteration of details regarding the allocation of the newly issued ordinary shares to offer to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) and to comply with the Company's Articles of Association, laws, and/or regulations related to the issuance and offering of securities;
- (b) Determination or alteration of the methods for the allocation of the newly issued ordinary shares, such as single allocation or divided into multiple offerings, the offering period, offering method, payment of the offering price, offering ratio, offering price, subscription, and share payment, as well as any conditions and details relevant to the allocation of the newly issued ordinary shares as deemed appropriate, such as changing the date to determine the list of shareholders who are entitled to the allocation of the newly issued ordinary shares, all subject to the conditions of relevant laws;
- (c) Execution of the documents and relevant agreements, forms for permission, waivers, notices, and any documentation relevant to the allocation of the newly issued ordinary shares, including certification of related documents, contact, and/or submit or receive the documentation from the officers or representatives of the relevant agencies, as well as listing of the newly issued ordinary shares of the Company on the Stock Exchange of Thailand ("SET"), and to undertake any action necessary for and relevant to the allocation of the newly issued ordinary shares to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) in all respects, all subject to the conditions of relevant laws; and
- (d) Registration of the amendment to the paid-up capital with the Department of Business Development, Ministry of Commerce, and have an authority to take any necessary actions to comply with the registrar's instructions for the completion of the registration process.

(Please refer to the details of the allocation of the newly issued ordinary shares in the Capital Increase Report Form (F53-4), **Enclosure 1**, and the Information Memorandum Concerning the Issuance and Offering of the Newly Issued Ordinary Shares, **Enclosure 3**)



- 1.2 Allocate the newly issued ordinary shares in the amount of not exceeding 1,237,780,466 shares with a par value of THB 0.10 per share to accommodate the exercise of the EA-W1 Warrants. These shares are to be allocated to the existing shareholders of the Company who have subscribed to and been allocated the newly issued ordinary shares which issued and offered to the existing shareholders in proportion to their respective shareholdings (Rights Offering) at the ratio of 3 newly issued ordinary shares to 1 unit of EA-W1 Warrant at no cost (the offering price per unit is THB 0).

In the process of the allocation of the newly issued ordinary shares to accommodate the exercise of the EA-W1 Warrants, the Board of Directors and/or the Chief Executive Officer and/or persons designated by the Board of Directors and/or the Chief Executive Officer have been granted the authority to determine or amend any necessary details and conditions related to the issuance and allocation of the EA-W1 Warrants in all respects, subject to the applicable laws and within the scope approved by the Extraordinary General Meeting of Shareholders. Such details include, but are not limited to:

- (a) Preparing the terms and conditions of the EA-W1 Warrants, as well as determining relevant details concerning the allocation of the EA-W1 Warrants.
- (b) Providing information, liaising, preparing, executing, delivering, and submitting necessary or related documents for the issuance and allocation of the EA-W1 Warrants to the Securities and Exchange Commission, the SET, the Thailand Securities Depository Company Limited, the Ministry of Commerce, and other relevant agencies or individuals.
- (c) Registering the warrants and the ordinary shares arising from the exercise of the EA-W1 Warrants with the SET.
- (d) Appointing sub-delegates to undertake necessary and appropriate actions related to the issuance and allocation of the EA-W1 Warrants to ensure the successful completion of the issuance and allocation of EA-W1 Warrants.
- (e) Registering the paid-up capital with the Department of Business Development, Ministry of Commerce, and undertaking necessary actions to comply with the registrar's instructions to complete the registration process.

(Please refer to the additional details in the Summary of Features of Warrants to Purchase Ordinary Shares of the Company, Enclosure 2)



Opinion of the Board of Directors:

- The Board of Directors has considered and deemed it appropriate to propose to the shareholders' meeting to approve (1) the allocation of newly issued ordinary shares in the amount of not exceeding 3,713,341,400 shares, with a par value of THB 0.10 per share, to offer to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering), whether once or several times, at the allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share at the offering price of THB 2.00 per share and (2) the allocation of the newly issued ordinary shares in the amount of not exceeding 1,237,780,466 shares with a par value of THB 0.10 per share to accommodate the exercise of the EA-W1 Warrants. These shares are to be allocated to the existing shareholders of the Company who have subscribed to and been allocated the newly issued ordinary shares which issued and offered to the existing shareholders in proportion to their respective shareholdings (Rights Offering) at the ratio of 3 newly issued ordinary shares to one unit of EA-W1 Warrant at no cost (the offering price per unit is THB 0), including the relevant authorization.

Resolution:

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

All shareholders are invited to attend the Extraordinary General Meeting of Shareholders No.1/2025 on the date, time, and procedure as mentioned above.

For general shareholders may submit only Proxy Form A or Proxy Form B. In case the shareholders who are foreign investors and appoint a custodian in Thailand to be a share depository, may submit Proxy Form C to the Company before attending the Meeting through electronic media.

For those shareholders who are unable to attend the Extraordinary General Meeting of Shareholders No.1/2025, through electronic meeting (E-EGM), they may appoint any one of the Independent Directors, as specified on this invitation (**Enclosure No. 5 and No. 7**) to attend and vote on their behalf (the profiles of Independent Directors are enclosed as **Enclosure No. 6**).

In this respect, the Company encourages the shareholders and proxies to submit the proxy form to attend the meeting through electronic meeting by 3 January 2025, in order to allow the Company to verify the documents, before the date of Extraordinary General Meeting of Shareholders No. 1/2025.



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

The Company would like to seek the cooperation from the shareholders and/or proxies to study the registration process and the preparation of identity documents as well as the voting process and guidelines to attend Extraordinary General Meeting of Shareholders No. 1/2025 through electronic meeting (**Enclosure No. 8**).

The Company has set 16 December 2024 as the date to determine the list of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2025 (Record date). On the day of the Extraordinary General Meeting of Shareholders No. 1/2025, the Company invites representatives from law firms to audit the voting and oversee the meeting for transparent and in line with the laws and the articles of association 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

- *Somchainuk Engtrakul* -

(Mr. Somchainuk Engtrakul)

Chairman of the Board