



Invitation for the Annual General Meeting of Shareholders for the year 2025

Energy Absolute Public Company Limited

Friday, 25th April 2025

13.00 hrs.

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>

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.



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No. EA : CS-AGM/2568

28 March 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders

To: Shareholders of Energy Absolute Public Company Limited

- Enclosures
1. Annual Registration Statement / Annual Report Form 56-1 One Report (e-One Report) and the Consolidated Financial Statement of the Company for the year 2024 in the form of QR Code;
 2. Details of the (new) issuance and offering debenture in the amount of not exceeding THB 10,000 million;
 3. Profiles of the directors retired by rotation and being nominated for re-election including the definition of an Independent Director;
 4. List and profiles of the auditors nominated for appointment as auditor;
 5. Articles of Association of the Company in respect of the shareholders' meeting;
 6. Procedures for attending the 2025 Annual General Meeting of Shareholders;
 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. Requirements to attend the shareholders' meeting via electronic means and Guidelines for IR Plus AGM Mobile Application and for IR PLUS AGM Web Application.

Notice is hereby given that the Board of Directors' Meeting of Energy Absolute Public Company Limited (the "**Company**") No. 1/2025, held on 28 February 2025 has resolved to convene the 2025 Annual General Meeting of Shareholders to be held on **Friday, 25 April 2025 at 13.00 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 s' report and annual report for the year 2024

Fact and Rationale:

- To summarize the performance of the Company and its subsidiaries for the year ended 31 December 2024. Details of the performance of the Company and its subsidiaries appeared in the Annual Report



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for the year 2024 (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 2024 (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 2024 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 2024. 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 2024 appeared in the Annual Report for the year 2024 (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 2024, 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.



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Agenda 3: To consider and approve the cancellation of the issuance of the remaining and unissued debentures in the amount of THB 20,000 million as approved by the 2024 Annual General Meeting of shareholders

Fact and Rationale:

- The 2024 Annual General Meeting of shareholders, held on 26 April 2024 has resolved to approve the issuance and offering of debentures in the amount of not exceeding THB 20,000 million for investment in various projects and to enhance liquidity and support the Company's cash flow management.
- Currently, the Company has not yet issued or offered the debentures as approved by the 2024 Annual General Meeting of shareholders. Therefore, the remaining unissued and unoffered debenture limit is of THB 20,000 million.
- The Securities and Exchange Commission (SEC) has established the criteria, procedures, and conditions on the submission of application for issuance of debentures, requiring that the application shall be submitted within 1 year from the date of the shareholders' meeting approval.

Opinion of the Board of Directors:

- It is deemed appropriate to propose to the shareholders' meeting to consider and approve the cancellation of the issuance of remaining and unissued debentures in the amount of THB 20,000 million, which was approved by the 2024 Annual General Meeting of shareholders, held on 26 April 2024.

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 4: To consider and approve the issuance and offering of (new) debentures in the amount of not exceeding THB 10,000 million

Fact and Rationale:

- In 2024, the Company was downgraded by Tris Rating Co., Ltd. from BBB+ to BB+ for both the Company's corporate credit rating and the rating of its unsecured, unsubordinated debentures, which resulted in the Company being unable to raise funds through the bond market in the past year. However, due to the successful capital raising through the issuance and offering of the newly



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issued ordinary shares to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) of the Company, with full subscription by the shareholders, the Company was able to raise over THB 7,426 million in January 2025. This has strengthened the Company's financial position, which will help alleviate concerns from external investors towards the redemption of THB 5,500 million debentures which will be due in May 2025, which was deferred from 2024.

- The Government Bond Yield Curve, which had been continuously declining in the past period, has passed its peak and started to decline since 2021. However, the cost of issuing debentures remains relatively low when compared to other fundraising methods.
- The issuance and offering of debentures will increase liquidity and support the Company's cash flow management.

Opinion of the Board of Directors:

- The Board considered and is of the opinion that the issuance and offering of the debenture is beneficial to the support of the operations of the group companies and the preparation for investments in various projects, which will help generate returns for the Company and shareholders in the future. Therefore, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the issuance and offering of the debenture in the amount of not exceeding THB 10,000 million, including relevant authorizations. Details of the issuance and offering of (new) debentures in the amount of not exceeding THB 10,000 million, appeared in **Enclosure 2**.

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 non-allocation of net profit as legal reserve and the omission of the dividend payment from the operational results of the year 2024

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.



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- 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 2024, 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 2024 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 2024 since the Company incurred loss from its operational results of the year 2024.

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 6: To consider and approve the determination of directors' remuneration for the year 2025

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 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.



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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, 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 2025 to the shareholders' meeting with the details as follows:

The remuneration of Directors for the year 2025 (proposed year)
compared to year 2024 (previous year)

Details	Proposed for Year 2025	Year 2024
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



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Details	Proposed for Year 2025	Year 2024
Bonus for Directors		
- Chairman of the Board of Directors	Not exceeding THB 25,000,000*	Not exceeding THB 2,000,000/year
- Vice Chairman of the Board of Directors		Not exceeding THB 1,750,000/year
- Director		Not exceeding THB 1,500,000/person /year
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



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Details	Proposed for Year 2025	Year 2024
The Other Privilege / Benefits (Excluding the privilege and benefits, receive according to the Company regulations.)	None	None

Remarks: The bonus budget for the directors will be paid from the operational results of the Company for the year 2025, in the amount of not exceeding THB 25,000,000. The bonus will be paid to directors holding positions in 2025, including directors who complete their terms or resign during 2025, with the allocation based on each director's tenure. In this regard, the Chairman of the Board of Directors will determine the allocation of bonus to each director within the budget as approved by the 2025 Annual General Meeting of Shareholders. In addition, The Board of Directors' Meeting No. 1/2025 resolved to approve the omission of the bonus payment to the directors for the year 2024.

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 2025 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 7: 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 No. 17 and 18 of the Company's Articles of Association 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.



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- This year, the Directors who must retire by rotation are 4 individuals, as follows:
 1. ACM. Chainan Thumasujarit Independent Director / Chairman of Audit Committee / Chairman of Risk Management Committee / Member of Nomination and Remuneration Committee / Member of Corporate Governance and Sustainability Committee
 2. Mr. Amornsuk Noparumpa Independent Director
 3. Mr. Chatrapon Sripratum Director / Chairman of Executive Committee / Member of Nomination and Remuneration Committee / Member of Risk Management Committee
 4. Mr. Nasid Prasertsakun Director / Member of Executive Committee

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 the 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 1 October 2024 - 27 December 2024, 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) ACM.Chainan Thumasujarit, (2) Mr.Amornsuk Noparumpa, (3) Mr. Chatrapon Sripratum, and (4) Mr. Nasid Prasertsakun 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 are attached with the Notice as per **Enclosure 3**.



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Opinion of the Board of Directors:

- In 2025, there are 4 directors who retired 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 these individuals possess the knowledge, qualifications, and experience that would be beneficial to the Company's 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.

1. ACM. Chainan Thumasujarit Independent Director / Chairman of Audit Committee / Chairman of Risk Management Committee / Member of Nomination and Remuneration Committee / Member of Corporate Governance and Sustainability Committee
2. Mr. Amornsuk Noparumpa Independent Director
3. Mr. Chatrapon Sripratum Director / Chairman of Executive Committee / Member of Nomination and Remuneration Committee / Member of Risk Management Committee
4. Mr. Nasid Prasertsakun Director / Member of Executive Committee

Furthermore, the Board of Directors has considered and opined that the individuals proposed for appointment as independent directors, namely ACM. Chainan Thumasujarit (who has served as an independent director since August 2012 until the date of the 2025 Annual General Meeting of Shareholders, totaling 12 years and 8 months, and when combined with the term for which he is being nominated, will total 15 years and 8 months, which exceeds the 9-year term for independent directors) and Mr. Amornsuk Noparumpa (who has served as an independent director since April 2017 until the date of the 2025 Annual General Meeting of Shareholders, totaling 7 years and 11 months, and when combined with the term for which he is being nominated, will total 10 years and 11 months, which exceeds the 9-year term for independent directors), possess qualifications in accordance with the laws and regulations relevant to independent directors.

Although ACM. Chainan Thumasujarit and Mr. Amornsuk Noparumpa will have served as independent directors for more than 9 consecutive years, the Board of Directors has considered and found that both directors possess all the qualifications required by the Company. Furthermore, during their tenure as independent directors, both directors have performed their duties excellently, using their knowledge, expertise, and experience to provide valuable recommendations in formulating the Company's strategy and business policies. Additionally, directors who serve continuously have good knowledge and experience



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regarding the Company's operations. These independent directors serving consecutive terms still maintain their ability to express independent opinions in accordance with relevant criteria and laws.

Resolution:

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

Agenda 8: To consider and approve the appointment of the auditors and the determination of the audit fee for the year 2025

Fact and Rationale:

- Section 120 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) and Article 37 of the Company's Articles of Association 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 2025 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 accountants 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 2025, as follows:



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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	2 years (2023 - 2024)
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 4**.

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.

- To determinate the audit fee for the year 2025 and other services provided to the Company as follows:

Audit fee	Year 2025 (Proposed year)	Year 2024	Increase (Decrease)
Audit fee Annual and quarterly financial statements	THB 3,650,000	THB 3,327,600	THB 322,400
Non – audit fee - the fee for verifying compliance with the conditions of each investment promotion certificate	THB 50,000 /certificate	THB 50,000 /certificate	-

- To acknowledge that PricewaterhouseCoopers ABAS Limited has been selected and proposed as the auditor for the domestic subsidiaries of the Company for the year 2025, covering 53 companies, with an audit fee of THB 10,453,035. Additional services (Non-audit fee) include an audit of compliance with the investment promotion certificate conditions at THB 50,000 per certificate. This excludes subsidiaries both domestic and international, totaling 10 companies, as their auditors are from other auditing firms. The Company's Board of Directors will oversee



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and ensure that the financial statements are prepared in a timely manner, in accordance with the relevant laws and regulations.

4. To authorize the management to appoint the auditor and determine the audit fees for the review and audit of the financial statements of subsidiaries, joint ventures, and associates that set up during the year, as well as to consider determining the fees for other services beyond the Company's audit fees.

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 9: Other matters (if any)

The Company has provided an opportunity for Shareholders to propose agenda items to be included in the agenda of the 2025 Annual General Meeting of Shareholders from 1 October 2024 to 27 December 2024. It appeared that no shareholders submitted any agenda to the Company

In addition, the Company has determined 17 March 2025 as the date for determination of the list of shareholders who have the right to attend the 2025 Annual General Meeting of Shareholders (Record date). On the day of the 2025 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 regulations, 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 are unable to attend the 2025 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. For foreign shareholders who have appointed a custodian as their securities depository and caretaker, please use Proxy Form C., as per **Enclosure 8.**

To protect the rights and interests of shareholders who cannot attend the 2025 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 7.**



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In this regard, shareholders and proxies are kindly requested to submit the proxy forms to the Company for participation in the 2025 Annual General Meeting of Shareholders via electronic means as mentioned above by 21 April 2025, so that the Company can verify the documents prior to the date of the 2025 Annual General Meeting of Shareholders.

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 2025 Annual General Meeting of Shareholders via electronic means as per [Enclosure 6](#) and Requirements to attend the shareholders' meeting via electronic means and Guidelines for IR Plus AGM Mobile Application and for IR PLUS AGM Web Application as per [Enclosure 9](#).

All shareholders are invited to attend the 2025 Annual General Meeting of Shareholders on the date, time, and procedure as mentioned above.

Yours Faithfully,

Energy Absolute Public Company Limited

- *Somchainuk Engtrakul*-

(Mr. Somchainuk Engtrakul)

Chairman of the Board of Directors



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Enclosure 1

Supporting Documents for Agenda Items 1 and 2

Annual Registration Statement / Annual Report Form 56-1 One Report (e-One Report) and
the Consolidated Financial Statement of the Company for the year 2024 in the form of QR Code

Annual Registration Statement / Annual Report Form 56-1 One Report (e-One Report) and
the Consolidated Financial Statement of the Company for the year 2024

(Document is in the form of QR Code)



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=EA&date=250425>



Enclosure 2

Supporting Documents for Agenda Item 4

Details of the (new) issuance and offering debenture in the amount of
not exceeding THB 10,000 million

The Board of Directors' Meeting No. 1/2025, held on 28 February 2025 considered the issuance and offering of the debentures in the amount of not exceeding THB 10,000 million, as it deemed that the issuance and offering of the debentures would be beneficial for the support of the operations of the group companies and preparation for investments in various projects which will help generate returns for the Company and shareholders in the future. Therefore, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the issuance and offering of the debentures with the indicative details as follows:

Objective	To refinance the existing debt of the Company and to use for business operations or to use as capital for the Company and its affiliates.
Type	All types and all kinds of debentures (with or without collateral) depend on the appropriateness of the market conditions at the time that each debentures is issued and offered.
Currency	THB and/or foreign currency by using the exchange rate at each time the debentures are issued and offered.
Total value	Not exceeding THB 10,000 million or in an equivalent amount of other currency. In this regard, the Company is able to issue and offer additional debentures and/or issue and offer debentures in place of the existing debentures which have been redeemed within such credit line.
Term	Not exceeding 15 years from the date of each issuance.
Offering	To offer for one time or several times and/or as a project though public offering and/or private placement 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 in force at the time such debentures are issued and offered.



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Interest Rate	Depending on the market conditions at the time of the issuance and offering of the debentures, or the terms and conditions of the debentures issued at such time, provided that this is in accordance with the Notification of the Securities and Exchange Commission and/or the Office of the Securities and Exchange Commission and/or other related regulations in force at the time such debentures are issued and offered.
Call Redemption	The debenture holders and the Company may or may not have the right to redeem their debentures before their maturity date, depending on the terms and conditions of each issuance of debentures.
Secondary Market	The Company may register the debentures with The Thai Bond Market Association or any other secondary markets as appropriate.
Authority to determine other details	<p>The Executive Committee or the persons authorized by the Executive Committee shall have the following authorities:</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 holders' representative, as well as the details related to the offering, including but not limited to, price, procedure, and the period of offering and allotment.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 debentures with The Thai Bond Market Association or any other secondary market as appropriate, as well as to have the authority to apply for permission to disclose information and undertake any other actions with the relevant authorities.4. To deal with, negotiate, execute, amend the agreements and/or documentation, as well as provide information, submit documentation, and evidence to the Office of the Securities and Exchange Commission and/or relevant authorities regarding the issuance and offering of such debentures, including the undertaking of any actions relevant to or necessary for such transaction as it deems appropriate.



Enclosure 3

Supporting Documents for Agenda Item 7

Profiles of the directors retired by rotation and being nominated for re-election including the definition of an Independent Director

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

ACM. Chainan Thumasujarit / Thai Nationality / 74 years

Date of Appointment as Director : 7 August 2012

The number of years serving as a director : 12 years 8 months (as of the date of the 2025 Annual General Meeting of Shareholders)

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 children)

- The number of shares as of 28 December 2023 : - None -
- The number of shares as of 3 January 2025 : - 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 (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.)



ACM. Chainan Thumasujarit (Continued)

Training

By Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) Class 67/2007
- 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
- Risk Management Program for Corporate Leader (RCL) class 28/2022

Other Training

- 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
- 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

Work Experience over the past 5 years

Position in the Company

- 2021 - Present Member of Nomination and Remuneration Committee
- 2021 - Present Member of Corporate Governance and Sustainability Committee
- 2014 - Present Chairman of Audit Committee / Chairman of Risk Management Committee
- 2012 - Present Independent Director
- 2016 - 2021 Member of Remuneration Committee
- 2014 - 2021 Member of Nomination Committee
- 2015 - 2021 Member of Corporate Governance Committee

Position in Other Listed Companies

- None -



ACM. Chainan Thumasujarit (Continued)

Meeting Attendance in 2024

- | | |
|---|----------------|
| ▪ Board of Directors | 17/19 meetings |
| ▪ Audit Committee | 17/17 meetings |
| ▪ Risk Management Committee | 3/3 meetings |
| ▪ Nomination and Remuneration Committee | 4/5 meetings |
| ▪ Corporate Governance and Sustainability Committee | 4/4 meetings |

The position of director/executive in other businesses that may have a conflict of interest with the Company : None

The position of director/executive in other companies/organizations

- 2006 - Present Retired Government Official,
Office of the Permanent Secretary, Ministry of Defence
- 1974 - Present Freelance Structural Engineer

The position of director/executive in the Company's subsidiaries

- None -

The criteria for selection

- The Company has provided an opportunity for shareholders to propose names of individuals with the appropriate qualifications for election as directors of the Company from 1 October 2024 to 27 December 2024. Upon the expiration of this period, no shareholders submitted any names of individuals to be considered for the nomination as the Company's directors at the Shareholders' Meeting.
- The Board of Directors (as proposed by the Nomination and Remuneration Committee) has considered and deemed it appropriate to propose his name to the Shareholders' Meeting for re-election to his positions for another term as proposed above.
- The Board of Directors has considered and found that he possesses the qualifications suitable for the Company's business operations.
- The Board of Directors has considered and opined that the individual proposed for nomination as an independent director possess qualifications in accordance with the laws and regulations relevant to independent directors. He has served as an independent director since August 2012 until the date of the 2025 Annual General Meeting of Shareholders totaling 12 years and 8 months. When combined with the term for which he is being nominated for re-election at this Meeting, will total 15 years and 8 months, which exceeds the 9-year term for independent directors since he possesses knowledge and experience in the Company's business group.



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Mr. Amornsuk Noparumpa

Proposes to be elected as :

Independent Director

<p>Mr. Amornsuk Noparumpa / Thai Nationality / 79 years</p> <p>Date of Appointment as Director : 27 April 2017</p> <p>The number of years serving as a director : 7 years 11 months (as of the date of the 2025 Annual General Meeting of Shareholders)</p> <p>Current Position</p> <ul style="list-style-type: none"> ▪ Independent Director 	
<p>Total Share held (include share held by spouse and minor children)</p> <ul style="list-style-type: none"> ▪ The number of shares as of 28 December 2023 : - None - ▪ The number of shares as of 3 January 2025 : - None - ▪ Share Increase / (Decrease) during the year : - None - 	
<p>Relationship with other Director and Management : - None -</p>	
<p>Education</p> <ul style="list-style-type: none"> ▪ Barrister-at-Law, Lincoln’s Inn, London ▪ Barrister-at-Law, Council of Legal Education Thailand ▪ Bachelor of Laws (Honors), Thammasat University ▪ Diploma, The National Defence College Class 399 	
<p>Training</p> <p>By Thai Institute of Directors (IOD)</p> <ul style="list-style-type: none"> ▪ Director Certification Program (DCP) Class 30/2003 ▪ Audit Committee Program (ACP) Class 23/2008 ▪ Role of Compensation Committee Program (RCC) Class 9/2009 ▪ Role of the Chairman Program (RCP) 36/2015 <p>Other Training</p> <ul style="list-style-type: none"> ▪ Security Psychology Program Class 31 ▪ Senior Management Program Class 7 	
<p>Work Experience over the past 5 years</p>	
<p>Position in the Company</p> <ul style="list-style-type: none"> ▪ 2017 - Present Independent Director 	



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Mr. Amornsuk Noparumpa (Continued)

Position in Other Listed Companies

- 2005 - Present Chairman of the Board of Directors / Independent Director, L.P.N. Development PCL.
- 1998 - Present Chairman of the Audit Committee / Independent Director / Member of Nomination, Corporate Governance and Sustainability Committee, Regional Container Lines PCL.

Meeting Attendance in 2024

- Board of Directors 17/19 meetings

The position of director/executive in other businesses that may have a conflict of interest with the Company : None

The position of director/executive in other companies/organizations

- None -

The position of director/executive in the Company's subsidiaries

- None -

The criteria for selection

- The Company has provided an opportunity for shareholders to propose names of individuals with the appropriate qualifications for election as directors of the Company from 1 October 2024 to 27 December 2024. Upon the expiration of this period, no shareholders submitted any names of individuals to be considered for the nomination as the Company's directors at the Shareholders' Meeting.
- The Board of Directors (as proposed by the Nomination and Remuneration Committee) has considered and deemed it appropriate to propose his name to the Shareholders' Meeting for re-election to his positions for another term as proposed above.
- The Board of Directors has considered and found that he possesses the qualifications suitable for the Company's business operations.
- The Board of Directors has considered and opined that the individual proposed for nomination as an independent director possesses qualifications in accordance with the laws and regulations relevant to independent directors.
- He has served as an independent director since April 2017 until the date of the 2025 Annual General Meeting of Shareholders, totaling 7 years and 11 months. When combined with the term for which he is being nominated for re-election at this Meeting, will total 10 years and 11 months, which exceeds the 9-year term for independent directors since he possesses knowledge and experience in the Company's business group.



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Mr. Chatrapon Sripratun

Proposes to be elected as:

Director / Chairman of Executive Committee / Member of Nomination and Remuneration Committee /
 Member of Risk Management Committee

Mr. Chatrapon Sripratun / Thai Nationality / 40 years

Date of Appointment as Director : 14 July 2024

The number of years serving as a director : 9 months (as of the date of the 2025
 Annual General Meeting of Shareholders)



Current Position

- Director
- Member of Risk Management Committee
- Member of Nomination and Remuneration Committee
- Chairman of Executive Committee
- Vice President – Climate Change Strategy & Sustainability

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

- **The number of shares as of 28 December 2023** : 38,300 Shares (0.0010%)
- **The number of shares as of 3 January 2025** : **38,300 Shares (0.0010%)**
- Held personally : 38,300 Shares (0.0010%)
- Held by Custodian : - None -
- Held by spouse : - None -
- **Share Increase / (Decrease) during the year** : - None -

Relationship with other Director and Management : - None -

Education

- MBA in Finance, Johnson & Wales University, USA
- Bachelor of Engineer, Chulalongkorn University

Training

By Thai Institute of Directors (IOD)

- Director Certification Program (DCP) Class 366/2024



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Mr. Chatrapon Sripratun (Continued)

Other Training

- The Executive Program in Energy Literacy Class for a Sustainable Future, Class 9 by Thailand Energy Academy (TEA)
- Institute of Business and Industrial Development, Class 7 by Institute of Business and Industrial Development (IBID)
- Executive Energy Program (EEP) Class 7 by The Institute of Industrial Energy
- Chief Operating Officer (COO) Class 1 by the Federation of Thai Industries
- Climate Action Leader Forum, Class 3 by TGO Climate Action Academy (CAA)

Work Experience over the past 5 years

Position in the Company

- 2024 – Present Director / Member of Risk Management Committee / Member of Nomination and Remuneration Committee / Chairman of Executive Committee
- 2023 – Present Vice President – Climate Change Strategy & Sustainability
- 2020 - 2023 Vice President - Strategy Development and Investment Planning Department

Position in Other Listed Companies

- None -

Meeting Attendance in 2024

- Board of Directors 15/15 meetings
- Risk Management Committee 0/1 meeting
- Nomination and Remuneration Committee 1/1 meeting
- Executive Committee 12/12 meetings

The position of director/executive in other businesses that may have a conflict of interest with the Company : None

The position of director/executive in other companies/organizations

- 2024 – Present Director, Wan Meng Automatic Precision Co., Ltd.
- 2024 – Present Director, G Million Co., Ltd.
- 2020 – Present Director, TF Tech Holding Co., Ltd.
- 2020 – Present Director, Ruampalangpennueng Co., Ltd.

The position of director/executive in the Company’s subsidiaries : The number of directors in the subsidiaries is 59 companies



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Mr. Chatrapon Sripratun (Continued)

The criteria for selection

- The Company has provided an opportunity for shareholders to propose names of qualified individuals with the appropriate qualifications for election as directors of the Company from 1 October 2024 to 27 December 2024. Upon the expiration of this period, no shareholders submitted any names of individuals to be considered for the nomination as the Company's directors at the Shareholders' Meeting.
- The Board of Directors (as proposed by the Nomination and Remuneration Committee) has considered and deemed it appropriate to propose his name to the Shareholders' Meeting for re-election to his positions for another term as proposed above.
- The Board of Directors has considered and found that he possesses the qualifications suitable for the Company's business operations.



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Mr. Nasis Prasertsakun

Proposes to be elected as :

Director / Member of Executive Committee

<p>Mr. Nasis Prasertsakun / Thai Nationality / 43 years</p> <p>Date of Appointment as Director : 13 December 2024</p> <p>The number of years serving as a director : 4 months (as of the date of the 2025 Annual General Meeting of Shareholders)</p> <p>Current Position</p> <ul style="list-style-type: none"> ▪ Director ▪ Member of Executive Committee 		
<p>Total Share held (include share held by spouse and minor children)</p> <ul style="list-style-type: none"> ▪ The number of shares as of 28 December 2023 : - None - ▪ The number of shares as of 3 January 2025 : - None - ▪ Share Increase / (Decrease) during the year : - None - 		
<p>Relationship with other Director and Management : - None -</p>		
<p>Education</p> <ul style="list-style-type: none"> ▪ Master in Economics, National Institute of Development Administration ▪ Bachelor of Business Administration (Finance), Huachiew Chalermprakiet University 		
<p>Training</p> <ul style="list-style-type: none"> ▪ Advanced Asset Management Programme, INSEAD Business School, France ▪ Advanced International Corporate Finance Programme, INSEAD Business School, France ▪ Alternative Investment Program, Harvard Business School, USA ▪ Mergers & Acquisitions Programme, Imperial College Business School, England ▪ Strategic Thinking Programme, Cambridge Judge Business School, England ▪ Advanced Master of Management Program, Class 6, National Institute of Development Administration ▪ Certified Investment and Securities Analyst (CISA), Stock Exchange of Thailand 		
<p>Work Experience over the past 5 years</p>		
<p>Position in the Company</p> <ul style="list-style-type: none"> ▪ 2024 - Present Director / Member of Executive Committee 		



Mr. Nasis Prasertsakun (Continued)

Position in Other Listed Companies	
<ul style="list-style-type: none"> ▪ 2024 - Present Member of Risk Management Committee / Deputy Chief Executive Office (Investment and Corporate Strategy), Dhipaya Group Holdings PCL. (TIPH) ▪ 2020 - 2023 Member of Risk Management Committee / Deputy Chief Executive Office (Investment and Corporate Strategy), Dhipaya Group Holdings PCL. (TIPH) ▪ 2016 - 2023 Advisor to Investment Management Committee, Dhipaya Life Assurance PCL. (TIPLife) ▪ 2014 - 2023 Chief Investment Officer (CIO), Dhipaya Insurance PCL. (TIP) 	
Meeting Attendance in 2024	
<ul style="list-style-type: none"> ▪ Board of Directors 1/1 meeting ▪ Executive Committee 10/12 meetings 	
The position of director/executive in other businesses that may have a conflict of interest with the Company : None	
The position of director/executive in other companies/organizations	
<ul style="list-style-type: none"> ▪ 2024 – Present Director, Horizon T 8 Co., Ltd. ▪ 2023 – Present Co-founder and director, Hippo Wealth Investment Advisory Securities (Thailand) Co., Ltd. ▪ 2020 – 2023 Member of Investment Management Committee, SMEs Private Equity Trust Fund 	
The position of director/executive in the Company’s subsidiaries	
- None -	
The criteria for selection	
<ul style="list-style-type: none"> ▪ The Company has provided an opportunity for shareholders to propose names of qualified individuals with the appropriate qualifications for election as Directors of the Company from 1 October 2024 to 27 December 2024. Upon the expiration of this period, no Shareholders submitted names of individuals to be considered for nomination as the Company’s directors at the Shareholders' Meeting. ▪ The Board of Directors (as proposed by the Nomination and Remuneration Committee) has considered and deemed it appropriate to propose his name to the Shareholders' Meeting for re-election to his positions for another term as proposed above. ▪ The Board of Directors has considered and found that he possesses the qualifications suitable for the Company’s business operations. 	



Definition of Independent Director of the Company

The Independent Directors of the Company shall meet the following qualifications regarding independence:

- (1) Holding no more than 0.8 percent of the total voting shares of the Company, its parent company, subsidiary, associate company, major shareholder or controlling person of the Company, including shares held by the related persons of such independent director.
- (2) Not being or having been an director involved in the management, employee, staff, advisor who receives a regular monthly salary, or the controlling person of the Company, its parent company, subsidiary, associate company, subsidiary of the same level, major shareholder, or controlling person, unless such characteristics have ended for at least 2 years prior to the appointment as a director. However, the prohibited characteristics do not include cases where an independent director has previously been a government official or advisor to a government agency that is a major shareholder or has controlling power over the Company or its subsidiaries.
- (3) Not being a person who is related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child, of another director, an executive, major shareholder, controlling person, or person to be nominated as 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 major shareholder, director (other than an Independent Director) or an executive of any person having a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person, unless such characteristics have ended for at least 2 years prior to the appointment.
- (5) Not being or having been an auditor of the Company, its parent company, subsidiary, associate company, major shareholder, or controlling person, and not being a major shareholder, director (other than an Independent Director), an executive or managing partner of the audit firm which employs the auditor of the Company, its parent company, subsidiary, associate company, major shareholder, or controlling person, unless such characteristics have ended for at least 2 years prior to the 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 THB 2 million per year by the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. In the case where a provider of professional services is a legal entity, this includes being a major shareholder, a non-independent director, an executive, or a managing partner of the service provider, unless such characteristics have ended for at least 2 years prior to the appointment.



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- (7) Not being a director who is appointed as the representative of directors of the Company, major shareholder, or shareholder who is a related person of a major shareholder of the Company.
- (8) Not undertaking any business of the same nature and significantly in competition with the Company or its subsidiary, or not being a significant partner in a partnership, or an executive director, employee, staff, advisor earning regular monthly salary, or holding more than 1 percent of the voting shares of another company that undertakes a business of the same nature and significantly in competition with the business of the Company or its subsidiary.
- (9) Not having any other characteristics that would prevent them from providing an independent opinion on the Company's operations.

In this regard, the definition of an Independent Director of the Company has stricter criteria than the guidelines specified in Clause 17 (2) of the Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 re: the Application for Approval and Granting of Approval for Offering of Newly Issued Shares. This means that the Company's definition of an Independent Director is more stringent than the requirements set by the Securities and Exchange Commission and the Stock Exchange of Thailand.



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Enclosure 4

Supporting Documents for Agenda Item 8

List and profiles of the auditors nominated for appointment as auditor

■ Mr. Boonrueng Lerdwiseswit

Certified Public Accountant (Thailand) No.	6552
Number of years served as the Company's auditor	2023 and 2024 (totaling 2 years)
Education	▪ Bachelor's Degree in Business Administration with Accounting Major, Thammasat University
Shareholding in the Company	-None- (as of the end of 2024)
Family relationships with the executives or major shareholders of the Company or its subsidiaries	- None -
Relationships with the Company/subsidiaries/ associate companies or legal entities that may have conflicts of interest at present	- None -
Significant business relationships that may affect the ability to perform duties independently	- None -
Relationships in the capacity of director, employee, staff, or holding any position in the Company or its subsidiaries	- None -

■ Ms. Rodjanart Banyatananusard

Certified Public Accountant (Thailand) No.	8435
Number of years served as the Company's auditor	- None -
Education	▪ Bachelor of Accountancy, Chiang Mai University ▪ Master of Business Administration, Thammasat University
Shareholding in the Company	-None- (as of the end of 2024)
Family relationships with the executives or major shareholders of the Company or its subsidiaries	- None -
Relationships with the Company/subsidiaries/ associate companies or legal entities that may have conflicts of interest at present	- None -
Significant business relationships that may affect the ability to perform duties independently	- None -
Relationships in the capacity of director, employee, staff, or holding any position in the Company or its subsidiaries	- None -



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▪ Ms. Wanvimol Preechawat

Certified Public Accountant (Thailand) No.	9548
Number of years served as the Company's auditor	- None -
Education	<ul style="list-style-type: none">▪ Bachelor of Accountancy, Kasetsart University▪ Master of Business Administration, Chulalongkorn University
Shareholding in the Company	-None- (as of the end of 2024)
Family relationships with the executives or major shareholders of the Company or its subsidiaries	- None -
Relationships with the Company/subsidiaries/ associate companies or legal entities that may have conflicts of interest at present	- None -
Significant business relationships that may affect the ability to perform duties independently	- None -
Relationships in the capacity of director, employee, staff, or holding any position in the Company or its subsidiaries	- None -



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Enclosure 5

The Articles of Association in respect of the Shareholders' Meeting

Section 6

Shareholders' Meeting

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



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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, a vice-chairman 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 a special 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 merger 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;



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- (g) Issuance of debentures of the Company;
- (h) Merger of the Company with other company.

Article 37. The businesses that are required to be transacted at the Annual General Meeting of Shareholders are as follows:

- (1) Consideration the report of the Board of Directors regarding the Company's business operation in the past year;
- (2) Consideration and approval of the balance sheet and profit and loss statement;
- (3) Consideration and approval of the allocation of profits and dividend payments;
- (4) Consideration and approval of the re-election of new directors to replace those retiring by rotation and the determination of the remuneration for the directors;
- (5) Consideration and appointment of the auditors and the determination of the audit fee; and
- (6) Other matters.

Article 41. The Board of Directors must deliver the following documents to shareholders along with the notice of the Annual General Meeting of Shareholders:

- (1) A copy of the audited balance sheet and profit and loss statement, along with the auditor's report; and
- (2) the annual report of the Board of Directors, along with supporting documents related to the report.

Article 42. The dividend can only be paid from profit. In cases where the Company still has accumulated losses, no dividend shall be paid.

The dividend shall be distributed equally per share, with the payment of the dividend subject to approval by the shareholders' meeting.

The Board of Directors may pay interim dividends to shareholders from time to time when it is deemed that the Company has sufficient profits to do so. After paying interim dividends, the Board of Directors must report the payment of such dividends to the shareholders' meeting for acknowledgment at the next shareholders' meeting.



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The dividend payment must be made within one (1) month from the date of the shareholders' meeting or the Board of Directors' meeting, as the case may be. In this regard, written notice must be sent to the shareholders, and an announcement of the dividend payment must be published in a newspaper for a period of no less than three (3) consecutive days.

Article 43. The Company shall appropriate portion of its annual net profits as a legal reserve fund in an amount of not less than five (5) 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 Ten (10) percent of the registered capital.

Article 44. The auditor shall not be a director, employee, or hold any other position within the Company.

Article 46. The auditor is required to attend the shareholders' meeting whenever the balance sheet, profit and loss statement, and any accounting matters of the Company are being considered, in order to explain the audit to the shareholders. The Company shall also provide the auditor with all reports and documents that the shareholders are entitled to receive at that meeting.



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Enclosure 6

Procedures for attending the 2025 Annual General Meeting of Shareholders

According to the policy of the Stock Exchange of Thailand Board regarding the practices for holding shareholders' meetings of listed companies, dated 19 February 1999, which aims to establish good practices for listed companies that will build confidence among shareholders, investors, and all related parties, and to ensure that shareholders' meetings of listed companies are conducted with transparency, fairness, and for the benefit of shareholders, the Company deems it appropriate to establish procedures for verifying documents or evidence confirming the identity of shareholders or proxies who have the right to attend the meeting for shareholders to follow. However, since some shareholders may not be familiar with the practices adopted for shareholders' meetings, the Company reserves the right to waive the submission of documents or evidence confirming the identity of shareholders or proxies who have the right to attend the meeting on a case-by-case basis as the Company deems appropriate.

▪ **Document and evidence for attending the meeting**

The Company requests the shareholders to present the following evidence for attending the meeting:

Participant	Document or evidence
1. <u>Natural Person</u>	▪ Registration form (with Barcode shown)
1.1 Thai Shareholder	▪ Identification card of shareholder (national identification card or government official card or card of state of enterprise officer) ▪ If any altering name or surname display evidence of that alteration.
1.2 Foreign Shareholder	▪ A valid alien identification card, passport, or other document serving as a passport substitute.
<u>In case of proxy</u> (Copy of the document shall be certified true copy)	
▪ Proxy form which has been correctly and completely filled out together with signature of grantor and proxy.	
▪ Copy of identification card of shareholder or passport (in case the grantor is a foreign national) of grantor.	
▪ Identification card, driving license or passport (in case the proxy is a foreign national) of proxy.	



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Participant	Document or evidence
2. Juristic person	<ul style="list-style-type: none">Registration form (with Barcode shown)
2.1 Juristic person registered in Thailand <u>Remark:</u> Copy of the document shall be certified true copy by authorized director and affixed with the company seal (if any).	<ul style="list-style-type: none">The company's affidavit issued within the past 3 months by Department of Business Development, Ministry of Commerce.Identification card or passport (In case of foreigner) of authorized director specified in the company's affidavit.Proxy form which correctly and completely filled out together with signature of grantor and proxy.If any altering name or surname, the evidence of that alteration shall be provided.Identification card or passport (In case of foreigner) of proxy.
2.2 Juristic person registered in aboard <u>Remark:</u> Copy of the document shall be certified true copy by authorized director and affixed with the company seal. If the document was prepared abroad, it should be notarized by notary public.	<ul style="list-style-type: none">The company's affidavitIdentification card or passport (In case of foreigner) of authorized director specified in certificate of juristic personProxy form which correctly and completely filled out together with signature of grantor and proxy.If any altering name or surname, the evidence of that alteration shall be provided.Identification card or passport (In case of foreigner) of proxy.
<u>In case of proxy</u> (Copy of the document shall certified true copy)	
<ul style="list-style-type: none">Proxy form which has been correctly and completely filled out together with and signature of grantor and proxy.Copy of the affidavit certified by the signature of authorized person of juristic person who is grantor.Copy of Identification card or government official card or driving license of proxy.	



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- Proxy and method of authorization

Proxy and proxy form

According to the announcement of Department of Business Development about defined proxy form (vol. 5), B.E. 2550 (2007) dated 2 February 2007, was defined form of proxy in subscriber meeting and shareholder meeting of public company limited in 3 forms, one of those forms attached to this meeting invitation can be used as follows:

Form	Description	For
Form A.	General proxy which is simple and not complicated	In the case that shareholders wish to appoint a general proxy
Form B.	Proxy with clearly specific details for authorization	In the case that a shareholder wishes to appoint a proxy to another person or independent directors to be a proxy
Form C.	For foreign shareholders who is a foreign investor and appoint a custodians in Thailand to be the depositary and custodian of the shares	In the case that the shareholder is a foreign investor and appoints a custodian in Thailand to be the depositary and custodian of the shares

Procedure to appoint other person as proxy

- The shareholder shall appoint only one proxy to attend and vote at the meeting and may not split the number of the shares to many proxies for the purpose of casting separate votes.
- The proxy form shall be completely filled and signed by shareholder and proxy.
- The proxy form shall be affixed with THB 20 duty stamp along with crossing out and dated the date of authorizing a proxy to be correct and legally binding.
- The original completed proxy form with stamp duty affixed and supporting documents shall be sent by registered mail to the Company's name and address below:

Corporate Secretary: Energy Absolute Public Company Limited

No. 89, AIA Capital Center, 16th Floor, Ratchadapisek Road, Dindaeng Sub-district, Dindaeng District, Bangkok 10400, or via email to ea.cs@energyabsolute.co.th or grant a proxy through the IR Plus AGM Application, with more details in the Enclosure 9.

- Proxy who attend the meeting shall submit the proxy form as mentioned above



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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

In this regard, please submit the proxy form by 21 April 2025 prior to the meeting date in order to complete the verifying of documents in time by the Company's officer before the meeting commencement.

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

Identity verification before attending the meeting for electronic meeting

Shareholders / proxies have to verify their identity through the IR Plus AGM application for electronic meetings. Identity verification can be done in advance, starting from 4 April 2025, at 9:00 hrs., prior to the registration for the meeting. The Company's staff will start opening the registration system for shareholders on the meeting day in advance, starting at 11:00 hrs. until the scheduled meeting time.

Registration for attendance in the electronic meeting

Shareholders / proxies can only register for the meeting after successfully verifying their identity through the IR Plus AGM application. The Company's staff will begin opening the registration system for shareholders on the meeting day in advance, starting at 11:00 hrs. onwards.

Vote and counting of vote

Shareholders / proxies can vote electronically through the IR Plus AGM application. Instructions on how to vote electronically can be found in the IR Plus AGM Mobile Application user manual.

Criteria of vote

In voting, the Chairman will propose the shareholders to consider and cast the vote by asking in each agenda whether: Approve, or Disapprove, or Abstain. Shareholders will cast their votes electronically through the IR Plus AGM application. The Company has appointed a legal advisor to observe the vote counting for all agenda items during the meeting.

1. The 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 votes are tied, the Chairman 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, the process shall be carried out according to those provisions. The Chairman will inform shareholders before voting of each agenda.



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2. In case of proxy voting, the proxy shall vote with the instructions specified by the grantor in proxy form only.
3. A shareholder, who has a special interest in any matter, is prohibited to vote on such matter and the Chairman may invite such shareholder to leave the meeting room temporarily.

Remark:

1. Registration and vote counting for the shareholders' meeting will be conducted through the IR Plus AGM Application system.
2. The voting which appears mark other than check mark (✓) or cross mark (✗) or appears mark at more than one box in the proxy form or vote that not correspond to the agenda being considered, will be considered as voided vote.
3. Shareholders/proxies attending the meeting shall have the right to vote exclusively upon that agenda they are present for and shall 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 conclusion of the agenda shall not be able to vote on the agenda that has not been considered. However, shareholders/proxies can log back into the IR Plus AGM Application system.

Criteria for counting vote

According to Article 17 of the Articles of Association, every shareholder shall have one vote for each share held. The Company will collect and count the votes Approve, Disapprove and Abstain of each agenda from all votes of shareholder or proxy attending and have the right to vote.

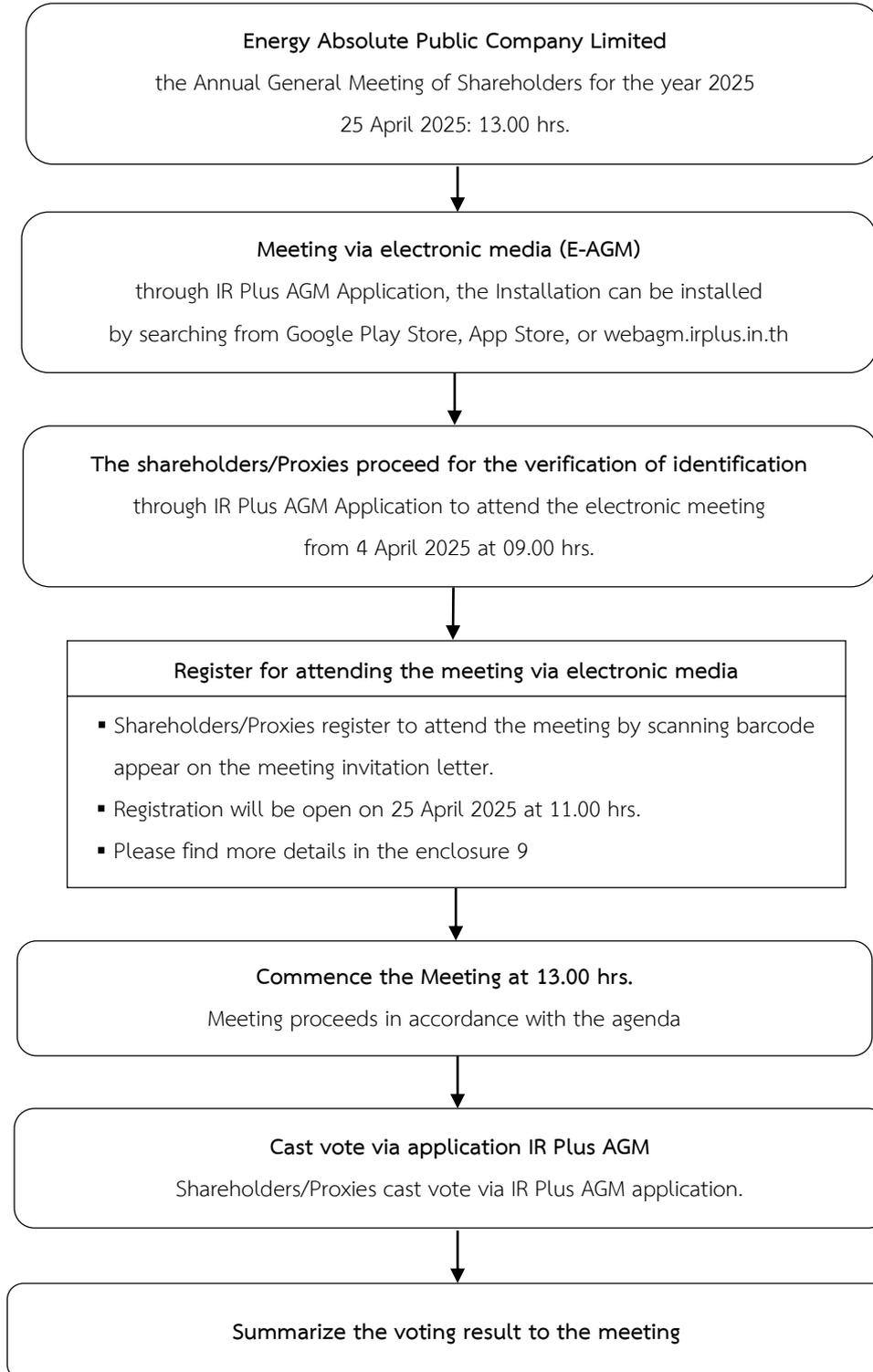
Before the commencement of the meeting, the Chairman shall inform that the Company will count vote of each agenda by deducting the vote of Disapprove and Abstain of shareholders and proxies from the total votes of shareholders and proxies who attended the meeting and have right to vote. When the Company's officers collect the votes from the shareholders and display the summarized voting results at the meeting, the Chairman or the designated person will summarize the voting results for each agenda item to the meeting.



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Procedure of attending the Annual General Meeting of Shareholders for the year 2025





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Enclosure 7

Profiles of Independent Directors for shareholders to appoint as proxies

1. M.R. Bravochat Chatchai

Age	64 years
Position	<ul style="list-style-type: none">Independent DirectorMember of Audit CommitteeChairman of Nomination and Remuneration CommitteeChairman of Corporate Governance and Sustainability CommitteeMember of Risk Management Committee
Address	Energy Absolute PCL. 89 AIA Capital Center Building, 16 Floor, Ratchadapisek Road, Dindaeng Sub-district, Dindaeng District, Bangkok 10400
The conflict of interest in the agenda items proposed to the AGM 2025	<ul style="list-style-type: none">There is no special conflict of interest that differs from other directors in any of the agenda items proposed for the 2025 Annual General Meeting of Shareholders.

2. Mr. Somphop Keerasuntonpong

Age	57 years
Position	<ul style="list-style-type: none">Independent DirectorMember of Audit CommitteeMember of Nomination and Remuneration CommitteeMember of Corporate Governance and Sustainability CommitteeMember of Risk Management Committee
Address	Energy Absolute PCL. 89 AIA Capital Center Building, 16 Floor, Ratchadapisek Road, Dindaeng Sub-district, Dindaeng District, Bangkok 10400
The conflict of interest in the agenda items proposed to the AGM 2025	<ul style="list-style-type: none">There is no special conflict of interest that differs from other directors in any of the agenda items proposed for the 2025 Annual General Meeting of Shareholders.

Remarks: The Profiles of both independent directors are available on the Company's website (www.energyabsolute.co.th)



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Enclosure 8

Proxy Form A., B. and C.

- Enclosure 8.1 Proxy Form A. is a general proxy form, which is simple and not complicated
- Enclosure 8.2 Proxy Form B. is a proxy with clearly specific details for authorization
- Enclosure 8.3 Proxy Form C. is a form for a shareholder who is a foreign investor and appoints a custodian in Thailand to be the depository and custodian of the shares



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Proxy Form A.

is a general proxy form, which is simple and not complicated



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Duty Stamp

THB 20

Enclosure 8.1

Proxy Form A.

Writing at

Date Month 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 voting equal to vote as follows.

Ordinary share shares and voting equal to votes

Preference share shares and voting equal to votes

(3) hereby appoint

(1) Age years

Residing at House No. Road Sub-district

District Province Zip Code or

(2) Age years

Residing at House No. Road Sub-district

District Province Zip Code or

(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 2025 Annual General Meeting of Shareholders on Friday, 25 April 2025 at 13.00 hrs., **only via electronic means (E-AGM)** 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



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Proxy Form B.

is a proxy with clearly specific details for authorization



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Duty Stamp
THB 20

Proxy Form B.

Enclosure 8.2

Writing at

Date Month..... 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 voting equal to vote as follows.
Ordinary share shares and voting equal to votes
Preference share shares and voting equal to votes

(3) hereby appoint
 (1) Age years
Residing at House No. Road Sub-district.....
District..... Province Zip Code..... or
 (2) **M.R. Bravochat Chatchai** Age **64** years
Residing at House No. **Energy Absolute Public Company Limited, No. 89 AIA Capital Center Building, 16th Floor**.....
Ratchadapisek Road, Dindaeng Sub-district, Dindaeng District, Bangkok 10400..... or
 (3) **Mr. Somphop Keerasuntonpong** Age **57** years
Residing at House No. **Energy Absolute Public Company Limited, No. 89 AIA Capital Center Building, 16th Floor**.....
Ratchadapisek Road, Dindaeng Sub-district, Dindaeng District, Bangkok 10400.....

any and only one person to be my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders on Friday, 25 April 2025 at 13.00 hrs., **only via electronic means (E-AGM)** 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 acknowledge the Board of Directors' report and annual report for the year 2024**
- 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 2024 audited by the certified public accountant**
 (a) The Proxy is entitled to cast the votes on my/our behalf in all matters as deemed appropriate
 (b) The Proxy shall cast the votes in accordance with the following instructions:
 Approve Disapprove Abstain



- **Agenda 3: To consider and approve the cancellation of the issuance of the remaining and unissued debentures in the amount of THB 20,000 million as approved by the 2024 Annual General Meeting of shareholders**
 - (a) The Proxy is entitled to cast the votes on my/our behalf in all matters as deemed appropriate
 - (b) The Proxy shall cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

- **Agenda 4: To consider and approve the issuance and offering of (new) debentures in the amount of not exceeding THB 10,000 million**
 - (a) The Proxy is entitled to cast the votes on my/our behalf in all matters as deemed appropriate
 - (b) The Proxy shall cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

- **Agenda 5: 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 2024**
 - (a) The Proxy is entitled to cast the votes on my/our behalf in all matters as deemed appropriate
 - (b) The Proxy shall cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

- **Agenda 6: To consider and approve the determination of directors' remuneration for the year 2025**
 - (a) The Proxy is entitled to cast the votes on my/our behalf in all matters as deemed appropriate
 - (b) The Proxy shall cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

- **Agenda 7: To consider and approve the re-election of the directors retired by rotation to be the directors for another term**
 - (a) The Proxy is entitled to cast the votes on my/our behalf in all matters as deemed appropriate
 - (b) The Proxy shall cast the votes in accordance with the following instructions:
 - Election of the entire board of directors
 - Approve Disapprove Abstain
 - Election of directors individually
 - Name of director:ACM.Chainan.Thumasujarit.....
 - Approve Disapprove Abstain
 - Name of director:Mr.Amornsuk.Noparumpa.....
 - Approve Disapprove Abstain



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Name of director:Mr. Chatrapon Sripratum.....

Approve Disapprove Abstain

Name of director:Mr. Nasis Prasertsakun.....

Approve Disapprove Abstain

- **Agenda 8: To consider and approve the appointment of the auditors and the determination of the audit fee for the year 2025**

(a) The Proxy is entitled to cast the votes on my/our behalf in all matters as deemed appropriate

(b) The Proxy shall cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

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

(a) The Proxy is entitled to cast the votes on my/our behalf in all matters as deemed appropriate

(b) The Proxy shall cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

(5) Any vote cast by the proxy on any agenda item that does not conform to the instructions specified in this proxy form shall be deemed invalid and shall not be considered a vote cast by me/us as a shareholder.

(6) In the event that I/we have not specified my/our voting intentions on any agenda item, or if such intentions are unclear, or in the event that the meeting considers or votes on matters beyond those specified above, including any amendments, changes, or additions to the facts, the proxy shall have the right to consider and vote on my/our behalf as he/she deem appropriate.

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting intentions as specified herein, shall be deemed as actions performed by myself/ourselves in all respects.

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Remark:

1. A Shareholder shall appoint only one proxy to attend and vote at the meeting. A shareholder may not split shares for any more than one proxy in order to split votes.
2. The agenda for the election of directors allows for the election of the entire board of directors or the election of directors 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 2025 Annual General Meeting of Shareholders on Friday, 25 April 2025 at 13.00 hrs., only via electronic means (E-AGM), 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 in all matters as deemed appropriate

(b) The Proxy shall 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 in all matters as deemed appropriate

(b) The Proxy shall 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 in all matters as deemed appropriate

(b) The Proxy shall 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 in all matters as deemed appropriate

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

Approve Disapprove Abstain

Agenda No.....Subject

Name of Director

Approve Disapprove Abstain



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Proxy Form C.

is a form for a shareholder who is a foreign investor and appoints a custodian in Thailand to be the depositary and custodian of the shares



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Duty Stamp
THB 20

Proxy Form C.

Enclosure 8.3

(Form for a shareholder who is a foreign investor and appoints a custodian
in Thailand to be the depository and custodian of the shares)

Writing at

Date Month..... Year.....

(1) I / We, Nationality

Residing at House No. Road Sub-district.....

District Province Zip Code

In position of business operator who is the depository and custodian of share to.....

Being a shareholder of Energy Absolute Public Company Limited

Total holding of shares and voting equal to vote as follows.

Ordinary share shares and voting equal to votes

Preference share shares and voting equal to votes

(2) hereby appoint

[] (1) Age years

Residing at House No. Road Sub-district.....

District Province Zip Code..... or

[] (2) M.R. Bravochat Chatchai Age 64 years

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

..... Ratchadapisek Road, Dindaeng District, Dindaeng Sub-district, Bangkok 10400..... or

[] (3) Mr. Somphop Keerasuntonpong Age 57 years

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

..... Ratchadapisek Road, Dindaeng District, Dindaeng Sub-district, Bangkok 10400.....

any and only one person to be my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting
of Shareholders on Friday, 25 April 2025 at 13.00 hrs., only via electronic means (E-AGM) 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 acknowledge the Board of Directors' report and annual report for the year 2024
- 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 2024 audited by the certified public accountant

[] (a) The Proxy is entitled to cast the votes on my/our behalf in all matters as deemed
appropriate

[] (b) The Proxy shall cast the votes in accordance with the following instructions:

[] Approve votes [] Disapprove votes [] Abstain votes



- **Agenda 3: To consider and approve the cancellation of the issuance of the remaining and unissued debentures in the amount of THB 20,000 million as approved by the 2024 Annual General Meeting of shareholders**
 - (a) The Proxy is entitled to cast the votes on my/our behalf in all matters as deemed appropriate
 - (b) The Proxy shall cast the votes in accordance with the following instructions:
 - Approve.....votes Disapprove.....votes Abstain.....votes

- **Agenda 4: To consider and approve the issuance and offering of (new) debentures in the amount of not exceeding THB 10,000 million**
 - (a) The Proxy is entitled to cast the votes on my/our behalf in all matters as deemed appropriate
 - (b) The Proxy shall cast the votes in accordance with the following instructions:
 - Approve.....votes Disapprove.....votes Abstain.....votes

- **Agenda 5: 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 2024**
 - (a) The Proxy is entitled to cast the votes on my/our behalf in all matters as deemed appropriate
 - (b) The Proxy shall cast the votes in accordance with the following instructions:
 - Approve.....votes Disapprove.....votes Abstain.....votes

- **Agenda 6: To consider and approve the determination of directors' remuneration for the year 2025**
 - (a) The Proxy is entitled to cast the votes on my/our behalf in all matters as deemed appropriate
 - (b) The Proxy shall cast the votes in accordance with the following instructions:
 - Approve.....votes Disapprove.....votes Abstain.....votes

- **Agenda 7: To consider and approve the re-election of the directors retired by rotation to be the directors for another term**
 - (a) The Proxy is entitled to cast the votes on my/our behalf in all matters as deemed appropriate
 - (b) The Proxy shall cast the votes in accordance with the following instructions:
 - Election of the entire board of directors
 - Approve Disapprove Abstain
 - Election of directors individually
 - Name of director:ACM.Chainan.Thumasujarit.....
 - Approve.....votes Disapprove.....votes Abstain.....votes
 - Name of director:Mr.Amornsuk.Noparumpa.....
 - Approve.....votes Disapprove.....votes Abstain.....votes



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Name of director:Mr. Chatrapon Sripratum.....

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

Name of director:Mr. Nasis Prasertsakun.....

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

• **Agenda 8: To consider and approve the appointment of the auditors and the determination of the audit fee for the year 2025**

(a) The Proxy is entitled to cast the votes on my/our behalf in all matters as deemed appropriate

(b) The Proxy shall cast the votes in accordance with the following instructions:

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

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

(a) The Proxy is entitled to cast the votes on my/our behalf in all matters as deemed appropriate

(b) The Proxy shall cast the votes in accordance with the following instructions:

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

(5) Any vote cast by the proxy on any agenda item that does not conform to the instructions specified in this proxy form shall be deemed invalid and shall not be considered a vote cast by me/us as a shareholder.

(6) In the event that I/we have not specified my/our voting intentions on any agenda item, or if such intentions are unclear, or in the event that the meeting considers or votes on matters beyond those specified above, including any amendments, changes, or additions to the facts, the proxy shall have the right to consider and vote on my/our behalf as he/she deem appropriate.

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting intentions as specified herein, shall be deemed as actions performed by myself/ourselves in all respects.

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Remark:

- This Proxy form C. is only used for the shareholder who are specified in the register as foreign investor and has appointed a Custodian in Thailand to be a share depository and keeper
- The documents needs to be attached to this Proxy form are:
 - Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf
 - Document confirming that the person who signed the proxy form is permitted to operate the custodian business
- A Shareholder shall appoint only one proxy to attend and vote at the meeting. A shareholder may not split shares for any more than one proxy in order to split votes.
- The agenda for the election of directors allows for the election of the entire board of directors or the election of directors individually.
- In the case that there is any other agenda item(s) to consider other than the specified agenda items mentioned above, the proxy may use the Attachment to 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 2025 Annual General Meeting of Shareholders on Friday, 25 April 2025 at 13.00 hrs., **only via electronic means (E-AGM)**, 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 in all matters as deemed appropriate
- (b) The Proxy shall cast the votes in accordance with the following instructions:
- Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda No.....Subject
- (a) The Proxy is entitled to cast the votes on my/our behalf in all matters as deemed appropriate
- (b) The Proxy shall cast the votes in accordance with the following instructions:
- Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda No.....Subject
- (a) The Proxy is entitled to cast the votes on my/our behalf in all matters as deemed appropriate
- (b) The Proxy shall cast the votes in accordance with the following instructions:
- Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda No.....Subject
- (a) The Proxy is entitled to cast the votes on my/our behalf in all matters as deemed appropriate
- (b) The Proxy shall cast the votes in accordance with the following instructions:
- Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda No.....Subject
- 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



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Enclosure 9

Requirements to attend the shareholders' meeting via electronic means and Guidelines for IR
Plus AGM Mobile Application and for IR PLUS AGM Web Application

Requirement for attending the shareholders' meeting via electronic media

Shareholders' meeting via electronic means is provided to facilitate shareholders/proxies in attending the meeting and casting votes through the E-Voting system in accordance with the laws related to electronic meetings. Therefore, before registering to attend the meeting through the IR Plus AGM application, please read, understand, and accept the following terms and conditions, as well as the user manual for the Mobile Application IR Plus AGM and Web Application IR Plus AGM which can be scanned the QR Code appears in the notice of shareholders meeting of the Company.

1. Shareholders and Proxies please note that

- 1.1 Shareholders who have the right to attend the 2025 Annual General Meeting of are those whose name appear on 17 March 2025, which is the date for determination of the list of shareholders who have the right to attend the 2025 Annual General Meeting of Shareholders (Record date). as announced on the Stock Exchange of Thailand only.
- 1.2 For smoothly conducting the meeting, when you wish to attend the meeting via electronic means, having register to attend the meeting and receive attendance confirmation from the system, the voting shall be cast via IR Plus AGM application only.

2. Installation of the IR Plus AGM Application and Verification of Identity (KYC)

2.1 Installation of the IR Plus AGM application

The Company provides a channel for attending the meeting via the IR Plus AGM application. Shareholders / proxies who wish to attend the meeting through the IR Plus AGM application can install the app from the App Store (iOS 14.5 or higher) or Google Play Store (version 8 or higher) or access the system through the website “webagm.irplus.in.th” on a browser, which allows immediate access without the need to install any additional software.

2.2 Verification of Identity

Before attending the electronic meeting, shareholders and proxies (in case of proxy), have to **verify your identity through the IR Plus AGM application**, which is installed as per Section 2.1. You must complete the personal information fields on the screen accurately, and prepare the required documents as specified in the IR Plus AGM application, including your ID card or a copy of the ID card, proxy form (in case of proxy), and the meeting invitation. Afterward, you must take



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a photo for identity verification as instructed in the IR Plus AGM application. The system will then send a One-Time Password (OTP) to the mobile number provided by the shareholder/proxy holder in the system for identity verification.

In the meeting via electronic means, the IR Plus AGM application will enable shareholders and proxies to proceed for **the verification of identity from 4 April 2025 at 09.00 hrs.** to be ready for registration to attend the meeting 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 accuracy and completeness of information and documents provided by the shareholders/proxies in accordance with item 2.2. In case where the Company has verified the documents and information provided in accordance with item 2.2, and found that the documents and information are true and accurate, the Company will approve and notify the complete of verification of identity via application IR Plus AGM in order to let the shareholders/proxies to set a password (Pin Code) for meeting attendance via the IR Plus AGM application. For the security of personal information and to protect your rights, please keep the password (Pin Code) confidential and do not disclose it to any other person.

If the Company has verified the information and found that it is incorrect, incomplete or false, the Company may request additional documents to confirm identity or correctness or reject the registration as the case may be. In case of rejection, the shareholders/proxies may proceed to verify the identity once again.

3. Attendance of the meeting and voting via IR Plus AGM application

3.1 Once identity verification has been completed and shareholders have set PIN code (as per section 2.3), shareholders/proxies can attend the meeting via the IR Plus AGM application by scanning the barcode on the invitation letter sent to you by the Securities Registrar (Thailand Securities Depository Company Limited: TSD). Alternatively, you may enter your ID card number as the username and input your PIN code.

3.2 The right to attend the meeting and vote through the IR Plus AGM application is the exclusive right of the shareholders. Thus, one username **cannot be used to log in to IR Plus AGM application to attend the meeting simultaneously on multiple devices.** Therefore, shareholders/proxies shall use your Username and Password (Pin Code) to attend the meeting in person only and will not assign Username and Password (Pin Code) to any person.



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- 3.3 In the event that a proxy receives a proxy form from multiple shareholders, such **proxy shall attend the meeting on behalf of one shareholder per one device only**
- 3.4 Voting via IR Plus AGM application, shareholders/proxies may cast a vote in advance before commencing the meeting or cast a vote for the agenda which is under consideration of the Meeting. All votes casted by shareholders/proxies will be collected after the agenda is closed.
- 3.5 For counting the votes, the Company has set default of vote 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 shall select one of the aforementioned resolutions. **In the event that shareholders/proxies do not choose one of the aforementioned resolutions, the system will automatically consider that such shareholders/proxies have cast votes in favor of such agenda.**
- 3.6 In the event that a shareholder/proxy logs out of the meeting system before the voting for any agenda item is closed, the shareholder/proxy will not be counted as part of the quorum for that agenda item, and your votes will not be counted for that item. However, logging out of a previous agenda does not revoke the shareholder's/proxy's right to log in and rejoin the meeting to vote on any remaining agenda items still under consideration.
4. Asking Question and expressing opinion during the Meeting
- 4.1 The meeting will be broadcast live via the IR Plus AGM application only. Shareholders/proxies who have questions or wish to express opinions on any agenda, Shareholders/proxies can select the menu to express an opinion in text format, can select the question mark icon  in the agenda which wish to ask a question or select the headphone icon  that appears on the screen to ask questions or express opinions in video and audio format (Video conference). The system will arrange the order of questions in chronological order to provide an opportunity to ask questions or express opinions at the meeting on the relevant agenda both in video and audio. However, questions or comments shall be relevant to the agenda only.
- 4.2 In providing the opportunity for shareholders/proxies to ask questions during 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 are rude, threatening, obscene, defamatory, violating any law or infringe the rights of other persons.
- 4.3 During the meeting, if any shareholder/proxy engages in actions that disturb the meeting or cause inconvenience to other participants, the Company reserves the right to take any necessary action to stop such disruptive behavior and prevent further disturbance to other attendees.



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5. Personal Information

- 5.1 Personal Information refers to information about an individual that can be used to identify that person, either directly or indirectly, including but not limited to: name, surname, gender, national identification number, passport number, photograph, date of birth, nationality, age, etc.
- 5.2 Shareholders and proxies consent to the Company collecting and processing your personal Information for the purpose of verifying your rights and confirming your identity, in accordance with the relevant laws related to the meeting.
- 5.3 The Company will keep such Personal Information for the period specified by law which shall not exceeding 10 years. After such period, the Company will destroyed such information from the system.

6. Other Requirements

- 6.1 The content, images, and audio of the meeting are the exclusive intellectual property of the Company. The Company does not permit the recording, modification, or dissemination of any images or audio from 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 systems related to the meeting through IR Plus AGM in a manner that does not comply with this set of guidelines or any other manuals provided by the Company for shareholder use during the meeting, resulting in any damage to the Company, the shareholders and/or proxies shall be liable for compensating the Company for any damages, costs, and expenses incurred from legal actions, including lawsuits filed by third parties as well as any legal action taken by the Company against the shareholders and/or proxies involved in such conduct.
- 6.3 The Company reserves the right to take any action in the event that shareholders / proxies disagree to comply with this the requirement 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.

Remark : In case of any problems on using the IR Plus AGM Application, please contact the administrator at +662 022 6200 ext. 2 or 626 Monday to Friday during office hours: 9:00 to 17:30 hrs..

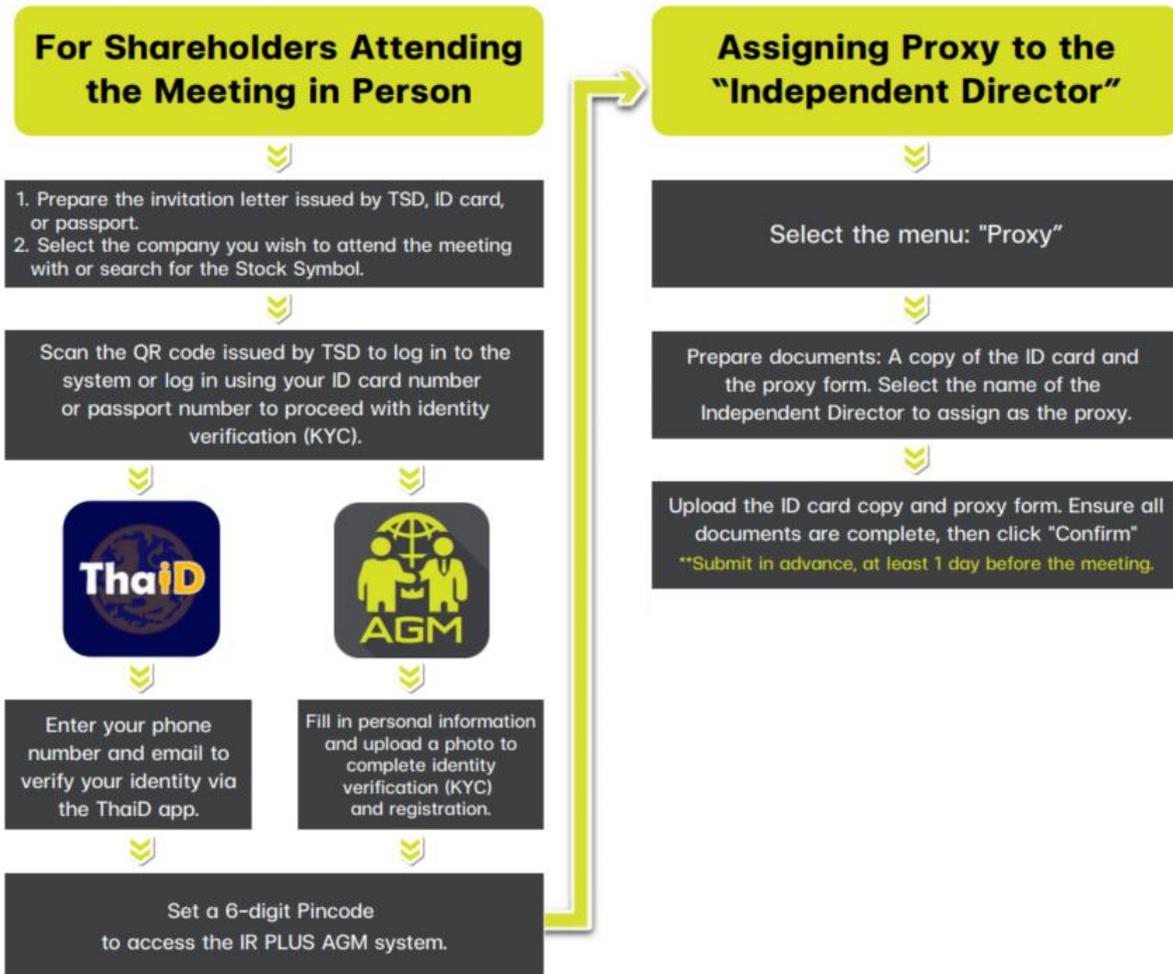


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**Steps for Shareholders / Proxy Holders
to Verify Identity (KYC) through the IR PLUS AGM System**





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Assigning Proxy to the "Independent Director"



Select the menu "Proxy-Direct"



The "Shareholder" logs in with their ID to authorize the "Independent Director"



Prepare documents: A copy of your ID card and the completed proxy form.



Select "Independent Director"
Choose the name of the Independent Director to assign as your proxy.



Upload documents Upload the ID card copy and completed proxy form. Ensure all documents are complete, then click "Confirm" and proceed with the process.



Set a 6-digit Pincode to access the IR PLUS AGM system.

Proxy Holder Attending the Meeting



Select the menu "Proxy-Direct"



"Proxy Holder" logs in with their ID card number to complete the identity verification (KYC) process for meeting attendance.



Prepare documents: A copy of the ID card for both the "Shareholder" and the "Proxy Holder" along with the completed proxy form. If applicable, include company representative details.



Select "Other Names"
Enter the information for the "Proxy Holder"



Upload documents: Upload the ID card copies for both the "Shareholder" and the "Proxy Holder," along with the completed proxy form. Ensure all documents are complete, then click "Confirm" to proceed with the



Set a 6-digit Pincode to access the IR PLUS AGM system.

On the meeting day, shareholders/proxy holders log in to the **IR PLUS AGM** system and enter the 6-digit Pincode to register for the meeting.



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Additional information about IR Plus AGM

No.	Details	QR Code	Link
1	Channels for downloading the application IR Plus AGM from App Store		https://apps.apple.com/th/app/ir-plus-agm/id1218584101
2	Channels for downloading the application IR Plus AGM from Google Play Store		https://play.google.com/store/apps/details?id=com.onlineasset.agmegm&pli=1
3	Channels for joining the meeting via the website		https://webagm.irplus.in.th/
4	Manual for the meeting registration and attendance		https://agm.irplus.in.th/manual/pdf/ManualMobileApplication_TH.pdf
5	Channels for inquiring additional information		Line: @irplusagm https://line.me/R/ti/p/@820bhrqb Tel: 02-022-6200 ext. 2 or 262 Email: irplus.agm@irplus.in.th