

– Translation –

This Policy has been prepared in Thai and translated into English. In the event of any inconsistency, the Thai version shall prevail.

Policy on the Nomination and Remuneration of the Board of Directors, Sub-Committees, Chief Executive Officer (CEO), Company Secretary, and Directors of Subsidiaries

To comply with the principles of good corporate governance of Absolute Clean Energy Public Company Limited (“the Company”), the process for nominating and determining the remuneration of the Board of Directors, Sub-Committees, the Chief Executive Officer (CEO), the Company Secretary, and Directors of subsidiaries shall be carried out as follows:

1. Nomination Process

- 1.1 In determining the qualifications of individuals to be nominated as **Company Director, Sub-Committees, Chief Executive Officer (CEO), and Company Secretary, as well as Directors of Subsidiaries**, the Nomination and Remuneration Committee shall establish guidelines regarding the required qualifications of candidates for such positions to ensure that they can perform their duties with due care, responsibility, and integrity.
- 1.2 The Nomination and Remuneration Committee shall be responsible for nominating **individuals for selection as directors**. The Board of Directors may consider allowing minority shareholders to propose candidates for selection as members of the Board of Directors to the Nomination and Remuneration Committee. In this regard, a reasonable timeframe should be established for the nomination process to ensure that the Nomination and Remuneration Committee has sufficient time to review the information of the candidates before proposing them to the Board of Directors meeting and/or the shareholders’ meeting for further consideration and approval.
- 1.3 The Board of Directors should disclose information regarding the policy and process for nominating **individuals for selection as members of the Board of Directors** to the shareholders to ensure transparency. This includes establishing a standard format for nomination documents, which shall contain candidates’ information, the reasons supporting their nomination, and their consent to be nominated as company directors.
- 1.4 The preliminary background check for **individuals for selection as company directors** should be conducted by verifying information with relevant agencies to ensure that the candidates meet the required qualifications and do not possess any prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, and other related laws. Additionally, the candidates must not exhibit any characteristics indicating unsuitability to be entrusted with managing a company with public shareholders, as specified by the notifications of the Capital Market Supervisory Board.
- 1.5 In the nomination of **company directors**, the Nomination and Remuneration Committee shall give primary consideration to the knowledge, competencies, and experience of candidates.

- 1.6 The company places great importance on Board Diversity and has set a target for female directors to comprise at least 30 percent of all company directors by 2030, in order to achieve Gender Diversity on the Board of Directors.

2. Remuneration Consideration

The remuneration of Company Directors, Sub-committee members, the Chief Executive Officer (CEO), and the Company Secretary, as well as directors of subsidiaries, is divided into two categories in order to align with their duties, responsibilities, and legal obligations, as well as their dedication and contribution to value creation for the Company and its subsidiaries.

2.1 Remuneration

2.1.1 The Company and its subsidiaries will determine remuneration for company directors, sub-committee members, the Chief Executive Officer (CEO), and the Company Secretary, as well as directors of subsidiaries, considering the following three factors:

- (1) Practices of other companies in the same industry.
- (2) Business performance and scale of the Company and its subsidiaries.
- (3) Knowledge, capabilities, and experience of the individuals.

2.1.2 Remuneration Determination Process

(1) **Determination of Remuneration for Company Directors and Sub-Committee members:**

The Nomination and Remuneration Committee shall consider and recommend remuneration for approval. This is then submitted to the Board of Directors for consideration and approval, and subsequently presented to the shareholders' meeting for final approval.

(2) **Determination of Remuneration for the Chief Executive Officer (CEO):**

The CEO shall present his or her performance results, based on the evaluation criteria established by the company, to the Executive Committee for consideration. The Executive Committee shall then assess the remuneration in accordance with these criteria and the factors set out in Section 2.1.1.

(3) **Determination of Remuneration for the Company Secretary:**

The Company Secretary shall present his or her performance results, based on the evaluation criteria established by the company, to the Executive Committee for consideration. The Executive Committee shall then assess the remuneration in accordance with these criteria and the factors set out in Section 2.1.1.

(4) **Determination of Remuneration for Directors of Subsidiaries:**

The Nomination and Remuneration Committee shall consider and recommend remuneration for approval. This is then submitted to the Board of Directors for consideration and approval, and subsequently presented to the shareholders' meeting of the subsidiary for final approval.

2.2 Other Benefits

The Company may consider providing other benefits to Company Directors, Sub-Committee members,

the Chief Executive Officer (CEO), and the Company Secretary, as well as Directors of subsidiaries, on an annual basis. Such benefits shall be determined based on the performance of the company and its subsidiaries, and the value created for shareholders (e.g., benefits or company common stock). The provision of such benefits to Company Directors, Sub-Committee members, the Chief Executive Officer (CEO), the Company Secretary, and Directors of subsidiaries shall be at a reasonable rate and in compliance with relevant rules and regulations.

The Company may consider implementing a Stock Option Plan for Company Directors, Sub-Committee members, the Chief Executive Officer (CEO), the Company Secretary, and Directors of subsidiaries as a long-term performance incentive. The Board of Directors shall evaluate such a Stock Option Plan by taking into account the long-term value to be delivered to shareholders. The plan must also enable the Company to retain high-quality personnel within the organization. Furthermore, the Company shall disclose the details of the plan to shareholders and comply with related rules and regulations.

In addition, the Board of Directors has the authority to exercise its discretion in determining appropriate remuneration in alignment with the performance and business nature of the Company and its subsidiaries.

This policy shall be effective from May 23, 2025.

Committees

Absolute Clean Energy Public Company Limited