



- Translation -

## **Absolute Clean Energy Public Company Limited**

Criteria and Conditions for Exercise of the Shareholders' Right to Propose the Agenda of the Ordinary General Meeting of Shareholders and to Nominate Persons for Consideration and Appointment as Directors in Advance for the 2024 Annual Ordinary General Meeting of Shareholders

Absolute Clean Energy Public Company Limited (the "Company") is committed to encouraging the shareholders to fully exercise their right as shareholders in supervising and monitoring the Company's business through the Board of Directors, so that the shareholders shall be entitled to exercise their right to propose such matters regarding significant changes in the Company. The Company therefore gives all shareholders an opportunity to exercise their right fairly and equally to propose in advance the Agenda of the Ordinary General Meeting of Shareholders and to nominate persons for consideration and appointment as directors for the Annual Ordinary General Meeting of Shareholders of the Company, subject to the criteria and conditions as specified by the Company for such proposal of the Meeting Agenda and/or nomination of persons for consideration and appointment as the Company's directors, as follows:

### **No.1 Eligibility of Shareholders to Propose the Meeting Agenda and/or to Nominate Persons**

The shareholders eligible to propose the Meeting Agenda and/or to nominate persons for consideration and appointment as directors shall be shareholders of the Company from the latest registration book closing date until the date of that Annual Ordinary General Meeting of Shareholders, without the limit to the minimum shareholding ratio and share holding period.

### **No. 2 Criteria for Proposing the Meeting Agenda and Nominating Persons**

#### **1) Matters not to be included in the Meeting Agenda are as follows:**

- 1) Matters which are against the laws, announcements, regulations, rules and regulations of government authorities or agencies governing the Company or not in accordance with the Company's objectives, articles of association, resolutions of the shareholders' meeting or good corporate governance of the Company

- 2) Matters which are benefit to any particular person or group of persons and which are not for the benefit of the Company
- 3) Matters which the Company has taken actions or already started to take actions
- 4) Matters that the shareholders previously proposed to the shareholders' meeting for consideration in the past 2 years from the date of the latest resolution of the shareholders' meeting on the matter and was supported by a vote of less than one-third of the number of totals Company's issued and paid-up shares and the facts of such matter have not yet significantly changed.
- 5) Matters which the shareholder provides incomplete or inaccurate information, or the shareholder cannot be reached.
- 6) Matters that the Board of Directors' opinion are under the scope of management power of the Board of Directors. Unless it causes significant impact to the Company and/or the shareholders.

## **2) Nomination of persons for consideration and appointment as directors**

Persons nominated for consideration and appointment as directors must have the qualifications and must not have any prohibited characteristics as follows:

- 1) The nominated person must have the proper qualifications and must not have any prohibited characteristics under the Public Limited Companies Act, Securities and Exchange Law and other relevant laws
- 2) The nominated persons must have knowledge, ability and experience which are beneficial to the Company's business operations, shall be independent and able to perform the duties as directors with care, with honesty and full-time contribution
- 3) The nominated persons for appointment as directors must agree and certify that they are fully qualified in accordance with (1) and (2) above

## **No. 3 Channels and Procedures for Submission**

- 1) Submit the matter to the Company via registered mail or electronic mail to Investor Relations Department Email Address: [lr@ace-energy.co.th](mailto:lr@ace-energy.co.th) or by mail to the following address:

Investor Relations Department  
Absolute Clean Energy Public Company Limited  
140/6 ITF tower 7th floor, Silom Road,  
Suriyawongse, Bangrak, Bangkok 10500

and submit the original of the Agenda Proposal Form for the Annual Ordinary General Meeting of Shareholders and/or nomination form to be considered for appointment as a director, including attach the supporting documents to the Board of Directors **from December 8, 2023 to January 16, 2024 at 18:00**, which is considered on the time that the postal company stamps received the shareholder's letter, and held by the time sent in the electronic mail in case of e-mail sending.

2) Evidence and documents that shareholders have to submit in support of the proposal of the agenda of the Annual Ordinary General Meeting of Shareholders and the nomination of persons to be considered for appointment as directors are as follows:

(1) Evidence of being a shareholder of the proponent such as a certificate from a securities company or other evidence from the Stock Exchange of Thailand

(2) In the case of nominating a person to be considered for appointment as a director

- Form to nominate a person to be considered for appointment as a director for the 2024 Annual Ordinary General Meeting of Shareholders as specified by the Company
- Evidence of the consent of the person nominated in the nomination form for director appointment and the consent letter
- to disclose information (Form 35-E2)
- Supporting documents for qualification, including education and work history (Curriculum Vitae) of the nominated person

(3) In the case of proposing the agenda of the Annual Ordinary General Meeting of Shareholders

- Agenda Proposal Form for the 2024 Annual Ordinary General Meeting of Shareholders as specified by the Company

(4) Additional supporting documents that will be useful for the Board of Directors' consideration (if any)

3) In the case that shareholders propose more than one agenda, a separate agenda proposal form must be prepared for each agenda by creating 1 form per 1 agenda and/or nominating more than one person to be considered as a director. You must prepare a personal nomination form to be considered for appointment by preparing 1 form per 1 person with complete signature as evidence and submit to the Board of Directors along with evidence of shareholding including additional supporting documents (if any) which be separated into individual set according to the meeting agenda and/or separately according to the persons proposed to be appointed as directors

4) Submission period will be started **from December 8, 2023 to January 16, 2024 at 18:00** for the 2024 Annual General Meeting of Shareholders.

#### **No. 4 Consideration process**

1) **The Company Secretary** shall preliminarily screen such proposed matters for the Board of Directors as follows:

- (1) For such matters that the shareholder who submitted the proposal provided information was incomplete or incorrect in accordance with the criteria by the Company. The company secretary will notify the shareholder who proposed the matter **by January 23, 2024** for correction. If the shareholder who proposed the matter fails to rectify and return the original to the company **by January 31, 2024 at 18:00** based on the time the postal company stamps to receive the shareholder's letter in the case of sending it by post or considered by the time sent in the electronic mail system in case of sending by electronic mail. The company secretary will send a letter to inform shareholders to inform the closing of the matter
- (2) For such matters that proposed by shareholders who are not fully qualified according to clause 1 (the qualifications of shareholders to propose agenda and/or nominate persons), the company secretary will send a letter to inform shareholders of the closing of the matter **within 31 January 2024**
- (3) For such matters that meet the criteria No. 2 (Criteria for Agenda Proposal and Person Nomination), the Company Secretary will collect and propose to the Board of Directors for further consideration. As for matters that do not meet the criteria No.2, the company secretary will collect and present to the Board of Directors for acknowledgment.
- (4) In the case of multiple shareholders holding shares together, the company secretary will notify the matter under criteria No. 2 (Criteria for Proposing Agenda and Person Nomination) to the first shareholder only.

2) **The Board of Directors** shall consider the appropriateness of the agenda proposed by the shareholders. which must not be in the scope of Clause 2. Sub-Article 1) unless the Board of Directors considers otherwise and for the person nominated to be considered for appointment as a director, **Nomination and Remuneration Committee** will consider the suitability according to the Company's Articles of Association for further submission to the



Board of Directors for further consideration unless the Nomination and Remuneration Committee or the Board of Directors considers otherwise.

3) The matters approved by **the Board of Directors** will be included as agenda in the invitation letter for the Annual Ordinary General Meeting of Shareholders with the opinions of the Board of Directors and for matters not approved by the Board of Directors, the company will notify to the relevant shareholders soon after the Board of Directors' meeting.