



Ref EA: 6402/018LT

25 February 2021

Subject Resolution of the Board of Directors' Meeting No. 1/2021

To The President of the Stock Exchange of Thailand

We, Energy Absolute Public Company Limited (the "Company"), would like to notify the resolutions of the Board of Directors' Meeting No. 1/2021 held on 25 February 2021 (the "Meeting"). The significant resolutions are as follows:

- (1) The Meeting approved and resolved for further shareholders' approval the cancellation of the remaining unissued debenture amounting of Baht 12,800 million approved by the annual general meeting of shareholders for the year of 2020.
- (2) The Meeting approved and resolved for further shareholders' approval the (new) issuance and offering debenture in an amount of not exceeding Baht 20,000 million with the preliminary details as follows:

Objective	To refinance the existing debt of Company and to use for business operation or to use as capital of the Company and its affiliates.
Type	All types and all kinds of bonds (with or without collateral), depending on the appropriateness of the market conditions at the time that each bonds are issued and offered
Currency	Baht and/or foreign currency by using the exchange rate at each time the bonds are issued and offered
Total value	Not exceeding Baht 20,000 million or in an equivalent amount of other currency. In this regard, the Company is able to issue and offer additional bonds and/or issue and offer bonds in place of the existing bonds which have been redeemed within such credit line.
Term of the Bond	Not exceeding 10 years since the date of each issuance.
Offer	To offer for one time or several times and/or as a project and/or on a revolving basis, though a public offering and/or private placement offering 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 which are in force at the time such debenture is issued and offered.
Interest Rate	Depending on the market conditions at the time of the issuance and offering of



	the bond, or the terms and conditions of the bonds issued at such time, provided that 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 which are in force at the time such debenture is issued and offered.
Call Redemption	The debenture-holder and the Company may or may not have the right to redeem their bonds before their maturity date, depending on the terms and conditions of each issuance of bonds.
Secondary Market	The Company may register the bonds with The Thai Bond Market Association or any other secondary market as appropriate.
Determination Authority Other details	Executive Committee or person whose executive committee delegate a power of attorney to shall for the following purposes: <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-holder's representative, as well as the details relating to the offering, including but not limited to, price, procedure, offering, and allotment period.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 bonds with The Thai Bond Market Association or any other secondary market as appropriate and to obtain an approval, provide information and, submit documentation to relevant agencies.4. To deal with, negotiate, execute, amend the agreements and/or documentation, as well as provide information, submit documentation to the Office of the Securities and Exchange Commission and/or other agencies relating to the issuance and offering of such bonds, including the undertaking of any actions relevant to or necessary for such transaction as it deems appropriate.



- (3) The Meeting approved and resolved for further shareholders' approval, the appropriation of profit and the Annual Dividend for the year 2020. The details are as follows:
- No legal reserve due to the Company has fully appropriated-legal reserved according to the requirement of law.
 - The Annual Dividend for the year of 2020 at the rate of Baht 0.30 per share is from Non-BOI retained earnings. The total payment of the Annual Dividend is Baht 1,119 million, equal to 33.32 % of the net profit of the Separate Financial Statement.

The Meeting also approved and resolved that the "Record Date" will be on 15 March 2021 to determine the right of shareholders for attending the Annual General Meeting of Shareholders for the year 2021 and to receive the Annual Dividend for the year 2020, which the Annual Dividend will be paid on 21 May 2021. However, the right to receive Dividend, as the case may be, is uncertain as it has not yet been approved by the Annual General Meeting of shareholders to be held on 23 April 2021.

- (4) The Meeting approved and resolved to propose to the shareholders' meeting to consider and approve the re-elect of the following retiring 3 directors to be the directors for another term.

1. Mr. Amorn Saphaweekul	Director (Authorized Director) / Member of Executive Committee / Member of Remuneration Committee / Member of Risk Management Committee / Member of Strategic Planning Committee / Deputy CEO
2. Mr. Sutham Songsiri	Director / Member of Executive Committee / Member of Remuneration Committee / Member of Corporate Governance Committee / Member of Strategic Planning Committee / Member of Risk Management Committee
3. Mr. Somboon Ahunai	Director / Member of Executive Committee

- (5) The Meeting approved and resolved to propose to the shareholders' meeting to consider and approve the directors' remuneration for the Year 2021 are as follows :

Proposed Remuneration for the year 2021	
• Monthly Remuneration for Directors	
- Chairman of the Board of Directors	Baht 50,000.- / month
- Vice Chairman of the Board of Directors	Baht 45,000.- / month
- Director	Baht 40,000.- /person/ month



Proposed Remuneration for the year 2021	
• Bonus of Directors	
- Chairman of the Board of Directors	Not exceed Baht 2,000,000.- / year
- Vice Chairman of the Board of Directors	Not exceed Baht 1,750,000.- / year
- Director	Not exceed Baht 1,500,000.- / person/ year
• Remuneration of sub-committees	
- Executive Committee	Baht 20,000.- / person / meeting (Remark : The payment will be paid only for member who attended the meeting and has not received any monthly salary or consulting fees.)
- Audit Committee	The Amount for not exceeding Baht 680,000.- / year
- Nomination and Remuneration Committee	The Amount for not exceeding Baht 315,000.- / year
- Risk Management Committee	The Amount for not exceeding Baht 750,000.- / year
- Corporate Governance Committee	The Amount for not exceeding Baht 420,000.- / year
- Strategic Planning Committee	The Amount for not exceeding Baht 210,000.- / year
• The Other Privilege / Benefits : Nil Remark: Excluding the privilege benefits received according to the Company regulations.	

- (6) The Meeting approved and resolved to propose to the shareholders' meeting for the year 2021 to consider the appointment of the Company's auditors and determination of the auditing fee for the Year 2021
- Ms. Amornrat Pearmpoonvatanasuk CPA (Thailand) No.4599 or
(The Company's Auditor for 5 years, i.e. year 2016 - 2020)
 - Mr. Boonrueng Lerdwisewit CPA (Thailand) No. 6552 or
 - Ms. Rodjanart Banyatananusard CPA (Thailand) No. 8435
- and approve the audit fee of the company for the year 2021 as Baht 2,427,600.- excluding other expenses which will be charged based on actual expenses not exceeding 2.60 % of the audit fees of the group Company as well as the non-audit fee for certification purposed by BOI at the rate of Baht 50,000./certificate and acknowledge the audit fee of subsidiaries in Thailand at Baht 9,424,585.- excludes all other expenses which will be charged based on actual expenses not exceeding 2.60 % of the audit service fee of the group Company as well as the non-audit fee for certification purposed by BOI at the rate of Baht 50,000.-/ certificate, where the audit fee of 9 Companies for both domestic and foreign subsidiaries are excluded. As well as the authorization for the management to appoint the auditor and determine the audit fee for reviewing the financial statements and auditing the financial statements of subsidiaries, associate companies and joint ventures that established during the year.



- (7) The Meeting approved and resolved for further shareholders' approval the amendment of 2 objectives and amendment to Article 3 of the memorandum of Association of the Company to be consistent with the addition or Company's objectives.
- (8) The Meeting approved and resolved the schedule of the Annual General Meeting of Shareholders for the year 2021 to be held on 23 April 2021 at 14.00 hours at Vibhawadee Ballroom, Centara Grand Hotel Bangkok at Central Plaza Ladprao, Bangkok No. 1695 Paholyothin Road, chatuchak, Bangkok 10900 to consider and approve for the following agenda:
- Agenda 1 To adopt the minutes of the Annual General Meeting of Shareholders for the year 2020.
 - Agenda 2 To acknowledge the Board of Directors' Report and the Annual Report for the year 2020.
 - Agenda 3 To consider and approve the Audited Financial Statements for the year ended 31 December 2020.
 - Agenda 4 To consider and approve the cancellation of the remaining unissued debenture amounting of Baht 12,800 million approved by the annual general meeting of shareholders for the year of 2020.
 - Agenda 5 To consider and approve the (new) issuance and offering debenture in an amount of not exceeding Baht 20,000 million.
 - Agenda 6 To consider and approve the appropriation of profit for the year 2020 and the Annual Dividend for the year 2020.
 - Agenda 7 To consider and approve the amendment to Article 3 of the Memorandum of Association of the Company to be consistent with the addition of Company's objectives.
 - Agenda 8 To consider and approve the Directors' remuneration for the year 2021.
 - Agenda 9 To consider and approve the re-election of the retiring Directors by rotation to be the directors for another term.
 - Agenda 10 To consider and approve the appointment of the Auditors and determine their audit fees for the year 2021.

Please be informed accordingly.

Yours faithfully

(Mr. Amorn Saphaweekul)
Deputy Chief Executive Office