



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)
Energy Absolute Public Company Limited

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

Enclosure No. 3

for Agenda No. 8

Profiles of retiring directors and be nominated for re-election and Definition of Independent Director

Mr. Amorn Saphaweeikul

Proposes to be elected as :

Director (Authorized Director) / Member of Executive Committee / Member of Nomination and Remuneration Committee / Member of Risk Management Committee / Member of Strategic Planning Committee

Mr. Amorn Saphaweeikul / Thai / 49 years

- Date of Appointment as Director: 30 March 2012
- Period of Directorship for the Company: 12 years as of the date of AGM 2024

Current Position

- Director (Authorized Director)
- Member of the Executive Committee
- Member of the Nomination and Remuneration Committee
- Member of the Risk Management Committee
- Member of the Strategic Planning Committee
- Deputy CEO
- Acting Vice President - Quality Control Department



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

- Shareholding as of 30 December 2022 : 125,791,403 shares (3.3724%)
 - Held personally : 72,968,316 shares (1.9563%)
 - Held by custodian : 27,000,000 shares (0.7239%)
 - Held by spouse : 25,823,087 shares (0.6923%)
- Shareholding as of 28 December 2023 : 125,791,403 shares (3.3724%)
 - Held personally : 64,968,316 shares (1.7418%)
 - Held by custodian : 35,000,000 shares (0.9383%)
 - Held by spouse : 25,823,087 shares (0.6923%)
- Share Increase / (Decrease) during the year : - None -
 - Held personally : 8,000,000 shares (0.2145%)
 - Held by custodian : 8,000,000 shares (0.2145%)
 - Held by spouse : - None -

Relationship with other Director and Management : - None -

Education

- Master of Science in Finance, Chulalongkorn University
- Bachelor of Business Administration (Finance and Banking), Thammasat University



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Mr. Amorn Saphaweeikul (continued)

Training

By Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) Class 98/2012

Other Training

- Diploma, The National Defence College of Thailand, The National Defence Course Class 65
- Top Executive Program in Industrial Development and Investment Class 3 by Institute of Business and Industrial Development (IBID)
- The Executive Program in Energy Literacy for a Sustainable Future Class 14 by Thailand Energy Academy (TEA)
- TFRS 9 Training by PricewaterhouseCoopers ABAS Co., Ltd.
- Research, Development and Intangible Assets Workshop by PricewaterhouseCoopers ABAS Co., Ltd.
- Update TFRS 2567 by Dharmniti Seminar and Training Co., Ltd.

Work Experience during 5 years

Position in the Company

- Feb 2021 - Present Member of the Nomination and Remuneration Committee
- May 2020 - Present Member of the Strategic Planning Committee
- 2015 - Present Acting Vice President - Quality Control Department
- 2014 - Present Member of the Risk Management Committee / Deputy CEO
- 2012 - Present Director / Member of the Executive Committee
- 2014 - Feb 2021 Member of the Remuneration Committee

Position in Other Listed Companies

- July 2020 - Present Director / Member of Executive Committee, Nex Point PCL.

Meeting Attendance in 2023

- Board of Directors Meeting : 8/8 meetings
- Risk Management Committee Meeting : 1/3 meetings
- Nomination and Remuneration Committee Meeting : 2/3 meetings
- Strategic Planning Committee : 1/1 meeting
- Executive Committee Meeting : 9/11 meetings

Directorship held in other firms which may have a conflict of interest with the Company : None

Directorship held in a non-listed Company / other organization

- Vice Chairman of Energy Storage System of Renewable Energy Industry Club, The Federation of Thai Industries
- Director, Watabak Wind Co., Ltd.
- Director, Advance Finance PCL.
- Director, TF Tech Co., Ltd.
- Chairman of the Board of Directors, TF Tech Holding Co., Ltd.
- Director, G Million Co., Ltd.
- Director, Agro Clean Co., Ltd.



Mr. Amorn Saphaweeikul (continued)

Directorship held in Subsidiaries of EA : Director – 54 companies

Policy and Procedure for Nomination

- From 1 October 2023 to 15 January 2024, the Company provided opportunities for shareholders to propose a qualified candidate for the election as a director. However, after completing such a period, no shareholder proposed any candidate for selection and nominated for election as a director of the Company to the Meeting.
- The Board of Directors (with the proposal of the Nomination and Remuneration Committee) has considered and endorsed nominating for the Meeting to re-elect as Director as proposed above for another term.
- The Board of Directors has considered, and it is in the opinion of the Board that all of them are qualified and suitable for the Company's business operations.



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M.R. Bravochat Chatchai

Proposes to be elected as :

Independent Director / Member of Audit Committee / Chairman of Nomination and Remuneration Committee /
Chairman of Corporate Governance and Sustainability Committee / Member of Risk Management Committee

M.R. Bravochat Chatchai / Thai / 63 years old

- Date of Appointment as Director : 26 November 2010
- Period of Directorship for the Company : 13 years 4 months as of the date of AGM 2024



Current Position

- Independent Director
- Member of Audit Committee
- Chairman of Nomination and Remuneration Committee
- Chairman of Corporate Governance and Sustainability Committee
- Member of Risk Management Committee

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

- Shareholding as of 30 December 2022 : - None -
- Shareholding as of 28 December 2023 : - None -
- Share Increase / (Decrease) during the year : - None -

Relationship with other Director and Management : - None -

Education

- Master of Arts, Phranakhon Rajabhat University
- Bachelor of Laws, Ramkhamhaeng University

Training

Training By Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) Class 98/2012
- Audit Committee Program (ACP) Class 41/2012
- Role of Nomination and Governance Committee (RNG) Class 7/2015
- Risk Management Program for Corporate Leader (RCL) Class 13/2018

Other Training

- 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.
- Internal control and Risk management / Value adding support strategic management
held by Energy Absolute PCL.



M.R. Bravochat Chatchai (Continued)

Work Experience during 5 years	
Position in the Company	
▪ 2021 – Present	Chairman of Nomination and Remuneration Committee
▪ 2021 – Present	Chairman of Corporate Governance and Sustainability Committee
▪ 2014 - Present	Member of Risk Management Committee
▪ 2010 - Present	Independent Director / Member of Audit Committee
Position in Other Listed Companies : - None -	
Meeting Attendance in 2023	
▪ Board of Directors Meeting :	8/8 meetings
▪ Audit Committee Meeting :	8/8 meetings
▪ Nomination and Remuneration Committee Meeting :	3/3 meetings
▪ Corporate Governance and Sustainability Committee Meeting :	4/4 meetings
▪ Risk Management Committee Meeting :	3/3 meetings
Directorship held in other firms which may have a conflict of interest with the Company : - None -	
Directorship held in a non-listed Company / other organization	
▪ Director	M.R. Bravochat Chatchai Laws Office
Directorship held in Subsidiary of EA : - None -	
Policy and Procedure for Nomination	
<ul style="list-style-type: none"> ▪ From 1 October 2023 to 15 January 2024, the Company provided opportunities for shareholders to propose a qualified candidate for the election as a director. However, after completing such a period, no shareholder proposed any candidate for selection and nominated for election as a director of the Company to the Meeting. ▪ The Board of Directors (with the proposal of the Nomination and Remuneration Committee) has considered and endorsed nominating for the Meeting to re-elect as Director as proposed above for another term. ▪ The Board of Directors has considered, and it is in the opinion of the Board that all of them are qualified and suitable for the Company's business operations. ▪ The Board of Directors considered that the person to be nominated as an independent director is qualified by the laws concerning the requirements related to independent directors. ▪ Since November 2010, he has been an independent director for 13 years and 4 months. The number of years combined with the term to be elected this time is 17 years and 4 months. The rationale for proposing to serve as an independent director for more than 9 years is due to his knowledge and expertise in the Company's business segment. 	



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Mr. Somboon Ahunai

Proposes to be elected as :

Director / Member of Executive Committee

Mr. Somboon Ahunai / Thai / 68 years old

- Date of Appointment as Director : 22 April 2015
- Period of Directorship for the Company : 9 years as of the date of 2024 AGM

Current Position

- Director
- Member of Executive Committee



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

- | | | | |
|---|---|------------------|-----------|
| ▪ Shareholding as of 30 December 2022 | : | 6,992,951 shares | (0.1875%) |
| Held personally | : | 6,992,951 shares | (0.1857%) |
| Held by spouse and minor child | : | - None - | |
| ▪ Shareholding as of 28 December 2023 | : | 7,092,951 shares | (0.1902%) |
| Held personally | : | 7,092,951 shares | (0.1902%) |
| Held by spouse and minor child | : | - None - | |
| ▪ Share Increase / (Decrease) during the year | : | 100,000 shares | (0.0027%) |
| Held personally | : | 100,000 shares | (0.0027%) |
| Held by spouse | : | - None - | |

Relationship with other Director and Management : -

- Elder brother of Mr. Somphote Ahunai (Director / Vice Chairman of the Board / Chairman of Executive Committee / Chairman of Strategic Planning Committee / Member of Risk Management Committee / Chief Executive Officer)
- Elder brother of Ms. Supaporn Ahunai (Vice President – Quality, Health and Insurance Department and Vice Present – Corporate Procurement Department)

Education

- Master of Business Administration, Jacksonville State University
- Bachelor of Science in Chemical Engineering (cum laude), University of Alabama

Training

By Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) Class 47/2005
- Audit Committee Program (ACP) Class 12/2006

Other Training

- Internal control and Risk management / Value adding support strategic management held by Energy Absolute PCL.



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Mr. Somboon Ahunai (Continued)

Work Experience during 5 years	
Position in the Company	
▪ 2017 - Present	Member of Executive Committee
▪ 2015 - Present	Director
Position in Other Listed Companies : - None -	
Meeting Attendance in 2023	
▪ Board of Directors Meeting	: 5/8 meetings
▪ Executive Committee Meeting	: 10/11 meetings
Directorship held in other firms which may have a conflict of interest with the Company : - None -	
Directorship held in a non-listed Company / other organization :	
▪ Director, Ruammit Panich Co., Ltd.	
▪ Director, Songphon Co., Ltd	
Directorship held in Subsidiary of EA : - None -	
Policy and Procedure for Nomination	
▪ From 1 October 2023 to 15 January 2024, the Company provided opportunities for shareholders to propose a qualified candidate for the election as a director. However, after completing such a period, no shareholder proposed any candidate for selection and nominated for election as a director of the Company to the Meeting.	
▪ The Board of Directors (with the proposal of the Nomination and Remuneration Committee) has considered and endorsed nominating for the Meeting to re-elect as Director as proposed above for another term.	
▪ The Board of Directors has considered, and it is in the opinion of the Board that he is qualified and suitable for the Company's business operations.	



Definition of Independent Director

Qualifications of Independent Director of the Company are as follows:

- (1) Hold no more than 0.8% of total voting shares of the Company, its parent company, subsidiary, associate company, major shareholder or controlling person of the Company, including shares held by connected persons of such independent director.
- (2) Not being or having been an executive director, employee, staff, advisor earning regular monthly salary or the controlling person of the Company, its parent company, subsidiary, associate company, same-level subsidiary, major shareholder or controlling person, unless the foregoing status has ended for at least two years prior to appointment. In this regard, such prohibited characteristics shall exclude the case where an independent director used to be a government official or advisor of a governmental agency, which is a major shareholder or the controlling person of the Company or its subsidiary.
- (3) Not being a person who is related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child, other directors, executives, major shareholders, 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 who is not independent director or the executive having a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person, unless such foregoing relationships have ended for at least two years prior to appointment.
- (5) Not being or having been an auditor of the Company, its parent company, subsidiary, associate company, majority shareholder, or controlling person, and not being a major shareholder, director who is not independent director, executives, or partner of the audit firm which employs the auditor of the Company, its parent company, subsidiary, associate company, majority shareholder, or controlling person, unless the foregoing relationship has ended for not less than two years prior to 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 two million baht per year by the Company, its parent company, subsidiary, associated company, majority shareholder or controlling person. In the event that the provider of professional services is a legal entity, this shall include being a majority shareholder, directors who are not independent directors, executives, or managing partner of such provider of professional services, unless the foregoing relationship has ended for not less than two years prior to appointment.
- (7) Not being a director who is appointed as the representative of directors of the Company, major shareholder, or shareholder who is a connected person of a majority shareholder of the Company.
- (8) Not undertaking any business of the same nature and in significant competition with the business of 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 one (1) percent of the voting shares of another company that undertakes a business of the same nature and in significant competition with the business of the Company or its subsidiary.
- (9) Not having any other characteristics that cause the inability to express independent opinions on the business operation of the Company

Definition of Independent Director of the Company is more stringent than the definition of Independent Director as prescribed in 17(2) of the Notification of SEC ThorJor 39/2559 Re: subject: Application for and Approval of offer the IPO and the Notification of the SET.