

(Translation)



**Criteria for Proposal of Agenda Items and Nomination of Director Candidates
in Advance for the 2024 Annual General Meeting of Shareholders
Global Power Synergy Public Company Limited**

1. Objectives

Global Power Synergy Public Company Limited (the “**Company**”) is committed to good corporate governance practices, and emphasizing the importance of our business conduct in relation to the rights and equitable treatment of shareholders. The Company has set the criteria for the proposal of agenda items and nomination of candidates to be elected as directors in advance, in order to have in place a clear and transparent approval process and method for determining whether any agenda items that are proposed will truly benefit the Company, and to select qualified individuals as directors who will act efficiently for the best interests of the Company and all of the stakeholders, as well as enabling the Company to comply with good corporate governance practices.

Therefore, the Company would like to invite our shareholders to propose agenda items and to nominate candidates to be elected as directors in the 2024 Annual General Meeting of Shareholders (AGM) in advance in accordance with the criteria as described below.

In this regard, personal data that the Company receives will be handled appropriately, in accordance with the Personal Data Protection Act B.E. 2562 (2019).

See <https://www.gpscgroup.com/th/cg/privacy-policy> for further information about Privacy Notice.

2. Qualifications of Shareholders

Shareholders who wish to propose agenda items and/or to nominate director candidates must possess the following qualifications:

- 2.1 Be a shareholder(s) of the Company which can be either one shareholder or combined shareholders
- 2.2 Minimum shareholding:
 - 2.2.1 Holding not less than five percent of the total voting rights of the Company, **or**

- 2.2.2 Holding not less than one percent of the total voting rights of the Company for a continuous period of at least one year prior to the date of nomination.
- 2.3 Must hold shares as stipulated in Clause 2.2 on the date that the agenda item or the director candidate is proposed.

No.3 Condition for Consideration: Proposal of Candidates to be Elected as Directors and Independent Directors

3.1 Qualifications of Candidates to be Elected as Directors

The candidates to be elected as directors must possess all of the following qualifications:

- 1) Being qualified and have none of the prohibited characteristics under the law and regulations of the Public Limited Companies Act B.E. 2535 (1992) (as amended), and have none of any characteristics indicating a lack of trustworthiness in managing businesses whose shares are held by public shareholders, as specified under the law and the notification of the Securities and Exchange Commission (SEC).
- 2) Being knowledgeable, capable, and possess a wide variety of skills, qualifications and professional experience that are beneficial for the Company's business.
- 3) Being capable of devoting sufficient time to the Company, be in good health, be an active participant in meetings, be straight-forward, have good record of work performance and good ethics that are respected in the society.
- 4) Being capable of providing leadership and able to monitor the business conduct of the Company's executives actions efficiently and effectively.
- 5) Not being over 68 years of age as at the nominated date.
- 6) Not serving as a director of more than 4 companies listed on the Stock Exchange of Thailand, including the Company.

3.2 Qualifications of Candidates to be Elected as Independent Directors

In addition to the director's qualifications stipulated in Clause 3.1, independent director candidates must also possess all of the following qualifications:

- 1) Holding no more than 0.5 percent of the total voting shares of the Company, parent company, subsidiary, associate company, major shareholder or controlling person of the Company, including shares held by the 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. 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.
- 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 director, 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 significant shareholder or the controlling person of any person 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.

The business relationship under the previous paragraph shall include normal business transactions, rental or lease of real estate, transactions related to assets or services or granting or receipt of financial assistance through receiving or extending loan, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in an amount starting from three percent of the net tangible assets of the Company or from twenty million baht or more, whichever amount is lower. In this regard, the calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, *mutatis mutandis*. In any case, the consideration of such indebtedness shall include the indebtedness

incurred during the period of one year to the date of establishing the business relationship with the related person.

- 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 significant shareholder, controlling person, 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.
- 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, and not being a significant shareholder, controlling person, or partner of such provider of professional services, unless the foregoing relationship has ended for not less than two years.
- 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.
- 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 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.

4. Conditions for Consideration: Proposal of Agenda Items

The Company reserves the right to refuse the inclusion of the following matters in the agenda:

- 1) The shareholders who propose the agenda items that do not meet the qualifications stipulated under Clause 2.

- 2) Matters that are against the law, governmental or regulatory or related agencies regulations, or matters that do not correspond to the objectives and the Articles of Association of the Company, as well as its Code of Conduct.
- 3) Matters that are beyond the authority of the Company to conduct to achieve the expected results.
- 4) Matters that the shareholders provided information which are incomplete, incorrect, insufficient for any consideration, or did not specify whether such matters will be proposed as matters for acknowledgement, approval, or consideration, or the Company cannot contact the shareholders for additional information.
- 5) Matters to do with normal business operation and allegations made by shareholders which do not present reasonable cause to suspect the abnormality of the said business operation.
- 6) Matters of no benefit to the operation of the Company.
- 7) Matters which have been completed by the Company.
- 8) Other matters which the Capital Market Supervisory Board has notified.
- 9) Matters that the shareholders have proposed to shareholders' meeting in the past 12 months and received supporting votes of less than 10 percent of the total voting rights of the Company, except where the fact of the proposed matters is materially different from the facts presented in the previous shareholders' meeting.
- 10) Other matters which the Board of Directors considered having a reasonable cause not to be included in the agenda.

5. Required Documents & Submission Channel

5.1 Shareholding Evidence (as stipulated under Clause 2) such as the certificate of shareholding from the securities company (Broker) or certificate from The Thailand Securities Depository Co., Ltd. (TSD).

5.2 Copy of Shareholder's Identification Documents

1) Natural Person Shareholder

- A copy of a valid identification card or passport (for shareholders of non-Thai nationality) certified as true copy by the shareholder.

“Please cross out sensitive personal data such as religion or blood type; if not, the company will assume that the data can be concealed, and the said documents are in their full form and can be enforced. However, if the Company fails to conceal the data due to certain limitations, the Company can ensure that data gathering and data usage will be used for authentication process only. The Company has no intention to gather or keep sensitive information in such documents.”

2) Juristic Person Shareholder

- A copy of an Affidavit certifying the registration of such juristic person of the shareholders, issued by the Department of Business Development, Ministry of Commerce (evidencing that the director who signs the Proposal for Agenda Item of the Annual General Meeting of Shareholders Form (Form A) and/or the Nomination of Director Candidate Form (Form B) is the authorized director of the juristic person holding the shares) issued no longer than six months prior to the date of proposal, certified by an authorized director and affixed with the company’s seal (if any).
- A copy of a valid identification card or passport (for directors of non-Thai nationality) of the authorized director who signs Form A and Form B (certified as a true copy by such authorized director).

5.3 Agenda Item Proposal

Shareholders are required to fill out and submit the Proposal of Agenda Item of the Annual General Meeting of Shareholders Form (Form A) and supporting information (certified as true copy on all pages).

Conditions for the Submission of Proposal of Agenda Items of the Annual General Meeting of Shareholders Form (Form A)

- If a group of shareholders wishes to propose an agenda item, each shareholder must individually fill in and sign Form A, then submit the forms to the Company altogether. In this regard, each group of shareholders must identify a contact person in Form A.
- If a group of shareholders who are qualified according to criteria stipulated under Clause 2, wishes to propose more than one agenda item, the shareholders must complete one Form A for each agenda item.

5.4 Proposal of Director Candidate Proposal

Shareholders are required to fill out and submit the Nomination of Director Candidate Form (Form B) and Profile of Nominated Director Candidate by filling out all correct information.

Conditions for the Submission of the Nomination of Director Candidate Form (Form B.) and Profile of Nominated Director Candidate

- If a group of shareholders wishes to propose a candidate to be elected as a director, each shareholder must individually fill in and sign Form B, then submit the forms to the Company altogether. In this regard, each group of shareholders must nominate a contact person in Form B.
- If a group of shareholders who are qualified according to criteria stipulated under Clause 2, wishes to propose more than one candidate to be elected as a director, the shareholders must complete one Form B and one Profile of the Nominated Director Candidate for each candidate.

5.5 Submission Channel and Proposal Period

- 1) Shareholders can informally notify the Company via fax at 02 140 4601 or via email address at company-secretary@gpscgroup.com
- 2) Shareholders are required to submit the official proposal document and evidence referred under Clauses 5.1 – 5.4 to:

Office of the Chief Executive Officer

Global Power Synergy Public Company Limited

555/2 Energy Complex Building B, 18th Floor,

Vibhavadi - Rangsit Road, Chatuchak Sub- District,

Chatuchak District, Bangkok 10900

- 3) For further questions, please contact the Office of the Chief Executive Officer Tel. 02 140 5301 and 02 140 5317.
- 4) **The Company's period for submission of Proposal of Agenda Items and Nomination of Director Candidates in Advance of the 2024 Annual General Meeting of Shareholders is from October 1 – December 30, 2023. The Company must receive all forms and supporting documents by December 30, 2023.**

6. Procedure for Consideration

The Company Secretary will initially gather and review the proposals prior to proposing them to the relevant Sub-Committees and the Board of Directors for consideration.

6.1 Proposal of Agenda Items

- 1) If the proposers do not meet the qualifications stipulated under Clause 2, the Company Secretary will notify the proposer that the proposal is excluded.
- 2) If the information that shareholders have provided is incorrect or insufficient and/or not complete according to the relevant form, the Company Secretary will notify the proposer to rectify this. If the proposer fails to correct and return the original form to the Company by January 5, 2024, the Company Secretary will notify the proposer that the proposal will be excluded.
- 3) For any proposal that is not related to Clauses 1 or 2, the Company Secretary will propose it to the relevant Sub-Committee meeting for a review.
- 4) The Company Secretary will gather the necessary information and the related Sub-Committee's opinions, and propose the same to the Board of Directors' meeting for consideration. The Board of Directors' judgment is final.
- 5) The Company Secretary will notify the proposer of the result of the Board of Directors' consideration.
- 6) All agenda item proposals approved by the Board of Directors will be included in the agenda sent out with the AGM invitation notice. For the agenda item proposals that were rejected by the Board of Directors, the Company will inform the shareholders in the subsequent Shareholder's meeting.

6.2 Proposal of Director Candidates

- 1) If the proposers do not meet the qualifications stipulated under Clause 2, the Company Secretary will notify the shareholders that the proposal is excluded.
- 2) If the information that shareholders have provided is incorrect or insufficient and/or not complete according to the relevant form, the Company Secretary will notify the proposer to rectify this. If the proposer fails to correct and return the original to the Company by January 5, 2024, the Company Secretary will notify the proposer that the proposal will be excluded.
- 3) For any proposal that is not related to Clauses 1 or 2, the Company Secretary will propose it to the Nomination and Remuneration Committee meeting for a review.

- 4) The Company Secretary will gather the necessary information and the Nomination and Remuneration Committee's opinion, and propose it to the Board of Directors' meeting for its consideration. The Board of Directors' judgment is final.
- 5) The Company Secretary will notify the proposer of the result of the Board of Directors' consideration.
- 6) The director candidate approved by the Board of Directors will be included in the Annual General Meeting of Shareholders Agenda. For the director candidate who is disapproved by the Board of Directors, the Company will inform the shareholders in the subsequent Shareholder's meeting.

Announced on September 26, 2023