

**Criteria for Shareholders to propose AGM Agenda and Director Nominee in advance
for the 2025 Annual General Meeting of Shareholders**

Objective

According to the Good Corporate Governance policy regarding the rights and equitable treatment of all shareholders, All Energy and Utilities Public Company Limited invites shareholders to propose any matter considered important and truly beneficial to the Company as agenda(s) for the 2025 Annual General Meeting of Shareholders and Director Nominee prior to the meeting. The criteria are as follows:

Criteria and guidelines of the Company

1. Submission period

The Company has provided opportunity for shareholders to propose agenda, nominate qualified candidates for new director member list and submit questions in advance during October 9, 2024, to January 31, 2025.

2. The Qualifications of Shareholder

Being the shareholders of the Company with holding shares and having the right to vote amounting to not less than 5.00 percent of the total number of the voting rights of the Company and holding the Company's shares as specified for at least 1 consecutive year.

3. Procedure for proposing agenda items, director nominee and questions or suggestions

The shareholder(s) who are fully qualified as specified in Clause 2 can propose the agenda or director nominee must possess qualifications are as follows:

3.1 Proposing the agenda items

Shareholder(s) fill in the "Form for proposing agenda in advance for the 2025 Annual General Meeting of Shareholders" along with the other supporting documents. In case that several shareholders jointly propose the agenda, each shareholder is required to fill in the form for proposing agenda along with the other supporting evidence as well as all such shareholders affixing their signatures then gather and submit them into one set within the specified period.

3.2 Nominating the person to be appointed as director

Shareholder(s) fill in the "Form for proposing director nominee for the 2025 Annual General Meeting of Shareholders". In case that several shareholders jointly nominate a person to be director, each shareholder is required to fill in the form for nominating the person to be appointed as director along with the other supporting evidence as well as all such shareholders affixing their signatures then gather and submit them into one set within the specified period.

3.3 Proposing the questions / suggestions

Shareholder(s) who wishes to propose questions or suggestions shall specify name- surname, telephone number including questions/suggestions through the channels specified by the Company.

4. Channels for Submission of Proposal

Shareholder(s) who wishes to propose the agenda or director nominee must possess qualifications must create a letter notifying the subject to be proposed in the specified form including supporting documents that contain correct and complete information can be submitted in person or e-mail to company_secretary@aeu.co.th or via registered mail to the following address:

Company Secretary Office, All Energy and Utilities Public Company Limited, No.73 Mahachol Building, Soi. Sukhumvit 62, Sukhumvit Road, Phrakhanong Tai, Phrakhanong, Bangkok 10260 within January 31, 2025.

Shareholder(s) can submit questions/suggestions via registered mail (address as above mentioned) or e-mail to company_secretary@aeu.co.th or company's website at www.aeu.co.th

5. Conditions for Consideration

5.1 Proposing the agenda items

Due to conduct the meeting efficiently, the Company reserves the rights to refuse the following matters as agenda of the meeting:

- Matters that do not comply with the criteria and guidelines of the Company as specified in Clause 1 to Clause 4.
- Matters that are relevant to the ordinary business operation and the fact given by the shareholders do not indicate any reasonable grounds to suspect the irregularity of such matter.
- Matters that are beyond objectives or authority of the Company.
- Matters that shareholder(s) already proposed in shareholder meetings within the past 3 years and were supported by less than 10.00 percent of total voting shares, provided that the facts of said matters have not yet changed significantly.
- Other matters that the Capital Market Supervisory Board deems unnecessary to place on the agenda.

5.2 Nominating the person to be appointed as director

The Company reserves the right to consider only shareholders' offers with complete, correct information and documents as specified by the Company and the persons nominated to be director must have qualifications and must not have the prohibited characteristics and relevant regulations. The person nominated to be director must have knowledge, capability, independence, perform duties with care, honesty, fully devote their time with appropriate age, healthy able to attend board meetings regularly express opinion straightforwardly or a famous businessman, have a good work history and ethics and accepted by society, have knowledge and capability that are important to the Company's business such as Energy business, Renewable energy, Utilities business, Gas and petrol service stations business, Wholesale and retail business as well as knowledge in the fields of economics, accounting, marketing, finance, law.

6. Procedures for Consideration

6.1 Proposing the agenda items

Initially, the Company Secretary will consider scrutinizing the matters proposed by the shareholders before submission to the Board of Directors for consideration and approval then such agenda is proposed at the Annual General Meeting of Shareholders next time.

6.2 Nominating the person to be appointed as director

The Company Secretary will consider the list of nominees nominated by the shareholders with relevant evidence to propose to the Nomination and Compensation Committee to review and select the nominee's qualifications before submission to the Board of Directors.

After the Board of Directors approved then propose the list of nominees nominated by the shareholders at the 2025 Annual General Meeting of Shareholders.

6.3 Proposing the questions/suggestions

The Company Secretary will gather questions/suggestions and propose to the relevant committee for consideration before the 2025 Annual General Meeting of Shareholders.