



B.GRIMM

SINCE 1878

B.GRIMM POWER PUBLIC COMPANY LIMITED

INVITATION TO 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Hybrid Meeting (Attending in person and via Electronic Media)
Wednesday, 24 April 2024 at 14.00 hrs.

For shareholders who wish to attend the Meeting in person:
The registration shall start at 13.00 hrs. For your convenience, please bring the registration form with barcode on the Meeting date.

For shareholders who wish to attend the Meeting via electronic media:
Please submit the Registration Form for attending the AGM through electronic media (Attachment 5) together with supporting evidence as specified in Guidelines for Attending the AGM and the Appointment of Proxies (Attachment 6) to B.Grimm Power within 18 April 2024.

Shareholders who are unable to attend the Meeting may appoint B.Grimm Power's independent directors (Attachment 8) as your proxy by using Proxy Form B. (Attachment 7).

No gift will be provided to the shareholders and proxies attending the Meeting.

EMPOWERING THE WORLD COMPASSIONATELY

Venue: B.Grimm Academy Meeting Room, 7th Floor, Dr. Gerhard Link Building, B.Grimm Power Head Office, No. 5 Krungthepkreetha Road, Huamark, Bangkok, Bangkok 10240

Table of Contents

Invitation to 2024 Annual General Meeting of Shareholders in the form of Hybrid Meeting		Page 1
Notification of Meeting (with QR Code)	Attachment 1	(Please refer to the separate attachment)
- Annual Registration Statement/ Annual Report 2023 (“ Form 56-1 One Report 2023 ”), together with the Financial Statements for the fiscal year ended 31 December 2023 in QR Code		
Profiles of the nominated candidates for the election of directors to replace the directors retiring by rotation	Attachment 2	Page 19
Definition of independent directors	Attachment 3	Page 28
Profiles and experience of the auditors	Attachment 4	Page 30
Registration Form for attending the AGM through Electronic Media	Attachment 5	Page 33
Guidelines for Attending the AGM and Appointment of Proxies	Attachment 6	Page 34
Proxy Forms	Attachment 7	Page 42
Details of independent directors for shareholder’s proxy	Attachment 8	Page 55
Articles of Association of B.Grimm Power in relation to the shareholders’ meeting	Attachment 9	Page 56
QR Code downloading procedures for the Form 56-1 One Report 2023	Attachment 10	Page 60
Request Form for the Form 56-1 One Report 2023 in printed version	Attachment 11	Page 61
Question Form for the 2024 Annual General Meeting of Shareholders	Attachment 12	Page 62
Privacy Notice pursuant to Personal Data Protection Act B.E. 2562 (2019)	Attachment 13	Page 63
Map of the Meeting’s Venue and Directions	Attachment 14	Page 64

(English Translation)

March 22, 2024

Subject: Invitation to 2024 Annual General Meeting of Shareholders (Hybrid Meeting)

To: Shareholders

Attachment: Supporting Documents for the Meeting's Agenda

1. Annual Registration Statement/ Annual Report for 2023 ("**Form 56-1 One Report 2023** and Financial Statements for the fiscal year ended 31 December 2023 in **QR Code** is provided in Notification of Meeting (with QR Code)
(Please refer to the separate attachment (*for Agenda No. 1, 2, 3 and 5*))
2. Profiles of the nominated candidates for the election of directors to replace the directors retiring by rotation (*for Agenda No. 4*)
3. Definition of independent directors (*for Agenda No. 4*)
4. Profiles and experience of the auditors (*for Agenda No. 6*)

Supporting Documents for the Meeting

5. Registration Form for attending the AGM through Electronic Media
6. Guidelines for Attending the AGM and the Appointment of Proxies
7. Proxy Forms
8. Details of independent directors for shareholder's proxy
9. Articles of Association of B.Grimm Power in relation to the shareholders' meeting
10. QR Code downloading procedures for the Form 56-1 One Report 2023
11. Request Form for the Form 56-1 One Report 2023 in Printed Version
12. Question Form for the 2024 Annual General Meeting of Shareholders
13. Privacy Notice pursuant to Personal Data Protection Act B.E. 2562 (2019)
14. Map of the Meeting's Venue and Directions

The Board of Directors meeting of B.Grimm Power Public Company Limited (“**B.Grimm Power**”) passed a resolution to approve the summoning of 2024 Annual General Meeting of Shareholders on **Wednesday 24 April 2024 at 14.00 hrs. (the “Meeting”)** in form of Hybrid Meeting (electronic media or attending in person) at B.Grimm Academy Meeting Room, 7th Floor Dr. Gerhard Link, B.Grimm Power's Head Office, No. 5 Krungthepkreetha Road, Huamark Sub-district, Bangkok District, Bangkok 10240.

B.Grimm Power invited shareholders to propose agenda items for the Meeting in advance from 1 October 2023 to 30 December 2023 by announcements through channel of the Stock Exchange of Thailand and B.Grimm Power's website. However, no shareholders proposed any agenda item. The Board of Directors therefore determined agenda as follows:

Agenda 1 **To acknowledge the report on B.Grimm Power's performance for the Year 2023**

Background and Rationale: B.Grimm Power has summarised the performance results and material changes of B.Grimm Power and its subsidiaries as well as development of anti-corruption policy implementation during the Year 2023 in the Form 56-1 One Report 2023. Details of which are as appeared in **Attachment 1**.

Opinion of Board of Directors: The Board of Directors deems it appropriate to report B.Grimm Power's performance for the Year 2023 to the Meeting for acknowledgement.

This agenda is for acknowledgement; no vote shall be cast.

Agenda 2 **To approve the Audited Financial Statements for the fiscal year ended 31 December 2023**

Background and Rationale: Section 112 of the Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto) and Article 39 of B.Grimm Power's Articles of Association requires B.Grimm Power to prepare its statement of financial positions and the comprehensive income statement at the end of the fiscal year and to propose to the Annual General Meeting of Shareholders for approval.

The financial statements for the fiscal year ended 31 December 2023, which has already been audited by the Certified Public Accountant from PricewaterhouseCoopers ABAS Ltd., reviewed by the Audit Committee and endorsed by the Board of Directors of B.Grimm Power together with Auditor's Report is set out under Section “*Financial Statements*” of the Form 56-1 One Report 2023 (**Attachment 1**), summary of significant information is as follows:

**Summary of significant information of
the Consolidated Financial Statements for the fiscal year ended 31 December 2023**

Item	As at 31 December 2022 (Million Baht)	As at 31 December 2023 (Million Baht)
Total assets	170,651	177,036
Total liabilities	128,483	124,334
Total equity	42,168	52,703
Total revenue	62,395	57,115
Net profit (loss)	(898)	3,685
Net profit (loss) attributable to owners of the parent	(1,244)	1,885
Basic earnings per share	(0.63) Baht/ share	0.44 Baht/ share

Opinion of Board of Directors: The Board of Directors deems it appropriate to propose the Meeting to consider and approve the audited financial statements for the fiscal year ended 31 December 2023, which have been audited by the Certified Public Accountant, reviewed by the Audit Committee and endorsed by the Board of Directors meeting of B.Grimm Power.

Required Resolution: The resolution for this agenda shall be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Agenda 3 **To approve the annual dividend payment for 2023**

Background and Rationale: B.Grimm Power has its dividend payment policy at the rate of not less than 40% of the normalised net profit (net profit excluding unrealised gain/loss on exchange rate and nonrecurring income/expenses) based on B.Grimm Power's consolidated financial statements after deducted by the taxes, legal reserves and obligations under the loan agreements' conditions. Such dividend payment rate may be changed depending on performance results, cash flow, and necessity for investment, conditions, and limitations as stipulated in the loan agreements as well as other appropriateness for B.Grimm Power in the future.

In 2023, B.Grimm Power has net profit attributable to owners of the parent pursuant to the separate financial statements in the amount of THB 2,088,572,888. Details are set out in the financial statements for the fiscal year ended 31 December 2023 together with Auditor's Report provided under Section "Financial Statements" of the Form 56-1 One Report 2023 (**Attachment 1**). Board of Directors of B.Grimm Power deems it appropriate to propose the Meeting to approve the dividend payment from the 2023 operational results and retained earnings of THB 0.36 per share from the total number of 2,606,900,000 shares, totalling THB 938,484,000, or

equivalent to 45% of the Normalised Net Profits, which is consistent with B.Grimm Power's dividend payment policy.

On 8 September 2023, B.Grimm Power already paid interim dividend of THB 0.18 per share totalling THB 469,242,000 to shareholders, and would pay the remaining dividend of THB 0.18 per share, of which derived from the profit under the Non-BOI privilege of THB 0.176 per share; and BOI privilege of THB 0.004 per share, totalling THB 469,242,000. In this regard, B.Grimm Power has completed legal reserves as required by law.

Dividend of THB 0.36 is derived from retained earnings exempted from corporate income tax and from dividends or profit sharing received exempted from corporate income tax, as a result, individual shareholders are not entitled for tax credits.

Historical dividend payments:

	2022	2023
Normalised net profit per share (Baht)	0.14	0.79
Dividend per share (Baht)	0.065	0.36
Number of shares (share)	2,606,900,000	2,606,900,000
Total dividend payment (Baht)	169,448,500	938,484,000
Dividend payout ratio (%)	45	45

Opinion of Board of Directors: The Board of Directors deems it appropriate to propose the Meeting to acknowledge interim dividend payment and approve the annual dividend payment at the rate of THB 0.36 per share of which B.Grimm Power already made an interim dividend payment at the rate of THB 0.18 per share, and shall pay the remaining dividend at the rate of THB 0.18 per share. The record date to determine the right to receive dividend is 14 March 2024 and the dividend payment shall be made on 10 May 2024. The right to receive dividend is uncertain because it is subject to be approved by the 2024 Annual General Meeting of Shareholders.

Required Resolution: The resolution for this agenda shall be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Agenda 4

To elect directors to replace directors who will retire by rotation

Background and Rationale: Section 71 of the Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto) and Article 17 of B.Grimm Power's Articles of Association requires that, at every Annual General Meeting of Shareholders, one-third (1/3) of the directors must retire by rotation. Should the directors be unable to be divided into three parts, the number of directors closest to one-third (1/3) of all directors shall retire. In this respect, the retired directors will be eligible for being elected to resume their positions for another term.

In 2024 Annual General Meeting of Shareholders, the 4 directors retiring by rotation are as follows:

1. Mr. Pakorn Thavisin Chairman
2. Mr. Anusorn Sangnimnuan Independent Director/Chairman of Corporate Governance and Sustainability Committee/ Member of Audit Committee
3. Mrs. Katevalee Napasab Independent Director/Member of Nomination and Compensation Committee
4. Mr. Felix Danai Link Director

B.Grimm Power provides opportunity for the shareholders to nominate qualified persons to be elected as directors in advance from 1 October 2023 to 30 December 2023 by announcements through channel of the Stock Exchange of Thailand and B.Grimm Power's website. Nonetheless, no shareholders nominated candidates for being elected as directors.

The Nomination and Compensation Committee (without the interested directors) has considered, recruited and selected candidates for being nominated as directors in replacement of the directors retiring by rotation, by taking into account the suitability, knowledge, competencies and expertise of the Board of Directors (Board Skill Matrix) with the variety of experiences in the relevant businesses which are beneficial to the operation of B.Grimm Power and deems it appropriate to propose to the Board of Directors to propose the nominating of the four retiring directors to the Meeting for election to resume their positions for another term as follows;

1. Mr. Pakorn Thavisin Chairman
2. Mr. Anusorn Sangnimnuan Independent Director/Chairman of Corporate Governance and Sustainability Committee/Member of Audit Committee
3. Mrs. Katevalee Napasab Independent Director/Member of Nomination and Compensation Committee
4. Mr. Felix Danai Link Director

For the independent directors, the Nomination and Compensation Committee has considered that although they have a current term of office of 6 years and 9 months, Mr. Anusorn Sangnimnuan has intensive knowledge and expertise in the energy business. With experience and vision as former President of a large organization, he contributed to and supported B.Grimm Power to develop businesses to grow sustainably.

For Mrs. Katevalee Napasab, she has expertise in law, finance, and various business administrations. With in-dept understanding and perspective as an entrepreneur in running business for sustainable growth enable her to contribute beneficially to B.Grimm Power's business operations.

The nomination of candidates is considered in accordance with B.Grimm Power's procedures and candidates are qualified according to the relevant rules and B.Grimm Power's business. In addition, they do not have any position in other organisations that may compete with or have any conflict of interest against B.Grimm Power.

Profiles of the nominated candidates appear in **Attachment 2**.

Opinion of Board of Directors: The Board of Directors (without the interested directors) concurs with the recommendation of the Nomination and Compensation Committee and opines that the four nominated candidates' qualification are reviewed with care by Nomination and Compensation Committee that they possess qualifications that is suitable with B.Grimm Power's business and have knowledge, competency, and expertise (Board Skill Matrix) with working experience, leadership, broad vision and shall be able to devote sufficient time in the interests of B.Grimm Power's business operation. The characteristics which are appropriate and in accordance with the elements and structure of the directors under B.Grimm Power's business strategies are also taken into account and the nominated candidates are qualified pursuant to the Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto) and relevant notifications of the Capital Market Supervisory Board.

In addition, the Board of Directors has considered that Mr. Anusorn Sangnimnuan and Mrs. Katevalee Napasab are qualified pursuant to the laws relating to the definition of independent directors, Notifications of the Securities and Exchange Commission and Capital Market Supervisory Board. Furthermore, they are competent to provide opinions independently in accordance with relevant regulations. In addition, the tenure of Mr. Anusorn Sangnimnuan and Mrs. Katevalee Napasab as independent directors has not yet exceeded 9 consecutive years. The definition of independent directors is set out in **Attachment 3**.

Therefore, the Board of Directors (without the interested directors) deems it appropriate to propose the Meeting to elect the four retiring directors to resume their position for another term.

Required Resolution: The resolution for this agenda shall be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Agenda 5

To approve the remuneration of directors for 2024

Background and Rationale:

Section 90 of the Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto) and Article 22 of B.Grimm Power's Articles of Association provides that B.Grimm Power's directors are entitled to receive the directors' remuneration in form of monetary reward, meeting allowance, lump-sum payment, bonus or the remunerative benefit in other forms pursuant to the resolution of shareholders' meeting with the votes of not less than two-third (2/3) of the total votes of shareholders attending the Meeting.

The Nomination and Compensation Committee is responsible to consider forms and criteria for directors' remuneration and recommends to the Board of Directors to propose to the Meeting subsequently. In the determination of directors' remuneration of B.Grimm Power for the year 2024, the Nomination and Compensation Committee has considered the remuneration of directors based on the company's operating results and compared it with large listed companies and other listed companies in similar businesses taken into account suitability for duties assigned, responsibilities and performing duties to achieve the company's goals; therefore proposed the following remuneration of directors for the year 2024 to the Board of Directors for proposing to the Meeting for approval;

Monetary Remuneration

1. Monthly Retainer Fee and Meeting Allowance

Position		Monthly Retainer Fee (Baht)		Meeting Allowance (Baht)	
		2023	2024* (Proposal)	2023	2024* (Proposal)
Board of Directors	Chairman	125,250	130,250	29,250	30,500
	Director	114,000	118,500	28,250	29,500
Audit Committee	Chairperson	45,250	47,000	62,250	64,750
	Member	39,750	41,250	56,750	59,000
Nomination and Compensation Committee	Chairman	22,750	23,750	31,500	32,750
	Member	20,000	20,750	28,250	29,500
Corporate Governance and Sustainability Committee	Chairman	22,750	23,750	31,500	32,750
	Member	20,000	20,750	28,250	29,500

Remark : * increased from last year by approximately 4%

2. Annual Bonus

The Annual Bonus is based on B.Grimm Power’s normalised net profit, and payment capability, including the standard practices of businesses in the same industry. The Board of Directors deems it appropriate to propose to the Meeting to consider and approve the annual bonus payment based on 2023 performance results at the same rate as the previous year, which is not exceeding 0.3% of B.Grimm Power’s normalised net profit, representing the amount of not exceeding Baht 6.168 million.

Provided that:

- (1) Ms. Caroline Monique Marie Christine Link, Director and Member of the Nomination and Compensation Committee, and Mr. Felix Danai Link, Director, have expressed the intention to receive neither of the remunerations.
- (2) An executive director is not entitled to receive the directors’ remuneration in any form.
- (3) All forms of directors’ remuneration shall be paid on the basis of the director’s tenure.

Non-Monetary Remuneration and other Benefits

2023	2024
-Nil-	-Nil-

Opinion of Board of Directors:

The Board of Directors carefully considers and concurs with the recommendation of the Nomination and Compensation Committee and deems it appropriate to propose to the Meeting to approve the remuneration of directors for 2024 as proposed details.

In 2023 B.Grimm Power paid Baht 19,653,305.54 for directors’ compensation in total, details of which are as appeared in Section “Milestones in Governance Performance”, Heading “10. Directors’ Compensation” of the Form 56-1 One Report 2023 in **Attachment 1**.

Required Resolution:

The resolution for this agenda shall be passed by the votes of not less than two-third (2/3) of the total votes of the shareholders attending the Meeting.

Agenda 6

To appoint the auditors and determine the auditor’s fee for 2024

Background and Rationale:

Section 120 of the Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto) and Article 36 of B.Grimm Power’s Articles of Association requires the Annual General Meeting of Shareholders to appoint auditor and to determine the auditor’s fee every year.

The Audit Committee has considered the qualifications of auditor from past performance, experience with internationally acceptable standards, possession of thorough knowledge, and understanding in the businesses of B.Grimm Power Group and deems it appropriate to propose the Board of Director to propose to the Meeting for appointing PricewaterhouseCoopers ABAS Ltd., as

B.Grimm Power's audit firm and appointing the following auditor(s) from PricewaterhouseCoopers ABAS Ltd., to be B.Grimm Power's auditor:

- (1) Mr. Boonlert Kamolchanokkul CPA. No. 5339 and/or;
- (2) Ms. Amonrat Permpoonwattanasuk CPA. No. 4599 and/or;
- (3) Mr. Boonrueng Lerdwiseswit CPA. No. 6552.

Remark:

Mr. Boonlert Kamolchanokkul was a responsible auditor who reviewed, audited, and provided opinions on B.Grimm Power's financial statements for 3 years from 2021 to 2023.

Miss Amonrat Permpoonwattanasuk and Mr. Boonrueng Lerdwiseswit have never reviewed or audited or given opinions on B.Grimm Power's financial statements.

The above-mentioned proposed audit firm and auditors are approved by the Office of the Securities and Exchange Commission, perform duty independently and have no relationship and/or conflicts of interest against B.Grimm Power, the subsidiaries, the executives, the major shareholders, or other related persons thereof. Profiles and experience of the auditors are provided in **Attachment 4**.

Auditors of B.Grimm Power and its 59 subsidiaries are under PricewaterhouseCoopers ABAS Ltd. For the remaining subsidiaries of which auditors are not under PricewaterhouseCoopers ABAS Ltd., the Board of Directors will ensure that the financial statements can be prepared in a timely manner.

In addition, the determination of auditor's fee for 2024 of Baht 3,110,000, which is the same rate as the previous year, and other actual costs incurred in relation to audit matters is proposed to the Board of Directors for consideration.

Audit Fee of B.Grimm Power	Amount (Baht)		% Increase (Decrease)
	2023	2024 (Proposed)	
Quarterly and annual audit fee	3,110,000	3,110,000	-

In comparison to the previous year, the auditor's fee of B.Grimm Power Group was Baht 12,825,000 in total representing Baht 3,110,000 for B.Grimm Power, and Baht 9,715,000 for its subsidiaries. The total non-audit fee was Baht 3,330,000 representing Baht 2,140,000 for B.Grimm Power, and Baht 1,190,000 for its subsidiaries.

Opinion of Board of Directors:

The Board of Directors carefully considers and concurs with the recommendation of the Audit Committee and deems it appropriate to propose to the Meeting to appoint the auditors from PricewaterhouseCoopers ABAS Ltd. to be B.Grimm Power's auditors for the year 2024, namely

(1) Mr. Boonlert Kamolchanokkul CPA. No. 5339 and/or

(2) Ms. Amonrat Permpoonwattanasuk CPA. No. 4599 and/or

(3) Mr. Boonrueng Lerdwiseswit, CPA. No. 6552

and to determine the auditor's fee of Baht 3,110,000 and other actual costs incurred in relation to audit matters.

Required Resolution:

The resolution for this agenda shall be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Agenda 7

To approve the amendment to Articles 24, 25, 29, 31, 32, 33 and 44 of B.Grimm Power's Articles of Association

Background and Rationale:

For alignment with the amended Public Limited Companies Act B.E. 2535 in relation to the practices regarding meeting of board of directors, meeting of shareholders, and other arrangements such as publication of notices via electronics mean, B.Grimm Power deems it appropriate to propose to the Meeting to approve the amendment to Articles 24, 25, 29, 31, 32, 33 and 44 of B.Grimm Power's Articles of Association, as per the following details.

Current Articles	Proposed Amendment
<p>Article 24.</p> <p>At any board of directors meeting, no less than half (1/2) of the total number of directors shall be required to attend in order to constitute a quorum. The chairman of the board of directors shall preside over the board of directors meeting. If the chairman is absent or incapable of performing his or her duties, the vice-chairman, if any, shall preside over the meeting. If there is no vice-chairman, or if the vice-chairman is absent or incapable of performing his or her duties, the directors present at the meeting shall elect one person from among themselves to preside over the meeting.</p> <p>A final decision of the board of directors meeting shall require a majority of votes of directors.</p> <p>One director shall have one (1) vote. Any director having an interest in any matter shall not have the right to vote on that matter. In the case of a tie vote, the chairman of the meeting shall cast one (1) extra vote to reach a final decision.</p>	<p>Article 24.</p> <p>At any board of directors meeting, no less than half (1/2) of the total number of directors shall be required to attend in order to constitute a quorum. The chairman of the board of directors shall preside over the board of directors meeting. If the chairman is absent or incapable of performing his or her duties, the vice-chairman, if any, shall preside over the meeting. If there is no vice-chairman, or if the vice-chairman is absent or incapable of performing his or her duties, the directors present at the meeting shall elect one person from among themselves to preside over the meeting.</p> <p>A final decision of the board of directors meeting shall require a majority of votes of directors.</p> <p>One director shall have one (1) vote. Any director having an interest in any matter shall not have the right to vote on that matter. In the case of a tie vote, the chairman of the meeting shall cast one (1) extra vote to reach a final decision.</p>

Current Articles	Proposed Amendment
<p>The board of directors meeting or sub-committee meeting of the Company may be convened via electronic media complying with the relating laws, including the National Council for Peace and Order No. 74/2557 dated 27 June 2014 re: Meeting via Electronic Media, and the Notification of the Ministry of Digital Economy and Society re: Standards on Security of Meeting via Electronic Media B.E. 2557 (2014).</p>	<p>The board of directors meeting or sub-committee meeting of the Company may be convened via electronic media complying with the relating laws, including the National Council for Peace and Order No. 74/2557 dated 27 June 2014 re: Meeting via Electronic Media, and the Notification of the Ministry of Digital Economy and Society re: Standards on Security of Meeting via Electronic Media B.E. 2557 (2014).</p>
<p>Article 25.</p> <p>In convening a board of directors meeting, the chairman of the board of directors or the person assigned by the chairman shall deliver a notice of invitation to members of the board of directors no less than seven (7) days before the date of the meeting, except in a case of emergency where the rights and benefits of the Company must be preserved, in which case the notice of invitation to the meeting may be sent by other means, or an earlier date of the meeting may be fixed.</p>	<p>Article 25.</p> <p><u>Meetings of the Board of Directors shall be summoned by the Chairman of the Board.</u></p> <p><u>If it is reasonable, or for the protection of the Company's interest, at least two (2) directors may jointly request that the Chairman of the Board of Directors summon a meeting of the Board of Directors, whereby the agendas and reasons for consideration must be specified in the request. In the case of at least two (2) directors' request, the Chairman of the Board of Directors shall summon and fix the date of the meeting within fourteen (14) days of the date of receipt of the request.</u></p> <p><u>In the case where the Chairman of the Board of Directors or the person assigned by the Chairman of the Board of Directors does not take action in accordance with the provision in the second paragraph, the requesting directors may jointly call and schedule a Board of Directors' meeting to discuss the proposed agenda items within fourteen (14) days of the end of the period mentioned in the second paragraph.</u></p> <p><u>In the case that there is no Chairman of the Board of Directors for any reasons, the vice-chairman shall summon the meeting of the Board of Directors. In case that there is no vice-chairman for any reason, at least two (2) directors may jointly summon the Board of Directors' Meeting.</u></p>

Current Articles	Proposed Amendment
	<p>In convening a board of directors meeting, the chairman of the board of directors or the person assigned by the chairman shall deliver a notice of invitation to members of the board of directors no less than seven (7) days before the date of the meeting, except in a case of emergency where the rights and benefits of the Company must be preserved, in which case the notice of invitation to the meeting may be sent by electronic means or other means, or an earlier date of the meeting may be fixed.</p> <p>In the above summoning a meeting of the Board of Directors, the Company or director may serve the notice calling for a meeting to the directors of the Company by electronic means, if such directors have notified their intention to receive or consented to the delivery of, letters or notice via electronic means to the Company or the Board of Directors in accordance with the criteria prescribed by law.</p>
<p>Article 29.</p> <p>The Board of Directors shall hold a meeting every three (3) months in the province where the Company's head office is located, nearby provinces, or any other location.</p>	<p>Article 29.</p> <p>The Board of Directors shall hold a meeting at least once every three (3) months in the province where the Company's head office is located, nearby provinces, or any other location. A meeting of the Board of Directors may be held via electronic media in accordance with the provisions of the laws governing a meeting via electronic media. In the case of a meeting via electronic media, the Company's head office shall be deemed the venue of such meeting.</p>
<p>Article 31.</p> <p>The board of directors shall convene an annual general shareholders meeting within four (4) months from the last day of the Company's accounting year.</p> <p>Any other shareholders meeting than that specified in paragraph one shall be called an extraordinary meeting. The board of directors may summon an</p>	<p>Article 31.</p> <p>The board of directors shall convene an annual general shareholders meeting within four (4) months from the last day of the Company's accounting year.</p> <p>Any other shareholders meeting than that specified in paragraph one shall be called an extraordinary meeting. The board of directors may summon an</p>

Current Articles	Proposed Amendment
<p>extraordinary meeting whenever it deems appropriate. One or more shareholders holding in aggregate no less than ten (10) percent of the total number of shares sold may, at any time, subscribe their names in a letter requesting the board of directors to call an extraordinary shareholders meeting, provided that they must clearly state the matter and reasons for that request therein. In this case, the board of directors shall convene the shareholders meeting within forty-five (45) days from the date of receipt of the letter from the shareholders.</p> <p>If the board of directors does not convene the meeting within the time as specified in paragraph two, the aggregate shareholders or any shareholders holding in aggregate as specified may convene summon the meeting within forty-five (45) days from the due date as mentioned in paragraph two. In this case, it is deemed the shareholders meeting summoned by the board of directors which the Company shall be responsible for any necessary expenses occurred from the meeting, and facilitate as appropriate.</p> <p>If the number of shareholders present in any of the shareholders meeting pursuant to paragraph three, is inadequate to constitute a quorum as required in article 33, the aggregated shareholders shall be responsible to compensate any expenses occurred from the convening of the shareholders meeting to the Company.</p>	<p>extraordinary meeting whenever they deem appropriate.</p> <p><u>A shareholders' meeting may be held via electronic media in accordance with the provisions of the laws governing a meeting via electronic media.</u></p> <p>One or more shareholders holding in aggregate no less than ten (10) percent of the total number of shares sold may, at any time, subscribe their names in a letter requesting the board of directors to call an extraordinary shareholders meeting, provided that they must clearly state the matter and reasons for that request therein. In this case, the board of directors shall convene the shareholders meeting within forty-five (45) days from the date of receipt of the letter from the shareholders.</p> <p>If the board of directors does not convene the meeting within the time as specified in second paragraph, the aggregate shareholders or any shareholders holding in aggregate as specified may convene summon the meeting within forty-five (45) days from the due date as mentioned in second paragraph. In this case, it is deemed the shareholders meeting summoned by the board of directors which the Company shall be responsible for any necessary expenses occurred from the meeting and facilitate as appropriate.</p> <p><u>In the case where, at a shareholders' meeting called by the shareholders under the fifth paragraph, the shareholders calling the meeting may send the notice of the meeting to the shareholders by electronic means, if such shareholders have notified their intention to receive or consented to the delivery of, letters or notice via electronic means to the Company or the Board of Directors in accordance with the criteria prescribed by law.</u></p> <p>If the number of shareholders present in any of the shareholders meeting pursuant to the fifth paragraph is inadequate to constitute a quorum as required in</p>

Current Articles	Proposed Amendment
	<p>article 33, the aggregated shareholders shall be responsible to compensate any expenses occurred from the convening of the shareholders meeting to the Company.</p>
<p>Article 32.</p> <p>To convene a shareholders meeting, the board of directors shall prepare a notice of invitation, stating the place, date, time, and agenda items, as well as the matters to be proposed to the meeting together with reasonable details by indicating whether they are matters proposed for acknowledgement, for approval, or for consideration, as the case may be, including the opinions of the board of directors on the said matters. The notice of invitation shall be delivered to the shareholders and registrar no less than seven (7) days before the date of the meeting, and shall be published in a newspaper no less than three (3) days before the date of the meeting. The newspaper shall be published for three (3) consecutive days.</p> <p>The shareholders meeting shall be held in the province in which the Company's head office is situated or other location to be specified by the board of directors.</p>	<p>Article 32.</p> <p>To convene a shareholders meeting, the board of directors shall prepare a notice of invitation, stating the place, date, time, and agenda items, as well as the matters to be proposed to the meeting together with reasonable details by indicating whether they are matters proposed for acknowledgement, for approval, or for consideration, as the case may be, including the opinions of the board of directors on the said matters. The notice of invitation shall be delivered to the shareholders and registrar no less than seven (7) days before the date of the meeting, and shall be published in a newspaper or advertised via electronic media in accordance with the criteria prescribed by law for three (3) consecutive days no less than three (3) days before the date of the meeting.</p> <p>The notice shall be delivered to the shareholders via registered mail or electronic means, if such shareholders have notified their intention to receive or consented to the delivery of, letters or notice via electronic means to the Company or the Board of Directors in accordance with the criteria prescribed by law.</p> <p>The shareholders meeting shall be held in the province in which the Company's head office is situated or other location to be specified by the board of directors. In the case of a shareholders' meeting is convened via electronic media, the Company's head office shall be deemed the venue of such meeting.</p>
<p>Article 33.</p> <p>In every shareholders meeting, there shall be shareholders and proxies (if any) attending the</p>	<p>Article 33.</p> <p>In every shareholders meeting, there shall be shareholders and proxies (if any) attending the</p>

Current Articles	Proposed Amendment
<p>meeting amounting to no less than twenty-five (25) persons, or no less than half (1/2) of the total number of shareholders, holding in aggregate no less than one-third (1/3) of the total number of shares sold, in order to constitute a quorum.</p> <p>At any shareholders meeting, if one (1) hour has passed beyond the fixed time for the meeting and the number of shareholders present is inadequate to constitute a quorum as required in the first paragraph, and if the shareholders meeting was convened pursuant to a request of the shareholders, the meeting shall be cancelled. If the shareholders meeting was not convened pursuant to the request of the shareholders, the meeting shall be summoned again, and the notice summoning the meeting shall be delivered to shareholders no less than seven (7) days before the date of the meeting. In the latter meeting, a quorum is not compulsory.</p>	<p>meeting amounting to no less than twenty-five (25) persons, or no less than half (1/2) of the total number of shareholders, holding in aggregate no less than one-third (1/3) of the total number of shares sold, in order to constitute a quorum.</p> <p><u>Appointment of a proxy, under paragraph one, may be carried out via electronic means, provided that such method is safe, and that it is credible that such appointment has been duly made by a shareholder in accordance with the criteria prescribed by law.</u></p> <p>At any shareholders meeting, if one (1) hour has passed beyond the fixed time for the meeting and the number of shareholders present is inadequate to constitute a quorum as required in the first paragraph, and if the shareholders meeting was convened pursuant to a request of the shareholders, the meeting shall be cancelled. If the shareholders meeting was not convened pursuant to the request of the shareholders, the meeting shall be summoned again, and the notice summoning the meeting shall be delivered to shareholders no less than seven (7) days before the date of the meeting. In the latter meeting, a quorum is not compulsory.</p>
<p>Article 44</p> <p>The Company may not pay dividends other than out of profits. The Company is prohibited from paying dividends if the Company still has an accumulated loss.</p> <p>Dividends shall be distributed according to the number of shares, with each share receiving an equal amount, unless the Company issues preferred shares and determines different dividends for preferred shares, in which case dividends shall be allotted as determined. Payment of dividends must be approved by the shareholders meeting.</p> <p>The board of directors may, from time to time, pay interim dividends to shareholders when it deems that</p>	<p>Article 44</p> <p>The Company may not pay dividends other than out of profits. The Company is prohibited from paying dividends if the Company still has an accumulated loss.</p> <p>Dividends shall be distributed according to the number of shares, with each share receiving an equal amount, unless the Company issues preferred shares and determines different dividends for preferred shares, in which case dividends shall be allotted as determined. Payment of dividends must be approved by the shareholders meeting.</p> <p>The board of directors may, from time to time, pay interim dividends to shareholders when it deems that</p>

Current Articles	Proposed Amendment
<p>the Company has sufficient profits to do so. Once the interim dividends have been paid, the board of directors shall report to the next shareholders meeting on the payment.</p> <p>Payment of dividends shall be made within one (1) month from the date on which the shareholders meeting or the board of directors has passed a resolution therefor, as the case may be. A notice of payment of dividends shall be made in writing to shareholders, and shall be published in a newspaper for no less than three (3) consecutive days.</p>	<p>the Company has sufficient profits to do so. Once the interim dividends have been paid, the board of directors shall report to the next shareholders meeting on the payment.</p> <p>Payment of dividends shall be made within one (1) month from the date on which the shareholders meeting or the board of directors has passed a resolution as the case may be. A notice of payment of dividends shall be made in writing and sent to shareholders, and shall be published in a newspaper <u>or advertised via electronic media in accordance with the criteria prescribed by law</u> for no less than three (3) consecutive days.</p>

Opinion of Board of Directors: The Board of Directors deems it appropriate to propose the Meeting to approve the amendment to B.Grimm Power’s Articles of Association according to the proposed details, including to delegate the authorized directors of B.Grimm Power and/or any person authorised by the authorized directors of B.Grimm Power to have power to proceed with the registration for amendment to B.Grimm Power’s Articles of Association, including revising and/or inserting necessary wording or details as instructed by the Registrar, to the extent that any such revision or insertion does not impact the essence of the amendment to Articles of Association as proposed.

Required Resolution: The resolution for this agenda shall be passed by the votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote.

Agenda 8 **Other matters (if any)**

Information for Shareholders

- (1) Record Date to determine the shareholders’ right to attend the 2024 Annual General Meeting of Shareholders is 14 March 2024.
- (2) On 22 March 2024, B.Grimm Power posted the Invitation to 2024 Annual General Meeting of Shareholders together with the supporting documents, which can be downloaded, on B.Grimm Power’s website as follows:

Thai version <https://www.bgrimpower.com/th/investor-relations/downloads/shareholders-meetings>
English version <https://www.bgrimpower.com/en/investor-relations/downloads/shareholders-meetings>

- (3) In order to facilitate the shareholders, B.Grimm Power provides Map of the Meeting's Venue and Directions in **Attachment 14**. For the rights of shareholders and to facilitate the shareholders, the shareholders are kindly requested to comply with the "Guidelines for Attending the AGM and Appointment of Proxies" in **Attachment 6** (Attending in Person and via Electronic Media). For the Meeting, B.Grimm Power will comply with its Personal Data Protection Notice issued in accordance with the Personal Data Protection Act, in **Attachment 13**.
- (4) Shareholders who are unable to attend the Meeting in person, please appoint a proxy to attend the Meeting and vote on your behalf by using either Proxy Form A or Form B only. As for the foreign shareholders who have appointed a Custodian in the custody of shares, please use Proxy Form C. Proxy Forms are provided in **Attachment 7**. Shareholders can also **appoint any one of the independent directors** whose names and details appear in **Attachment 8** by using Proxy Form B, as a proxy to attend the Meeting and vote on your behalf. The appointed independent directors shall vote on each agenda as indicated in Proxy Form by shareholders.
- (5) B.Grimm Power shall conduct the Meeting in accordance with B.Grimm Power's Articles of Association regarding Shareholders' Meeting, details of which appear in **Attachment 9**.
- (6) Queries for agenda of the Meeting can be submitted in advance via the Question Form in **Attachment 12** within 18 April 2024, through the following channels:

E-mail	ir@bgrimmpower.com or
Post	B.Grimm Power Public Company Limited Investor Relations Department, 18 th Floor, Dr. Gerhard Link Building No. 5, Krungthepkreetha Road, Huamark , Bangkapi, Bangkok, 10240

B.Grimm Power will conduct the Meeting efficiently by appropriately managing responses to questions to ensure effectiveness as scheduled. Any unanswered questions during the Meeting will be addressed and disclosed on B.Grimm Power's website afterward.

- (7) B.Grimm Power has prepared the Form 56-1 One Report 2023 in QR Code which can be downloaded from Notification of Meeting (with QR Code) (**Attachment 1**). The shareholders can study QR Code Downloading Procedures from **Attachment 10**. Any shareholder wish to have printed version, you may request by sending the form (**Attachment 11**) to B.Grimm Power.

Shareholders are cordially invited to attend the 2024 Annual General Meeting of Shareholders in the form of Hybrid Meeting on the date, time, venue, and procedures as mentioned above.

B.Grimm Power would inform shareholders of any changes via B.Grimm Power's website.

Remarks

B.Grimm Power published minutes of the 2023 Annual General Meeting of Shareholders, held on 26 April 2023, on B.Grimm Power's website for shareholders review from 10 May 2023 to 10 June 2023. However, there were no requests for amendment.

Please be informed accordingly.

Yours faithfully,

B.Grimm Power Public Company Limited

-Signature-

(Mr. Harald Link)

President

For additional information, please contact:

Company Secretary Department Tel. 02-710-3171, 3126, 3596

Investor Relations Department Tel. 02-710-3528

Quidlab Co., Ltd. (Quidlab) (technical problem relating to the electronic meeting system)

Tel. 02-013-4322 or 080-008-7616