

**B.GRIMM POWER PUBLIC COMPANY LIMITED**

**INVITATION TO 2026 ANNUAL GENERAL MEETING  
OF SHAREHOLDERS**



**Physical Meeting**

**Wednesday 22 April 2026 at 10.00 hrs.**

The registration shall start at 09.00 hrs. For your convenience, please bring the registration form with barcode on the Meeting date.

Shareholders who are unable to attend the Meeting may appoint B.Grimm Power's independent directors (Attachment 7) as your proxy by using Proxy Form B.(Attachment 6).

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

Venue: Helix Meeting Room, 9<sup>th</sup> Floor, Alma Link Building,  
25 Soi Chidlom, Ploenchit Road, Lumpini, Patumwan, Bangkok 10330

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(English Translation)

March 20, 2026

**Subject: Invitation to 2026 Annual General Meeting of Shareholders**

To: Shareholders

Attachments: Documents for the 2026 Annual General Meeting of Shareholders

1. Annual Registration Statement/ Annual Report for 2025 ("**Form 56-1 One Report 2025**") and Financial Statements for the fiscal year ended 31 December 2025 in QR Code, as shown **on the registration form** (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 of the auditors (for Agenda No. 6)

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5. Guidelines for Attending the AGM and the Appointment of Proxies
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7. Details of independent directors for shareholders' proxy
8. Articles of Association of B.Grimm Power in relation to the shareholders' meeting
9. QR Code downloading procedures for the Form 56-1 One Report 2025
10. Request Form for the Form 56-1 One Report 2025 in Printed Version
11. Question Form for the 2026 Annual General Meeting of Shareholders
12. Privacy Notice pursuant to Personal Data Protection Act B.E. 2562 (2019)
13. Map of the Meeting's Venue and Directions

The Board of Directors Meeting of B.Grimm Power Public Company Limited (“**B.Grimm Power**”) held on 24 February 2026 had passed a resolution to approve the summoning of 2026 Annual General Meeting of Shareholders on **Wednesday 22 April 2026 at 10.00 hrs. (the “Meeting”)** at Helix Meeting Room, 9<sup>th</sup> Floor, Alma Link Building, 25 Soi Chidlom, Ploenchit Road, Lumpini, Patumwan, Bangkok 10330.

B.Grimm Power invited shareholders to propose agenda items for the Meeting in advance from 1 October 2025 to 30 December 2025 by announcements through the website of the Stock Exchange of Thailand and B.Grimm Power and there were no shareholders proposed any agenda items. The Board of Directors Meeting, therefore, determined agenda items as follows:

**Agenda 1** **To acknowledge the report on B.Grimm Power’s performance for 2025**

**Background and Rationale:** The Board of Directors Meeting of B.Grimm Power has summarised the performance results and material changes of B.Grimm Power and its subsidiaries during the year 2025 in the Form 56-1 One Report 2025 delivered to shareholders together with this invitation, details of which appear in **Attachment 1**.

**Opinion of Board of Directors:** The Board of Directors deemed it appropriate to report B.Grimm Power’s performance and material changes for the year 2025 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 2025**

**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 Audit Committee had reviewed the financial statements for the fiscal year ended 31 December 2025, which was audited by the Certified Public Accountant from PricewaterhouseCoopers ABAS Ltd., and deemed it appropriate to propose to the Board of Directors to propose to the Meeting for approval, a summary of significant information is as follows:

Item	As at 31 December 2024 (Million THB)	As at 31 December 2025 (Million THB)
Total assets	180,901	183,046
Total liabilities	129,229	133,686
Total equity	51,672	49,360

Item	As at 31 December 2024 (Million THB)	As at 31 December 2025 (Million THB)
Total revenue from sales and services	55,853	55,388
Net profit (loss)	3,170	3,252
Net profit (loss) attributable to owners of the parent	1,557	1,675
Basic earnings per share	THB 0.26 / share	THB 0.29 / share

Details of financial statements together with Auditor's Report are set out under Section "Financial Statements" of the Form 56-1 One Report 2025 (**Attachment 1**).

**Opinion of Board of Directors:** The Board of Directors deemed it appropriate to propose to the Meeting to consider and approve the audited financial statements for the fiscal year ended 31 December 2025, which had been audited by the Certified Public Accountant, reviewed by the Audit Committee and endorsed by the Board.

**Required Resolution:** The resolution 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 2025**

**Background and Rationale:** B.Grimm Power has dividend payment policy at the rate of not less than 50% of the normalised net profit (net profit not including unrealised gain/loss from exchange rate and non-recurring operation items) in accordance with B.Grimm Power's consolidated statement of financial position after tax deduction, legally required reserve and obligations stated in the loan agreement. In this regard, the dividend rate is subject to change depending on operating performances, cash flow, investment requirements, terms and restrictions in loan agreements, and other future considerations.

In 2025, B.Grimm Power has Normalised Net Profit to Owner of the Parent in the amount of THB 2,143,018,836 and already completed legal reserves as required by law.

**Opinion of Board of Directors:** The Board of Directors deemed it appropriate to propose to the Meeting to approve the dividend payment from retained earnings of THB 0.412 per share, totalling THB 1,074,042,800, equivalent to 50.1% of the Normalised Net Profits to Owner of the Parent per share, which is consistent with B.Grimm Power's dividend payment policy.

On 10 September 2025, B.Grimm Power already paid the interim dividend of THB 0.18 per share, totalling THB 469,242,000 to shareholders, and would pay the remaining dividend of THB 0.232 per share, which is derived from the profit under the Non-BOI privilege of THB 0.22659 per

share; and BOI privilege of THB 0.00541 per share, totalling THB 604,800,800.

Dividend of THB 0.412 comprises THB 0.30933, which is derived from retained earnings exempted from corporate income tax, dividends or profit sharing received exempted from corporate income tax and net profits after deducting net losses carried forward for up to five years preceding the current fiscal period of which individual shareholders are not entitled to dividend tax credits, and THB 0.10267 derived from net profits subject to corporate income tax of which individual shareholders are entitled to dividend tax credits.

**Historical dividend payments:**

	2024	2025
Normalised net profit per share (THB)	0.85	0.82
Dividend per share (THB)	0.43	0.412
Number of shares (share)	2,606,900,000	2,606,900,000
Total dividend payment (THB)	1,120,967,000	1,074,042,800
Dividend payout ratio (%)	50.6	50.1

The record date to determine the right to receive dividends is 11 March 2026 and the dividend payment shall be made on 7 May 2026. The right to receive dividends is uncertain because it is subject to approval by the Meeting.

**Required Resolution:**

The resolution 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 require 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 to be elected to resume their positions for another term.

In 2026, the 3 directors retiring by rotation are as follows:

1. Dr. Sunee Somchaitanasuk  
Independent Director/ Chairperson of Audit Committee/  
Member of Nomination and Compensation Committee
2. Mrs. April Srivikorn  
Independent Director/ Member of Audit Committee/  
Member of Digital Transformation Committee
3. Ms. Caroline Monique Marie Christine Link  
Director/ Member of Nomination and Compensation Committee/  
Member of Corporate Governance and Sustainability Committee

B.Grimm Power provided an opportunity for shareholders to nominate qualified persons to be elected as directors in advance from 1 October 2025 to 30 December 2025 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) had 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 deemed it appropriate to propose to the Board of Directors to propose the nominating of the three retiring directors to the Meeting for election to resume their positions for another term.

For the independent directors, the Nomination and Compensation Committee has opined that the nominated candidate is qualified in accordance with the relevant laws and regulations. In the case of Dr. Sunee Somchaitanasuk, who has served as an independent director for 8 years, she possesses extensive knowledge and expertise in finance and accounting, the energy business, auditing, risk management and corporate governance, which are beneficial to B.Grimm Power's business operations.

In addition, Mrs. April Srivikorn possesses extensive knowledge and expertise in business administration, economics, finance, as well as technology and digital innovation. She is capable of providing valuable guidance and support in driving B.Grimm Power's business development toward sustainable growth. Furthermore, her tenure as an Independent Director has not exceeded nine years.

In this regard, the nominated candidates do not hold any positions as directors or executives in other entities that may compete with or have a conflict of interest with B.Grimm Power.

Profiles of the nominated candidates are provided in **Attachment 2**.

**Opinion of Board of Directors:** The Board of Directors (excluding the interested directors) has carefully considered and concurred with the recommendation of the Nomination and Compensation Committee that the nominated candidates have been duly screened and selected in accordance with the Company's nomination procedures and possess qualifications as required under the relevant laws. They also have the knowledge, capabilities and expertise that will be beneficial to the business operations of B.Grimm Power.

For the independent directors, the Board of Directors has considered and is of the opinion that the nominated candidates possess qualifications in accordance with the relevant laws and regulations relating to independent directors, as well as the Company's definition of independent directors. They are able to perform their duties and express their opinions independently. The definition of independent directors is set out in **Attachment 3**.

Accordingly, the Board of Directors (excluding the interested directors) deems it appropriate to propose to the Meeting for consideration and approval the re-election of the following directors, who are due to retire by rotation, to resume their positions for another term.

1. Dr. Sunee Sornchaitanasuk  
Independent Director/ Chairperson of Audit Committee/  
Member of Nomination and Compensation Committee
2. Mrs. April Srivikom  
Independent Director/ Member of Audit Committee/  
Member of Digital Transformation Committee
3. Ms. Caroline Monique Marie Christine Link  
Director/ Member of Nomination and Compensation Committee/  
Member of Corporate Governance and Sustainability Committee

**Required Resolution:** The resolution 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 2026**

**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.

In determining the directors' remuneration for the year 2026, the Nomination and Compensation Committee considered the Company's operating results and benchmarked such remuneration against those of large listed companies and other listed companies in similar industries. The Committee also took into account the appropriateness of the duties and responsibilities assigned, as well as the directors' contributions toward achieving the Company's objectives.

Accordingly, the Nomination and Compensation Committee proposed the following directors' remuneration for the year 2026 to the Board of Directors for further proposing to the Meeting for approval.

### **Monetary Remuneration**

#### 1. Monthly Retainer Fee and Meeting Allowance for Board of Directors and sub-committees

The retainer fee and meeting allowance are proposed to be increased by approximately 4% from the previous year. The details are as follows:

Position		Monthly Retainer Fee (THB)		Meeting Allowance (THB)	
		2025	2026 (Proposal)	2025	2026 (Proposal)
<b>Board of Directors</b>	Chairman	130,250	<b>135,500</b>	30,500	<b>31,750</b>
	Director	118,500	<b>123,250</b>	29,500	<b>30,750</b>
<b>Audit Committee</b>	Chairperson	47,000	<b>49,000</b>	64,750	<b>67,250</b>
	Member	41,250	<b>43,000</b>	59,000	<b>61,250</b>
<b>Nomination and Compensation Committee</b>	Chairman	23,750	<b>24,750</b>	32,750	<b>34,000</b>
	Member	20,750	<b>21,500</b>	29,500	<b>30,750</b>
<b>Corporate Governance and Sustainability Committee</b>	Chairperson	23,750	<b>24,750</b>	32,750	<b>34,000</b>
	Member	20,750	<b>21,500</b>	29,500	<b>30,750</b>
<b>Enterprise Risk Management Committee</b>	Chairman	23,750	<b>24,750</b>	32,750	<b>34,000</b>
	Member	20,750	<b>21,500</b>	29,500	<b>30,750</b>
<b>Digital Transformation Committee</b>	Chairman	23,750	<b>24,750</b>	32,750	<b>34,000</b>
	Member	20,750	<b>21,500</b>	29,500	<b>30,750</b>

Position		Monthly Retainer Fee (THB)		Meeting Allowance (THB)	
		2025	2026 (Proposal)	2025	2026 (Proposal)
Other committees (as may be appointed by Board of Directors)	Chairman	23,750	24,750	32,750	34,000
	Member	20,750	21,500	29,500	30,750

## 2. Annual Bonus

The annual bonus is determined based on B.Grimm Power's Normalised Net Profit attributable to Owners of the Parent, the Company's payment capability, and prevailing practices within the same industry. The Board of Directors deems it appropriate to propose that the annual bonus be paid based on B.Grimm Power's operating performance for the year 2025 at the same rate as the previous year, not exceeding 0.3% of B.Grimm Power's Normalised Net Profit attributable to Owners of the Parent, representing an amount not exceeding THB 6,429,057.

### **Non-Monetary Remuneration and other Benefits** ( same rate as 2025)

Group health insurance with an annual premium not exceeding THB 50,000 (exclusive of VAT) per director per year.

provided that:

- (1) Executive directors shall not be entitled to receive directors' remuneration in any form.
- (2) All forms of directors' remuneration shall be paid on the basis of the director's tenure of office.

### **Opinion of Board of Directors:**

The Board of Directors has carefully considered and concurred with the recommendation of the Nomination and Compensation Committee and deems it appropriate to propose to the Meeting for approval the directors' remuneration for the year 2026 as proposed.

In 2025, B.Grimm Power paid a total of THB 26,407,109.79 as directors' remuneration in accordance with the resolution of the 2025 Annual General Meeting of Shareholders. Details of which appear in Section "Milestones in Governance Performance", Heading "10. Directors' Remuneration" of the Form 56-1 One Report 2025 in **Attachment 1**.

### **Required Resolution:**

The resolution 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 2026**

### **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. In addition, pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 44/2556 Re: Rules, Conditions and Procedures for Disclosure of Information Regarding the Financial Status and Operating Results of a Securities Issuer, Clause 23 requires a securities issuer whose shares are listed on the Stock Exchange of Thailand to implement auditor rotation. In the event that an auditor has performed the duty of reviewing or auditing and expressing an opinion on the Company's financial statements for seven fiscal years, whether consecutively or not, the Company shall be permitted to reappoint such auditor only after a period of at least five consecutive accounting years has elapsed.

For 2026, the Audit Committee had considered the qualifications of auditor in terms of performance, experience with internationally acceptable standards, possession of thorough knowledge, and understanding of the businesses of B.Grimm Power Group and deemed it appropriate to propose the Board of Directors 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 for 2026:

- (1) Mr. Boonlert Kamolchanokkul CPA. No. 5339 and/or;
- (2) Ms. Amornrat Pearmpoonvatanasuk CPA. No. 4599 and/or;
- (3) Ms. Yuwanan Manomaivisit CPA. No. 9804.

**Remark:**

*Mr. Boonlert Kamolchanokkul was a responsible auditor who reviewed, audited, and provided opinions on B.Grimm Power's financial statements for 5 years from 2021 to 2025.*

*Ms. Amornrat Pearmpoonvatanasuk and Ms. Yuwanan Manomaivisit 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 and can perform duty independently with none of relationship and/or conflicts of interest with B.Grimm Power, the subsidiaries, the executives, the major shareholders, or other related persons thereof. Profiles of the auditors are provided in **Attachment 4.**

Auditors of B.Grimm Power and 60 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 auditor's fee for 2026 of THB 3,210,000 is proposed to the Board of Directors to propose to the Meeting for approval, along with other actual costs incurred in relation to audit matters.

Audit Fee of B.Grimm Power	Amount (THB)		Increase (Decrease)
	2025	2026 (Proposal)	
Quarterly and annual audit fee	3,240,000*	3,210,000	(30,000) 0.9% decreased

\* In 2025, the actual audit fee amounted to THB 3,210,000.

In comparison to the previous year, B.Grimm Power's auditor's fee was THB 3,210,000, with non-audit fee of THB 1,700,000.

**Opinion of Board of Directors:** The Board of Directors carefully considered and concurred with the recommendation of the Audit Committee and deemed 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 2026, namely (1) Mr. Boonlert Kamolchanokkul, CPA. No. 5339 and/or (2) Ms. Amornrat Pearmpoonvatanasuk, CPA. No. 4599 and/or (3) Ms. Yuwanan Manomaivisit, CPA. No. 9804, and to determine the auditor's fee of THB 3,210,000 for 2026 and other actual costs incurred in relation to audit matters.

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

**Agenda 7** **To approve the issuance and offering of debentures of B.Grimm Power**

**Background and Rationale:** B.Grimm Power intends to issue and offer debentures for the purpose of funding normal operations, repaying existing indebtedness, refinancing loans and/or debentures of the Company and/or affiliates, as well as for investment and working capital to support the business expansion of the Company and/or its affiliates, or for other purposes, with details as follows;

<b>Type of Debenture</b>	Any type and category of THB currency debenture and/or foreign currencies debenture, including without limitation, secured and unsecured debentures, subordinated and unsubordinated debentures, debentures with or without a fixed redemption date and/or debentures with or without a debenture holders' representative, debentures which B.Grimm Power and/or the debenture holders might or might not be entitled to redeem the debentures before the maturity date, and debentures that are convertible or non-convertible, depending on the market conditions at the time of each issuance and offering of debentures.
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<b>Total Amount (Offering Size)</b>	<p>The aggregate principal amount of debenture (according to par value) to be offered at the time when calculated with the aggregated amount of all outstanding debentures (according to par value) which has not been redeemed at any time, and any and all principal amount which has already been approved, the total offering amount will not exceed THB 100,000 million and/or its equivalent in any foreign currencies. The amount of debentures that has been redeemed and/or B.Grimm Power have made a buyback and/or repaid and/or converted will be included as the amount of debentures that B.Grimm Power can issue and offer again (Revolving Basis).</p> <p>In the event that B.Grimm Power issues debentures to refinance existing debentures (issuance of new debentures to repay and/or replace existing debentures), the principal amount of existing debentures to be redeemed on the issue date of the new debentures issued to refinance such existing debentures shall be deemed as duly redeemed and be counted as part of the outstanding balance of the total principal amount of debentures which can be issued and offered at the time.</p>
<b>Currency</b>	<p>Thai Baht and/or its equivalent in any foreign currencies</p>
<b>Use of Proceeds</b>	<p>Funding its normal operations and/or debt repayment and/or refinancing loan and/or debentures of B.Grimm Power and/or B.Grimm Power's affiliates and/or investment and/or working capital to accommodate the business expansion of B.Grimm Power and/or B.Grimm Power's affiliates or other purposes as the Board of Directors of B.Grimm Power deems appropriate.</p>
<b>Interest Rate</b>	<p>A rate to be determined depending on the market conditions at the time of issuance and offering of debentures.</p>
<b>Early Redemption</b>	<p>B.Grimm Power may or may not have the right to redeem debentures before the maturity and the debenture holders may or may not have the right to request B.Grimm Power to redeem debentures before the maturity, depending on the terms and conditions of relevant debentures.</p>
<b>Offering</b>	<p>The debentures may wholly or partially be offered by way of public offering and/or private placement and/or to high net-worth investors and/or institutional investors and/or any person(s) and investor(s), domestically or internationally, in accordance with the Securities and Exchange Act B.E. 2535 (1992) and relevant rules and regulations of the Capital Market Supervisory Board, the Securities and Exchange Commission and/or the Office of the Securities and Exchange Commission and/or any other related governmental agencies</p>

	<p>(including amendment and any supplement) (the “<b>Law and Relevant Regulations</b>”). The debentures may be offered in one time and/or several times and/or as a project, depending on the funding requirement of B.Grimm Power and at its sole discretion and may be issued and offered in substitution of the then outstanding debentures.</p>
<b>Registration</b>	<p>B.Grimm Power may register or list the debentures so issued and offered with the Thai Bond Market Association, any foreign bond market associations, any other secondary markets, or other relevant authorities as appropriate and according to the Law and Relevant Regulations.</p>
<b>Other Matters</b>	<p>Authorised director(s) of B.Grimm Power or the Presidents or any person(s) appointed by the authorised director(s) of B.Grimm Power or the Presidents be authorised to take any actions necessary and relevant to issuances and offerings of debentures in compliance with the Law and Relevant Regulations as follows:</p> <ol style="list-style-type: none"> <li>1. Specifying or amending terms, conditions and any other details necessary and related to the issuances and offerings of debentures, such as type of debentures, term of debentures, offering price per unit, interest rate, allocation method, any details of offering including signing the terms and conditions of the issuer of debentures and the holders of debentures.</li> <li>2. Entering into negotiation, agreement, execution, amending in any agreements, documentation or evidences relevant to or necessary for the issuance and offering of debentures, as well as contacting, providing, filing documentation and evidence with the Office of the Securities and Exchange Commission, the Thai Bond Market Association, the Bank of Thailand, or any other authorities or persons relevant to the issuance and offering of debentures, as well as registration or listing the debentures with the Thai Bond Market Association, any foreign bond market associations, other secondary markets or other authorities, and undertaking any acts relevant to or necessary for each issuance and offering of debentures as deemed appropriate;</li> <li>3. Appointing financial advisor, legal advisor, underwriter, registrar, debenture-holders’ representative, credit rating agency, trustee, or any other person relevant to the issuance and offering of debentures which is required to be appointed in accordance with the relevant regulations, or in any other case as deemed appropriate; and</li> </ol>

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|  | 4. Undertaking any actions necessary for and relevant to the issuance and offering of debentures until its completion as deemed appropriate. |
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**Opinion of Board of Directors:** The Board of Directors had considered the conditions and details of B.Grimm Power's issuance and offering of debentures and deemed it appropriate to propose to the Meeting to consider and approve the issuance and offering of B.Grimm Power's debentures and to authorise the authorised director(s) of B.Grimm Power or the Presidents or any person(s) appointed by the authorised director(s) of B.Grimm Power or the Presidents be authorised to determine the details related to debentures issuance and offering, including to execute any actions for the completion of debentures issuance and offering according to the above rationales and proposal.

**Required Resolution:** The resolution 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 Meeting is 11 March 2026.
- (2) On 20 March 2026, B.Grimm Power posted the Invitation to the Meeting together with the supporting documents, which can be downloaded, on B.Grimm Power's website as follows:

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

English version <https://www.bgrimmpower.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 13**. 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 5**. For the Meeting, B.Grimm Power complies with its Personal Data Protection Notice in accordance with the Personal Data Protection Act as appeared in **Attachment 12**.
- (4) B.Grimm Power shall start the registration process at 09.00 hrs.
- (5) Shareholders who are unable to attend the Meeting in person may appoint a proxy to attend the Meeting and vote on their behalf by using either Proxy Form A or Proxy Form B only. For foreign shareholders who have appointed a custodian to hold their shares, please use Proxy Form C. The Proxy Forms are provided in **Attachment 6**. Shareholders may also appoint any one of the independent directors whose names and details appear in **Attachment 7** as your proxy by using Proxy Form B to attend the Meeting and vote on your behalf. The appointed independent director

will vote on each agenda item in accordance with the shareholders' instructions as specified in the proxy form.

The completed proxy form together with the required supporting documents should be submitted to B.Grimm Power in advance by 16 April 2026 at the following address: Company Secretary Department, B.Grimm Power Public Company Limited 2<sup>nd</sup> Floor, Garden Wing Building No. 5 Krungthepkreetha Road, Huamark Sub-district Bangkok District, Bangkok 10240, Thailand

- (6) 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 8**.
- (7) Queries for agenda of the Meeting can be submitted in advance by using the Question Form in **Attachment 11** within 16 April 2026, via email: ir@bgrimpower.com.
- (8) B.Grimm Power has prepared the Form 56-1 One Report 2025 in QR Code which can be downloaded from the Notification of Meeting (with QR Code) (**Attachment 1**). The shareholders can study QR Code Downloading Procedures from **Attachment 9**. Shareholders who wish to request a printed version, please submit the form (**Attachment 10**) to B.Grimm Power.

Shareholders are cordially invited to attend the Meeting on the date, at the time and venue specified above. In the event of any changes, B.Grimm Power will notify shareholders through the Company's website.

Please be informed accordingly.

Yours faithfully,

**B.Grimm Power Public Company Limited**

*-Signature-*

(Dr. Harald Link)

Chairman

### **Remarks**

B.Grimm Power published minutes of the 2025 Annual General Meeting of Shareholders, held on 29 April 2025, on B.Grimm Power's website for shareholders' review from 13 May 2025 to 13 June 2025. However, there were no requests for any amendment.

For any queries, please contact:

Company Secretary Department

Tel. 02-710-3126, 02-710-3596