

(Translation)

Minutes of the Annual General Meeting of Shareholder for year 2022

of

Prime Road Power Public Company Limited

Time and Place

Prime Road Power Public Company Limited (the “Company”) held the Annual General Meeting of Shareholders for the year 2022 on 29 April 2022 at 14.00 hrs. via Electronic Media (E-AGM) at the meeting room, 22<sup>nd</sup> floor, TP&T Building, No. 1 Soi Vibhavadi Rangsit 19, Vibhavadi Rangsit Road, Chatuchak Sub-District, Chatuchak District, Bangkok in accordance with measures, procedures and conditions on related laws.

Quorum

At 14.00 hrs., there were shareholders attending the meeting at the meeting opening time as follows:

Shareholders attending the meeting in person	20 persons	Total shares	2,861,634,340 Shares
Proxies attend the meeting on their behalf	18 persons	Total shares	78,114,458 Shares
Total	38 persons	Total number of shares	2,939,748,798 Shares

Shareholders attending the meeting in persons and by proxy equal to 69.0976 percent, representing 4,254,485,515 issued and paid shares of the Company, thus constituting a quorum in accordance with the Article of Association of the Company which require the shareholder and proxy to attend the meeting of no less than 25 person or no less than half of the all shareholders and shall hold the shares in total of no less than one third of the total issued shares.

Directors attending the meeting

1. Mr. Somprasong Panjalak Chairman / Chief Executive Officer
2. Mr. Surachet Chaipatamanont Vice Chairman/ Deputy Chief Executive Officer, Financial Accounting
3. Mrs. Wipaporn Chairatana Independent Director / Chairman of Audit Committee / the Nomination and Remuneration Committee
4. Air Chief Marshal Surasak Meemanee Independent Director / Member of Audit Committee / Chairman of the Nomination and Remuneration Committee
5. Prof.Dr. Kamphol Panyagometh Independent Director / Member of Audit Committee / Member of the Nomination and Remuneration Committee
6. Mr. Apichart Pumsook Independent Director
7. Mr. Nuttawut Phowborom Independent Director

At the 2022 Annual General Meeting of Shareholders, 7 out of 7 directors attended the meeting, representing 100 percent of the total number of directors.

Auditor's Representative, PricewaterhouseCoopers ABAS Company Limited

1. Mr. Vichien Khingmontri
2. Ms. Sarocha Thongsakul

Legal Advisor's Representative, Capitalbox Consulting Company Limited

1. Mr. Nattasit Terdsitthikul

Commencement of the Meeting

Ms. Nongnart Surapant who served as the conductor of the meeting (“Moderator”) welcomed and thanked the shareholders and attendees for attending the 2022 Annual General Meeting of Shareholders and clarified the preliminary information of the Company. This Annual General Meeting of Shareholders for the year 2022 is held in electronic form (E-AGM) by the electronic meeting system of Inventech Systems (Thailand) Company Limited, an E-AGM system service provider that meet the standards of organizing meetings through various electronic media of the Electronic Transactions Development Agency (PAD).

To ensure the meeting is in accordance with good corporate governance principles for voting at the meeting, the Moderator informed of the voting procedures and the counting of votes as follows:

1. In voting at a meeting all shareholders will have votes equal to the number of shares they hold by counting 1 share per 1 vote.
2. In voting Counting of the voting results in each agenda, the votes of the shareholders who attended the meeting will be counted via electronic media. However, for shareholders who gave proxy, proxies may vote on the agenda as they deem appropriate if the proxy does not specify the intention to vote in any agenda.
3. For counting the results of the vote, it is divided into 3 types:
  - (1) Agenda that must be approved by a majority vote of the shareholders who attend the meeting and vote. The votes base will be calculated by counting only the votes of the shareholders who vote "Agree" or "Disagree", but not counting the votes of the shareholders who vote "Abstain".
  - (2) Agenda that must be approved with a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting. The vote base will be calculated by counting the votes of all shareholders present at the meeting who vote "Agree", "Disagree" and "Abstain".

- (3) Agenda that must be approved with a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting who have the right to vote. The voting base will be calculated by counting the votes of all shareholders present at the meeting who have the right to vote "Agree", "Disagree" and "Abstain".
4. After the shareholders and proxies have been informed of the details of each agenda, the vote will be casted through the electronic conferencing system by clicking to select the agenda that is desired to vote. Approximately 1 minute is given to the shareholders to vote. The shareholders can choose to vote in each agenda by choosing the agenda that is desired to vote, after that, the system will display voting buttons as follows: green button "Agree", red button "Disagree" or orange button "Abstain".
- The shareholders and proxies can choose to vote as they wish. To cancel the latest vote, click the blue button "Cancel latest vote" (This means that the recent vote will be equal to not voting, or your vote will be included as determined by voting method.) and the vote can amend until the system is closed.
- When the voting has been casted as desired, please click to confirm the vote and click OK when the system informs the voting record is complete.
- During the opening to vote in each agenda, if the shareholders or proxies do not click to vote on that agenda, it will be considered that the shareholders or the proxies approves that agenda.
5. For the Custodian who has submitted the proxy form, the Company has already recorded the votes in the system.
6. At the Annual General Meeting of Shareholders for the year 2022,

- |             |                                  |
|-------------|----------------------------------|
| Agenda 1    | is an agenda for acknowledgment. |
| Agenda 2    | is an agenda to certify.         |
| Agenda 3    | is an agenda for acknowledgment. |
| Agenda 4-11 | is an agenda for approval.       |

In the agenda 1 and 3, there will be no voting since these agendas are to acknowledge the matters to be informed by the Chairman and to acknowledge the Company's performance for the year 2021.

For Agenda 6, which is an agenda to consider and approve the appointment of the directors who retired by rotation. The meeting shall consider electing individual directors with transparency by using the same voting guidelines as described above.

7. Voting on the proxy form that has been delivered to the Company in the following manners is considered void or invalid, which the Company will not count as the vote for that agenda.

(1) Make multiple marks in one ballot, except in the case of Custodian.

(2) Voting with contrary intentions, except in the case of custodian.

**The number of shareholders' votes in each agenda item may not be equal:** This is due to the gradual attendance of shareholders and proxies who is not attend the meeting in time, the vote of shareholders and proxies will be calculated only on the agenda being attended by the shareholders and proxies or the agenda that is in progress and the agenda has not yet been conducted, therefore, the number of attendees in each agenda may change and may not be the same.

**Before voting on each agenda item:** The Company will answer questions related to the voting in that agenda. In case a large number of questions sent into the system or in case the questions do not relevant to the agenda during the presentation, the company reserves the right to consider as appropriate in selecting only questions related to the agenda or consider answering or recording questions and answers to those questions in the minutes of the meeting or clarify through the company's website.

The meeting attendees who desire to inquire or express their opinions, please type your questions or comments via clicking the menu "Ask a question" which can be sent both in typed message and voice message.

**Vote announcement:** The Company will display and inform the voting results of the meeting agenda to the meeting before commencing the consideration of the next agenda.

Then, Mr. Somprasong Panjalak, Chairman of the Board, who acts as the chairman of the meeting ("Chairman"), gave the opening statement to the Annual General Meeting of Shareholders for the year 2022 of the Company and proceeded the meeting in accordance with the agendas of the meeting as appeared in the invitation letter of the 2022 Annual General Meeting of Shareholders of the Company as follows:

#### **Agenda 1 Matters to be informed by the Chairman**

Mr. Somprasong Panjalak, Chairman, informed the meeting concerning the Company's investment portfolio. The company still has plans to grow in the renewable energy business continuously by focusing on the development of solar power generation projects installed on the roof (Solar Rooftop) and installed on the ground (Solar Farm), including the acquisition of solar power plants with power purchase agreements both in Thailand and abroad which focused in the South Asian market. In addition, the Company has a strategy to grow into a

Solar Energy Solution Provider such as construction business (EPC), consulting business and energy management services for maximum efficiency (Energy Efficiency), innovation business (Innovation Platform), trading business of comprehensive solar equipment (Trading Business), which has marketing plans for both B2B and B2C customers.

The meeting acknowledged the investment portfolio and growth strategy of the Company as informed by the Chairman.

**Agenda 2 To certify the Minutes of the 2021 Annual General Meeting of Shareholders**

The Moderator asked the meeting to certify the minutes of the 2021 Annual General Meeting of Shareholders held on 29 April 2021 in which a copy of the minutes of meeting has been sent together with the Invitation to the Annual General Meeting of Shareholders for the year 2022 (Enclosure 1). The Company has already sent a copy of such minutes of the meeting to the Stock Exchange of Thailand as required by law as well as published such minutes of the meeting on the Company's website.

The Moderator summarized the opinion of the Board of Directors which included the Audit Committee and Independent Directors who have no interest in this matter considered and opined that such minutes is correctly and completely recorded, thus deemed it appropriate to be certified by the Shareholders' Meeting.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to certify the Minutes of the 2021 Annual General Meeting of Shareholders.

The Moderator informed the shareholders meeting that the resolution for this agenda shall be approved by a majority of vote of the shareholders present at the Meeting and casting their votes.

**Resolution** The meeting considered and resolved with a majority vote of the shareholders who attended the meeting and cast their votes to certify the Minutes of the 2021 Annual General Meeting of Shareholders as proposed with the following votes:

Voting	Number (Votes)	Percentage
Approved	3,403,922,980	100.00
Disapproved	0	0.00
Voided Ballot	0	-
Abstained	0	0.00
<b>Total (43 shareholders)</b>	<b>3,403,922,980</b>	<b>100.00</b>

**Remark**

The counting of votes of the shareholders in this agenda excluded “Abstain” as the base for counting vote.

**Agenda 3 To acknowledge the report on the Company’s operating results for the year 2021**

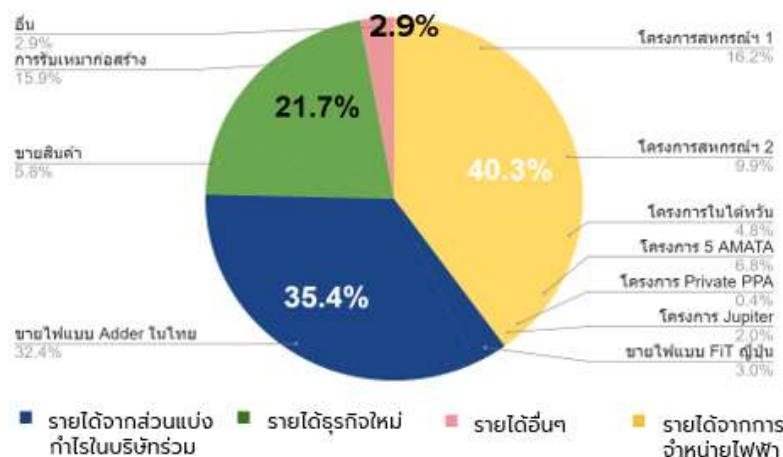
Mr. Surachet Chaipatanont, Vice Chairman of the Board / Deputy Chief Executive Officer, Financial Accounting (“Vice Chairman”) informed the meeting of the Company’s operating results for the year 2021 as stated in the Annual Report of the Company which has been sent to the shareholders together with the Invitation to the Annual General Meeting of Shareholders for the year 2022 (Enclosure 2) which can be summarized as follows:

Prime Road Power Public Company Limited has been listed on the Stock Exchange of Thailand in the Resource Industry Group, Energy and Utilities Business Sector. Currently, the Company has a total installed capacity of 294.8 MW, divided into:

- 287.9 MW installed capacity of solar farm and solar rooftop in Power Purchase Agreement with government sector program, which the Company totally owned of 201.6 MW (installed capacity which is already COD 78.9 MW), and
- 6.9 MW installed capacity of solar rooftop in Power Purchase Agreement between private sector (Private PPA) program.

Overview of the Company’s Projects divided into 140.4 MW in Thailand, 24.3 MW in Japan, 53.08 MW in Taiwan and 77 MW in Cambodia.

The revenue sources in 2021, it can be categorized into 4 broad categories: 35.4% from profit sharing of the associated companies (sale of electricity in Adder program in Thailand), 40.3% from of electricity sales revenue and 21.7% from new businesses revenue and 2.9% from other revenue.



The revenue from 3 new businesses is 21.71% of the total revenue of the Company in 2021 which are Solar Rooftop EPC business, Solar Rooftop Private-PPA business and Power-related Material and Equipment Trading business.

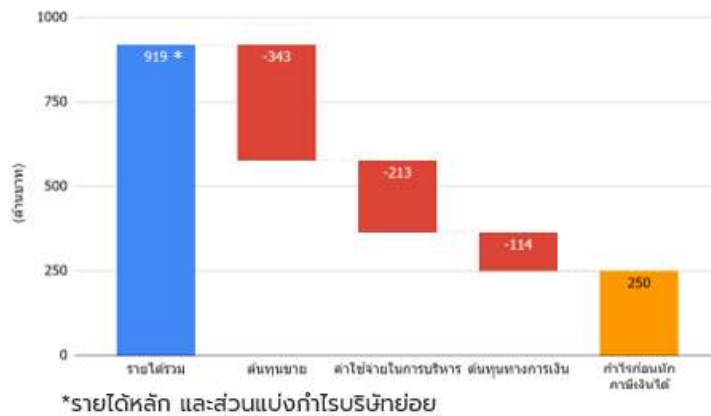
The Company has a revenue growth rate of 13.35 percent compared to the year 2020, which was partly from the growth of revenue from the 3 new businesses above, with revenues growing from 148 million Baht to 200 million Baht and partly from the profit sharing of the associated companies including revenue from electricity sales.



In terms of the financial status of the company, Debt-to-Equity Ratio or D/E Ratio has changed from 1.07 to 1.09.



In terms of the summary of Company's operating for the year 2021, the Company has total revenue of 919 million Baht which is calculated from the main income from the sale of electricity and the profit sharing of the associated companies when offsetting the cost of sales, financial costs and administrative expenses, the Company had a profit before income tax at the amount 250 million Baht and net profit at the amount of 140 million Baht.



The key financial ratios for 2021 reflected the efficient and sustainable profitability of the Company compared to the clean energy industry which are: Return on Asset (ROA) is 2%, Return on Equity (ROE) is 5% and Net Profit Margin is 15%.

The Moderator informed the meeting that this agenda is for acknowledgement, and thus the voting is not required.

The Moderator summarized the opinion of the Board of Directors which included the Audit Committee and Independent Directors who have no interest in this matter considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2022 to acknowledge the report on the Company's operating results for the year ended 31 December 2021.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to acknowledge the report on the Company's operating results for the year 2021.

The meeting acknowledged the report on the Company's operating results for the year 2021.

#### Agenda 4 To consider and approve the consolidated Financial Statements for the year ended 31 December 2021

The Moderator presented to the meeting that the Company has prepared the financial statements for the year ended 31 December 2021, audited by the Company's auditor and reviewed the correction by the Audit Committee and also endorsed by the Board of Directors. The details of which are appeared in the Annual Report of the Company which has been sent to the shareholders together with the Invitation to the Annual General Meeting of Shareholders for the year 2022 (Enclosure 2).



Mr. Surachet Chaipatamanont, Vice Chairman, presented the key information of financial statements of the Company for the year 2021 compared with the Company's financial statements in 2020 as follows:

Key Information of Financial Statements	Year 2020	Year 2021	Change (Amount)	Change (%)
Total assets (million Baht)	5,838	6,450	612	10.5%
Total Liabilities (million Baht)	3,021	3,364	343	11.4%
Equity (million Baht)	2,817	3,086	269	9.6%
Total income (million Baht)	811	919	108	13.4%
Net profit (million Baht)	303	140	(163)	(53.7)%
Net profit attributable to parent company (million Baht)	288	130	(158)	(54.8)%
Earnings per share (Baht)	0.068	0.031	(0.037)	(54.4)%

The Moderator summarized the opinion of the Board of Directors which included the Audit Committee and Independent Directors who have no interest in this matter considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2022 to approve the consolidated Financial Statements for the year ended 31 December 2021 which audited by the auditor of the Company, verified by the Audit Committee, and endorsed by the Board of Directors.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

Mr .Song Srisukhanthapruk, shareholder, inquired about administrative expenses in 2021 in the amount of 212 million Baht, an increase of 100 million Baht from 2020, Does the Company has any guideline or business plan to increase the revenues to meet the increased administrative expenses or any guideline or business plan to reduce administrative expenses, how to manage this matters?

Mr. Surachet Chaipatamanont, Vice Chairman, explained that the administrative expenses are incurred from loss on disposal of financial asset which is categorized in administrative expenses as stated in the Company's financial statement i.e. project sale in Japan which the Company has jointly invested with Banpu Next Company Limited (“Banpu”), whose project developer is Smart Solar, named Onami Project. This project faced problems that cannot be further developed, resulting in the Company and Banpu, co-investor, endorsed to divestment of this project and claim for the compensation from Smart Solar. At the same time, the company is also has an agreement with Banpu to sell another jointly invested project. However, the Onami project incurred negative expenses, investment worth approximately 677 million Yen (or approximately 200 million Baht), and there is also an agreement that can claim for the damages from the project developer Smart Solar for approximately 300

million Yen (or approximately 86 million Baht). Therefore, the difference is write-off by the Company resulted in a negative item of 106 million Baht, which was booked in administrative expenses. However, the management of the Company has been rigorously managed, and there is no increase in operating costs.

Mr. Somprasong Panjalak, Chairman, clarified that in the year 2021, the Company has expanded its business into 2 additional businesses, namely the construction business (EPC), installing solar rooftop systems (Solar Rooftop), and setting up the companies to support such businesses, namely Prime Alternative Visions Company Limited (PAV) and in the innovation business namely Prime X Company Limited, the incorporation of these two new companies resulting in the increase in administrative expenses. Both companies still have insufficient revenue to meet their expenses, but in 2022, the revenue will be occurred. The Company would like to clarify to the shareholders that the Company did not increase expenses without expecting an increase in revenue.

Mr. Song Srisukhanthapruk, shareholder, also inquired concerning the loss on disposal of financial asset incurred from the project that could not be further developed at the amount of 107 million Baht, whether there will be an opportunity in the future and whether the Company will have any measures to control it from happening again?

Mr. Surachet Chaipatamanont, Vice Chairman, explained that a project like this considered as an exception for 5 projects in Japan which the Company has developed. only this project has encountered problems. The problems that the company has taken action on risk control management in the big picture over the past 2 years and use our best endeavor to control the damage. The Company and Banpu agreed that before writing-off, all aspects had been taken to resolve this issue and opined that in the future this kind of problem is less likely to occur and the company will try to manage in order to mitigate this kind of problem to not happen again.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to consider and approve the consolidated Financial Statements for the year ended 31 December 2021.

The Moderator informed the shareholders meeting that the resolution for this agenda shall be approved by a majority of vote of the shareholders present at the Meeting and casting their votes.

**Resolution** The meeting considered and resolved with a majority vote of the shareholders who attended the meeting and cast their votes to approve the consolidated Financial Statements for the year ended 31 December 2021 as proposed with the following votes.

Voting	Number (Votes)	Percentage
Approved	3,404,422,980	100.00
Disapproved	0	0.00
Voided Ballot	0	-
Abstained	0	0.00
<b>Total (44 shareholders)</b>	<b>3,404,422,980</b>	<b>100.00</b>

**Remark**

The counting of votes of the shareholders in this agenda excluded “Abstain” as the base for counting vote.

**Agenda 5 To consider and approve the non-dividend payment and non-allocation of net profit as legal reserve for the operating results of the year 2021**

The Moderator explained details of the Company's dividend payment policy as follows:

The Company has a policy to pay dividends to shareholders at least 50% of the net profit in the financial statements after deduction of all reserves in accordance with the Articles of Association of the Company and according to the laws, depending on the economic conditions, cash flow of the Company, investment plans and other considerations as the Board of Directors deems appropriate, whereby the Board of Directors is empowered to consider the matter. However, the Board of Directors' resolution of the dividend payment must be proposed to the shareholders' meeting for approval, except for the case of interim dividend payment in which the Board of Directors has an approval authority and then has to inform the shareholders at the subsequent shareholders' meeting.

However, as appeared in the Company's financial statements for the year 2021 ending on 31 December 2021, the Company has an accumulated deficit in the amount of 384.64 million Baht. Therefore, the Company is unable to appropriate the net profit as legal reserve and the Company is unable to make the dividend payment for the operation results of the year 2021 to the shareholders according to the law and the Articles of Association of the Company.

The Moderator summarized the opinion of the Board of Directors which included the Audit Committee and Independent Directors who have no interest in this matter considered and deemed it appropriate to approve the non-dividend payment and non-allocation of net profit as legal reserve for the operating results of the year 2021.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to consider and approve the non-dividend payment and non-allocation of net profit as legal reserve for the operating results of the year 2021.

The Moderator informed the shareholders meeting that the resolution for this agenda shall be approved by a majority of vote of the shareholders present at the Meeting and casting their votes.

**Resolution** The meeting considered and resolved with a majority vote of the shareholders who attended the meeting and cast their votes to approve the non-dividend payment and non-allocation of net profit as legal reserve for the operating results of the year 2021 as proposed with the following votes:

Voting	Number (Votes)	Percentage
Approved	3,401,868,080	99.92
Disapproved	2,596,975	0.08
Voided Ballot	0	-
Abstained	0	0.00
<b>Total (45 shareholders)</b>	<b>3,404,465,055</b>	<b>100.00</b>

**Remark**

The counting of votes of the shareholders in this agenda excluded “Abstain” as the base for counting vote.

**Agenda 6 To consider and approve the appointment of directors who retired by rotation**

The Moderator reported to the meeting that before commencing the consideration of this agenda Mr. Surachet Chaipatamanont, Air Chief Marshal Surasak Meemanee, and Mr. Apichart Pumsook, 3 directors who retired according to the term of office at the 2022 Annual General Meeting of Shareholders, will not attend the meeting on this agenda until the meeting has completed their consideration.

According to Article 15. of the Articles of Association of the Company specifies that “At every annual general meeting, one-third of the directors shall retire. If the number of directors is not multiple of three, the number of directors closest to one-third shall retire. The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office the longest shall retire. The director retiring by rotation may be re-elected.” For this Annual General Meeting of Shareholders, there are 3 directors who retire by rotation, namely as below;

No.	Name	Position	Date appointed as a director	Attendance in the Board of Directors' meeting for the year 2021
1	Mr. Surachet Chaipatamanont	Vice Chairman of the Board of Directors	2 August 2019	11 times out of 11 times
2	Air Chief Marshal Surasak Meemanee	Independent Director / member of the Audit Committee / Chairman of the Nomination and Remuneration Committee	30 July 2019	11 times out of 11 times
3	Mr. Apichart Pumsook	Independent Director	2 August 2019	11 times out of 11 times

The Company had provided the opportunity to the shareholders to propose the list of persons for consideration to be appointed as directors of the Company at the 2022 Annual General Meeting of Shareholders from 30 November 2021 to 31 December 2021 via the Company's website and SET's channel according to the principle of good corporate governance for listed companies, however, there was no shareholder proposing the list of persons for consideration to be appointed as directors of the Company.

The brief biography and information of the directors who retired by rotation and was appointed to be a director for another term including the definition and qualifications of Independent Directors was sent to the shareholders together with the Invitation to the Annual General Meeting of Shareholders for the year 2022 (Enclosure 3 and 4 respectively).

The Moderator summarized the opinion of the Nomination and Remuneration Committee and the Board of Directors considered and screened qualifications, experience, capabilities and expertise of the directors who retired by rotation, and opined that these three directors are equipped with knowledge, expertise and experience those are beneficial to the Company's business operation, and fully qualified according to the Public Limited Company Act and have no prohibited characteristics to be appointed as directors in accordance with the regulations of the Securities and Exchange Commission. Thus, it is appropriate to propose to the 2022 Annual General Meeting of Shareholders to considers and approves the re-election of the three directors who retired by rotation to be the Independent Directors, Directors and other Subcommittees for another term. The Board of Directors deemed that the Independent Directors can give opinions independently and in compliance with the relevant criteria.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to acknowledge the list of directors who retired by rotation and consider to the proposed name of persons and appoint the directors who retired by rotation of each director who retires by rotation individually.

The Moderator informed the shareholders meeting that the resolution for this agenda shall be approved by a majority of vote of the shareholders present at the Meeting and casting their votes.

**Resolution** The meeting considered and resolved with a majority vote of the shareholders who attended the meeting and cast their votes to acknowledge the list of directors who retired by rotation and approve the proposed name of persons and approve to appoint the directors who retired by rotation in total 3 persons, namely, Mr. Surachet Chaipatamanont, Air Chief Marshal Surasak Meemanee and Mr. Apichart Pumsook as the Company's directors for another term by voting for each director individually as follows:

- (1) Mr. Surachet Chaipatamanont - Director

Voting	Number (Votes)	Percentage
Approved	3,404,465,055	100.00
Disapproved	0	0.00
Voided Ballot	0	-
Abstained	0	0.00
<b>Total (45 shareholders)</b>	<b>3,404,465,055</b>	<b>100.00</b>

- (2) Air Chief Marshal Surasak Meemanee - Independent Director / member of the Audit Committee / Chairman of the Nomination and Remuneration Committee

Voting	Number (Votes)	Percentage
Approved	3,403,965,055	99.99
Disapproved	500,000	0.01
Voided Ballot	0	-
Abstained	0	0.00
<b>Total (45 shareholders)</b>	<b>3,404,465,055</b>	<b>100.00</b>

(3) Mr. Apichart Pumsook - Independent Director

Voting	Number (Votes)	Percentage
Approved	3,404,465,055	100.00
Disapproved	0	0.00
Voided Ballot	0	-
Abstained	0	0.00
<b>Total (45 shareholders)</b>	<b>3,404,465,055</b>	<b>100.00</b>

Remark

The counting of votes of the shareholders in this agenda excluded “Abstain” as the base for counting vote.

**Agenda 7 To consider and approve the remuneration of directors and members of sub-committees for the year 2022**

The Moderator reported to the meeting that the Nomination and Remuneration Committee considered and determined the remuneration of directors and member of subcommittees for the year 2022 by taking into account the responsibilities and performance of the Board of Directors and each subcommittees, business expansion and business operation of the Company comparing to the applicable rate of other companies in the same industry which are similar in size and nature of business, as a result, the Nomination and Remuneration Committee deemed appropriate that the Board of Directors propose the 2022 Annual General Meeting of Shareholders to approve the remuneration of Directors and Subcommittees for the year 2022 in the amount not exceeding 5,000,000 Baht per year, effective from the calendar year 2022 until the shareholders resolve to change otherwise. The details of the Directors' remuneration for the year 2022 are as follows:

Committees	2022 (Proposed Year)		2021 (Last year)	
	Monthly remuneration	Meeting allowance/time	Monthly remuneration	Meeting allowance/time
1. Board of Directors				
● Chairman	25,000	15,000	25,000	15,000
● Vice Chairman	17,500	15,000	17,500	15,000
● Other Board members	12,500	15,000	12,500	15,000

Committees	2022 (Proposed Year)		2021 (Last year)	
	Monthly remuneration	Meeting allowance/time	Monthly remuneration	Meeting allowance/time
2. Subcommittees				
2.1 Audit Committee				
● Chairman	25,000	-	25,000	-
● Committee members	15,000	-	15,000	-
2.2 The Nomination and Remuneration Committee				
● Chairman	-	25,000	-	25,000
● Committee member	-	20,000	-	20,000
3. Other remuneration and benefit apart from the monthly remuneration and meeting allowance	The remuneration in terms of bonus will be calculated based on the operating results of the fiscal year ended on 31 December 2022		None	

In this regard, the Company has not paid any other forms of remuneration or welfare or benefit to non-executive Directors apart from the remuneration as aforementioned. The Company has disclosed the remuneration of each director and type of remuneration in Annual Report Form 56-1 One report of the Company for transparency and in accordance with the principles of good corporate governance.

In addition, the Moderator proposed to the meeting to appoint the Board of Directors to be responsible of the allocation of the remuneration to the Director, provided that the remuneration shall be in accordance with the principles and policies which determined by the Board of Directors according to the assigned roles and responsibilities including the operating results of the Company and performance of the Director.

The Moderator summarized the opinion of the Board of Directors including the Audit Committee and Independent Directors who have no conflict of interest in this matter considered and deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders to approve the determination of the remuneration of Directors and Subcommittees for the year 2022 as mentioned above.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to consider and approve the remuneration of directors and members of sub-committees for the year 2022.



The Moderator informed the shareholders meeting that the resolution for this agenda shall be approved by not less than two-thirds of vote of the shareholders present at the meeting.

**Resolution** The meeting considered and resolved with of not less than two-thirds of the total number of votes of the shareholders attending the meeting and have the right to vote to approve the remuneration of directors and members of sub-committees for the year 2022 in the amount not exceeding 5,000,000 Baht as proposed with the following votes:

Voting	Number (Votes)	Percentage
Approved	3,404,465,055	100.00
Disapproved	0	0.00
Voided Ballot	0	-
Abstained	0	0.00
<b>Total (45 shareholders)</b>	<b>3,404,465,055</b>	<b>100.00</b>

**Remark**

This agenda included “Approved”, “Disapproved”, “Voided Ballot” and “Abstained” as the base for counting vote

**Agenda 8 To consider and approve the appointment of the auditor for the year 2022 and the determination of audit fee**

The Moderator reported to the meeting that the Audit Committee considered the qualification, profile, performance of each auditor, continuity and efficiency of auditing, including appropriateness of the audit fee for the year 2022, and proposed to the Board of Directors to endorse the appointment of the auditor and the determination of the audit fee for the year 2022. In order to propose to the Annual General Meeting of Shareholders for the year 2022 to approve the appointment of auditors from PricewaterhouseCoopers ABAS Limited (“PwC”) to be the Company’s auditors for auditing the Company’s financial statements for the year 2022. There has been a change in the list of auditors from the previous information in the Invitation to the Annual General Meeting of Shareholders for the year 2022 to be as follows:

- 1) Mr. Vichien Khingmontri CPA (Thailand) No. 3977 and / or
- 2) Mr. Paiboon Tunkoon CPA (Thailand) No. 4298 and / or
- 3) Ms. Sukhumaporn Wong-ariyaporn CPA (Thailand) No. 4843

It is noted that all of 3 auditors named above neither have relationship with, nor any interest in, the Company, its subsidiaries, management, major shareholders or their respective related persons. Therefore, they are independent to audit and express their opinions for the Company's Financial Statement. Moreover, the above-named auditors have not performed his/her duties on auditing the financial statements of the Company for more than the period specified by relevant announcements. In this regard, PwC is proposed to be auditors for the Company's subsidiaries, associates, and the Company's domestic joint ventures for the year 2022.

In the case where the above auditors cannot perform their duties, PwC is required to provide other licensed auditors in place for the Company and the determination of audit fee for the year 2022 to be at the amount of Baht 1,200,000 which is the same rate as the compensation in 2021 as per the following details:

Details	2022 (Proposed)	2021	Increase/(Decrease)
Annual Audit Fee	600,000 Baht	600,000 Baht	-
Quarterly Review	600,000 Baht	600,000 Baht	-
<b>Total</b>	<b>1,200,000 Baht</b>	<b>1,200,000 Baht</b>	<b>-</b>

Such audit fee excludes other service fees and the audit fee of subsidiaries and associate companies.

At the same time, it is proposed to authorize the management to appoint the auditor and determine the audit fee for reviewing and auditing the financial statement of subsidiaries, associate companies and joint ventures. In this regards, the Board of Directors will supervise and monitor so that the financial statements could be prepared in timely basis in accordance with the relevant laws and regulations.

The Moderator summarized the opinion of the Board of Directors including the Audit Committee and Independent Directors who have no conflict of interest in this matter considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2022 to approve the followings:

1. The appointment of auditors from PwC to be the Company's auditors and appoint one of the auditor as auditor in charge for the audit and express his/her opinions on the Financial Statement of the Company for the year 2022, namely;
  - 1) Mr. Vichien Khingmontri CPA (Thailand) No. 3977 and / or
  - 2) Mr. Paiboon Tunkoon CPA (Thailand) No. 4298 and / or
  - 3) Ms. Sukhumaporn Wong-ariyaporn CPA (Thailand) No. 4843
2. The determination of audit fee for the year 2022 to be at the amount of 1,200,000 Baht excluding other service fees and the audit fee of subsidiaries and associate companies.

3. The authorization for the management to appoint the auditor and determine the audit fee for reviewing and auditing the financial statement of subsidiaries, associate companies and joint ventures that incorporated during the year.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to consider and approve the appointment of the auditor for the year 2022 and the determination of audit fee including the authorization for the management to appoint the auditor and determine the audit fee for reviewing and auditing the financial statement of subsidiaries, associate companies and joint ventures that incorporated during the year.

The Moderator informed the shareholders meeting that the resolution for this agenda shall be approved by a majority of vote of the shareholders present at the Meeting and casting their votes.

**Resolution** The meeting considered and resolved with a majority vote of the shareholders who attended the meeting and cast their votes to approve the appointment of the auditor for the year 2022 and the determination of audit fee including the authorization for the management to appoint the auditor and determine the audit fee for reviewing and auditing the financial statement of subsidiaries, associate companies and joint ventures that incorporated during the year as proposed with the following votes.

Voting	Number (Votes)	Percentage
Approved	3,404,465,055	100.00
Disapproved	0	0.00
Voided Ballot	0	-
Abstained	0	0.00
<b>Total (45 shareholders)</b>	<b>3,404,465,055</b>	<b>100.00</b>

**Remark**

The counting of votes of the shareholders in this agenda excluded “Abstain” as the base for counting vote.

Agenda 9 To consider and approve the offering of newly issued ordinary shares of the Company to employees of the Company and its subsidiaries under Employee Stock Option Plan (PRIME ESOP) and the delegation of authority to perform other related matters

The Moderator presented to the meeting that the Company desires to set up PRIME ESOP plan with the term not exceeding 5 years in order to reward the performance of employees of the Company and its subsidiaries as well as to encourage their motivation and participation in the ownership of the Company which will enhance their work efficiency and will bring the greatest benefit to the Company in the future. The details of which is shown in Information on the offering of newly issued ordinary shares of Prime Road Power Public Company Limited under the Employee Stock Option Plan for employees of the Company and its subsidiaries (PRIME ESOP) which is sent to the shareholders together with the Invitation to the Annual General Meeting of Shareholders for the year 2022 (Enclosure 6). The key points can be summarized as follows:

Type of security:	Ordinary shares of the Company to be offered to employees.
Number of issued:	Not exceeding 140,000,000 shares, with a par value of Baht 1 per share, representing approximately 3.29 percent of the total issued and paid-up capital of the Company.
Term of PRIME ESOP:	The term of this scheme shall not exceed 5 years from the date of approval by the shareholders' meeting of the Company. The offering will be completed within 28 April 2027.
Period of the offering:	The Company will make the initial offering within 1 year from the date of approval by the shareholders' meeting.
Allocation:	<p>1. The Company will allocate the ordinary shares to employees, excluding (a) employee who is a director in the Board of Directors of the Company and (b) all other directors in the Board of directors of the Company. The total shares in this scheme will not exceed 140,000,000 ordinary shares.</p> <ul style="list-style-type: none"> <li>• <b>Portion One:</b> the Board of Directors or its duly appointed delegate(s) shall have a power to allocate not exceeding 70,000,000 shares to the present employees based on their position, duty, responsibility towards the Company or its subsidiaries, duration of employment, experience,</li> </ul>

	<p>capability, potential and work efficiency, achievement, including benefits which will occur to the Company or its subsidiaries in the future;</p> <ul style="list-style-type: none"> <li>● <b>Portion Two:</b> the Board of Directors or its duly appointed delegate(s) shall have a power to allocate not exceeding 70,000,000 shares to the employees at present or in the future as appropriate.</li> </ul> <p>2. In case of allocation to any employees which exceeds 5 percent of the ordinary shares to be offered under this scheme, the Board of Directors shall propose the matter for approval by the shareholders' meeting in compliance with the criteria stipulated by SEC Announcement Tor Chor 32/2551 dated 15 December 2008 regarding the sale of newly issued securities to directors or employees or any subsequent amendments or additions thereto or such other announcement as may replace it in the future.</p> <p>3. In any case, the amount of shares allocated to employees, does not have to be the same amount.</p>												
<p><b>Exercise Prices and Exercise Periods:</b></p>	<p>1. <b>Portion One:</b> Not exceeding 70,000,000 shares, unless there is an adjustment of the exercise price and the number of allocated shares pursuant to the terms and conditions, employees who are entitled to the ordinary shares allocated under this scheme, can exercise their rights to purchase ordinary shares in the number and at the offered price as determined for each of the following exercise periods. In this regard, the offered price shall remain the same, i.e., not vary upon subsequent exercise periods throughout the term of this scheme.</p> <table border="1" data-bbox="507 1489 1385 1946"> <thead> <tr> <th>Exercise Prices per Share (Baht)</th> <th>Exercise Periods</th> <th>Number of Exercised Shares*</th> </tr> </thead> <tbody> <tr> <td>1.86</td> <td>The date of offering of ordinary shares – 28 April 2027</td> <td>10% of the allocated shares</td> </tr> <tr> <td>2.05</td> <td>28 April 2024 – 28 April 2027</td> <td>15% of the allocated shares</td> </tr> <tr> <td>2.26</td> <td>28 April 2025 – 28 April 2027</td> <td>20% of the allocated shares</td> </tr> </tbody> </table>	Exercise Prices per Share (Baht)	Exercise Periods	Number of Exercised Shares*	1.86	The date of offering of ordinary shares – 28 April 2027	10% of the allocated shares	2.05	28 April 2024 – 28 April 2027	15% of the allocated shares	2.26	28 April 2025 – 28 April 2027	20% of the allocated shares
Exercise Prices per Share (Baht)	Exercise Periods	Number of Exercised Shares*											
1.86	The date of offering of ordinary shares – 28 April 2027	10% of the allocated shares											
2.05	28 April 2024 – 28 April 2027	15% of the allocated shares											
2.26	28 April 2025 – 28 April 2027	20% of the allocated shares											

	2.49	28 April 2026 – 28 April 2027	25% of the allocated shares
	2.74	1 April 2027 – 28 April 2027	30% of the allocated shares
	<p>2. <b>Portion Two:</b> Not exceeding 70,000,000, the Board of Directors or its duly appointed delegate(s) shall have power to determine the exercise periods, the number of exercisable shares, and the allocation of the ordinary shares as appropriate. In this regard, the exercise prices mentioned in the above table shall be applied to the offering of this Portion Two.</p>		
<b>Exercise Date of Right to Purchase the Ordinary Shares:</b>	<p>Employees, to whom the shares are allocated, may exercise their rights 4 times per year, i.e., on every last business day of March, June, September and December as from the first exercise date, except for the final exercise, Employees can exercise their right on 28 April 2027.</p>		

The Moderator presented to the meeting that the criteria and conditions for exercising the right to purchase ordinary shares under PRIME ESOP in each case are specified as follows:

- **General case** - employee, to whom the shares is allocated, shall be employee at the exercise date. In this regard, employees who are entitled to the scheme do not include (a) employee who is director in the Board of Directors of the Company and (b) any director in the Board of Directors of the Company.
- **In case of transfer** - In case an employee remains the employee of the Company or its subsidiaries, such employee shall be entitled to exercise the allocated shares throughout the term of this scheme.
- **In case of retirement** - shall be entitled to exercise such shares until the last business day of next calendar year.
- **Other case** - e.g. death, resignation, dismissal prior to or on the exercise date, such employee shall immediately no longer be entitled to exercise the right to purchase shares under this scheme and the remaining allocated shares shall be cancelled and become ineffective immediately.
- **Other key conditions**
  - After the final exercise date, if any employee, to whom the shares is allocated, has not exercised the right to purchase of shares, has not fully exercised the right to purchase shares or has not completely complied with all the conditions governing the exercise within the final exercise date of this scheme, it shall be deemed that such a person has waived his or her right to purchase the remaining shares and has no claim against the Company.

- The Company shall be entitled to reallocate the offered shares as a result of the resignation, retirement or released from being employee. The Board of Directors or its duly appointed delegate(s) shall have power to reallocate the offered shares to other employees as appropriate, subject to the allocation conditions of this scheme.
- Any person who exercises the right to purchase shares shall be responsible for the personal income tax. Such person shall pay for the withholding tax on personal income tax at the same time of the payment of exercise right.
- The Board of Directors or its duly appointed delegate(s) shall have power to determine the name(s) of employees, to whom shares is allocated, the number of allocated shares the offering date, the exercise periods, the conditions to adjust the exercise price and number of the allocated shares, including other relevant terms and details to the extent that it is not contrary to the relevant regulations.
- In case there is any adjustment of the exercise price and the number of allocated shares (if any), such adjustment shall not affect the benefits of employee, to whom shares are allocated under this scheme, i.e. the adjustment shall not increase or decrease the existing entitlement of employee.

Regarding the exercise price for the employees, the exercise price in prescribed period shall be in accordance with each exercise period. The exercise price shall not change upon the exercise price of subsequent exercise period throughout the term of the scheme. In this regard, the offering of ordinary shares to employees under this scheme shall not be the offering of ordinary shares to employees at a low price in accordance with to Notification of the Capital Market Supervisory Board No. Tor Chor. 32/2551 regarding the sale of newly issued securities to directors or employees (as amended). The calculation shall be based on weighted average of closing price of the Company's shares traded on the Stock Exchange of Thailand 14 consecutive business days prior to the date of Board of Directors' meeting no.3/2022 of the Company held on 11 March 2022 which resolved to propose to the Annual General Meeting of the shareholders of the year 2022 to consider and approve PRIME ESOP, i.e. 21 February 2022 to 10 March 2022. The average price is Baht 1.69.

In this regard, the share allocation criteria under PRIME ESOP will be in accordance with the overview presented to the shareholders' meeting above.

The Moderator presented to the meeting that on assumption that all employees exercise their rights to purchase 140,000,000 shares and such persons are not the existing shareholders of the Company, the dilution effect to the existing shareholders of the Company after the allocation of the ordinary shares shall be as follows:

Control Dilution	3.1858 %
Price Dilution	-1.7907 %
EPS Dilution	3.1858 %

The Moderator informed the meeting concerning the rights of Shareholders to oppose the offering shares to employees pursuant to Clause 9 of the Notification No. Tor Chor. 32/2551, the offering of securities to employees shall be approved by the meeting of the Shareholders of the Company with the votes of not less than third-fourth of the total voting right of the shareholders attending the meeting and eligible to vote, and must not be opposed such offering of shares under such scheme by any shareholder holding shares in aggregate of more than ten percent of the total voting right of the shareholders attending the meeting.

To implementation PRIME ESOP, the Moderator asked the meeting to appoint the Board of Directors of the Company or its duly appointed delegate(s) to have the power to determine and/or amend the contents, conditions and other details related to the PRIME ESOP as they deem appropriate subject to the applicable regulations and notifications, and to perform such other necessary acts related to the offering of the ordinary shares and the listing of listed securities with the Stock Exchange of Thailand, including to apply for permissions from relevant authorities.

The Moderator summarized the opinion of the Board of Directors including the Audit Committee and Independent Directors who have no conflict of interest in this matter considered and opined that PRIME ESOP is appropriate for rewarding the performance of employees of the Company and its subsidiaries who have been dedicated and have driven forward the business of the Company continuously and for encouraging their motivation and participation in the ownership of the Company which will enhance their work efficiency, and deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2022 to approve PRIME ESOP and the delegation of authority to perform other related matters detailed as mentioned above.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to consider and approve the offering of newly issued ordinary shares of the Company to employees of the Company and its subsidiaries under Employee Stock Option Plan (PRIME ESOP) and the delegation of authority to perform other related matters.



The Moderator informed the shareholders meeting that the resolution for this agenda shall be approved by not less than three-fourths of the total voting right of the shareholders attending the meeting and eligible to vote and no opposition of such offering of shares under the scheme by any shareholder holding shares in aggregate of more than ten percent of the total voting right of the shareholders attending the meeting.

**Resolution** The meeting considered and resolved by no less than three-fourths of the total number of votes of the shareholders attending the meeting to approve the offering of newly issued ordinary shares of the Company to employees of the Company and its subsidiaries under Employee Stock Option Plan (PRIME ESOP) and the delegation of authority to the Board of Directors of the Company or its duly appointed delegate(s) to perform other related matters. There was no opposition of such offering of PRIME ESOP by any shareholder holding shares in aggregate of more than ten percent of the total voting right of the shareholders attending the meeting as proposed with the following votes:

Voting	Number (Votes)	Percentage
Approved	3,403,965,055	99.99
Disapproved	500,000	0.01
Voided Ballot	0	-
Abstained	0	0.00
<b>Total (45 shareholders)</b>	<b>3,404,465,055</b>	<b>100.00</b>

**Remark**

This agenda included “Approved”, “Disapproved”, “Voided Ballot” and “Abstained” as the base for counting vote

**Agenda 10 To consider and approve the change of the objectives of the capital increase, as previously approved by the Annual General Meeting of Shareholders of the year 2021**

The Moderator presented to the meeting that pursuant to the approval of the Annual General Meeting of Shareholders of the year 2021 held on 29 April 2021, which approved the increase in the registered capital of the Company through General Mandate of Baht 1,275,514,485 by issuing the newly issued ordinary shares not exceeding 1,275,514,485 shares with a par value of Baht 1 per share.

After that, the Board of Directors’ meeting No. 3/2022 held on 11 March 2022 approved to propose to the Shareholders’ Meeting to approve the change of the objectives of the capital increase which will enhance the flexibility and speed of fundraising and will bring the greatest benefit to the Company from the former capital

increase registration with the Department of Business Development, Ministry of Commerce. The Company proposed to the Shareholders to consider and approve to the change of the objectives of the capital increase from the capital increase through General Mandate, details of which are shown in Capital Increase Report Form (F 53-4) which is sent to the shareholders together with the Invitation to the Annual General Meeting of Shareholders for the year 2022 (Enclosure 7) proposing the change of the objectives of the capital increase to be as follows.

Type of capital increase	Number of ordinary shares	Par value )Baht per share(	Total )Baht(
General Mandate	Not exceeding 1,135,514,485 shares	1.00	1,135,514,485
Specific Objectives (reserved for the offering shares under PRIME ESOP)	Not exceeding 140,000,000 shares	1.00	140,000,000

The Moderator summarized the opinion of the Board of Directors including the Audit Committee and Independent Directors who have no conflict of interest in this matter considered and opined that the change of the objectives of the capital increase, as previously approved by the Annual General Meeting of Shareholders of the year 2021 will enhance the flexibility and speed of fundraising and will bring the greatest benefit to the Company from the former capital increase registration with the Department of Business Development, Ministry of Commerce. Therefore, it is deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the change of the objectives of the capital increase detailed as mentioned above.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to consider and approve the change of the objectives of the capital increase, as previously approved by the Annual General Meeting of Shareholders of the year 2021.

The Moderator informed the shareholders meeting that the resolution for this agenda shall be approved by not less than three-fourths of the total voting right of the shareholders attending the meeting and eligible to vote.

**Resolution** The meeting considered and resolved by no less than three-fourths of the total number of votes of the shareholders attending the meeting to approve the change of the objectives of the capital increase, as previously approved by the Annual General Meeting of Shareholders of the year 2021 as proposed with the following votes:

Voting	Number (Votes)	Percentage
Approved	3,404,463,401	99.99
Disapproved	1,654	0.00
Voided Ballot	0	-
Abstained	0	0.00
<b>Total (45 shareholders)</b>	<b>3,404,465,055</b>	<b>100.00</b>

**Remark**

This agenda included “Approved”, “Disapproved”, “Voided Ballot” and “Abstained” as the base for counting vote.

**Agenda 11** To consider and approve the cancellation of allocation of the capital increase shares through General Mandate which was approved by the Annual General Meeting of Shareholders of the year 2021, and the reallocation of such capital increase shares to be the capital increase shares under General Mandate of the one part, and the capital increase shares issued to employees of the Company and its subsidiaries for the exercise of rights under PRIME ESOP Plan of the other part

The Moderator presented to the meeting that the Board of Directors’ meeting No. 3/2022 held on 11 March 2022 approved to propose to the Shareholders’ Meeting to approve the cancellation of allocation of the capital increase shares through General Mandate which was approved by the Annual General Meeting of Shareholders of the year 2021 held on 29 April 2021 , which approved the increase in the registered capital of the Company through General Mandate of Baht 1,275,514,485 by issuing the newly issued ordinary shares not exceeding 1,275,514,485 shares with a par value of Baht 1 per share, offer to the existing shareholders in accordance with their shareholding proportion, offer to the public, and offer to the specific investors and reallocate detailed as specified in Capital Increase Report Form (F 53-4) which is sent to the shareholders together with the Invitation to the Annual General Meeting of Shareholders for the year 2022 (Enclosure 7), can be summarized as follows:

1. The allocation to be the capital increase shares under General Mandate not exceeding 1,135,514,485 detailed as follows:

Allocated to	Number of ordinary shares (shares)	Percentage of paid-up capital <sup>1/</sup>	Remarks
1. Rights Offering (RO)	Not exceeding 1,135,514,485	26.69	Please see remarks below
2. Public Offering (PO)	Not exceeding 850,897,103	20	

3. Private Placement (PP)	Not exceeding 425,448,551	10	
---------------------------	---------------------------	----	--

<sup>1/</sup>Percentage of paid-up capital computed on the date that the Board of Directors' Meeting of the Company resolved to the change of the objective of the capital increase which is equal to 4,254,485,515 shares with a par value of THB 1 per share or 4,254,485,515 Baht.

**Remarks:**

- (1) Not exceeding 1,135,514,485 newly issued ordinary shares with a par value of THB 1 per share will be allocated to existing shareholders of the Company in proportion to their shareholding (Right Offering: RO). This is equal to 26.69% (not exceeding 30%) of the current paid-up capital of the Company as at the date on which the Board of Directors of the Company resolved to approve the change of the objective of the capital increase.
- (2) Not exceeding 850,897,103 newly issued ordinary shares with a par value of THB 1 per share will be allocated to the public (Public Offering: PO). This is equal to 20% (not exceeding 20%) of the current paid-up capital of the Company as at the date on which the Board of Directors of the Company resolved to approve the change of the objective of the capital increase.
- (3) Not exceeding 425,448,551 newly issued ordinary shares with a par value of THB 1 per share will be allocated to specific investors under a Private Placement scheme (Private Placement: PP). This is equal to 10% (not exceeding 10%) of the current paid-up capital of the Company as at the date on which the Board of Directors of the Company resolved to approve the change of the objective of the capital increase.

The newly-issued ordinary shares shall not be allocated to the connected persons under the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transaction B.E. 2546 (2003). Whereby the offering price shall not be a price below the market price pursuant to the Notification of SEC concerning the Application for and Granting of Permission to Offer Newly-Issued Shares to public offering or private placement. In this regard, the determination of offering price to be offered to the private placement shall be the best price under the market conditions during the offer for sale of shares, whereby the offering price shall not be lower than 90 percent of Market Price in accordance with the Notification of SEC No. Tor Chor. 72/2558 Re: Approval of Offer for Sale of Newly-Issued Shares by Listed Companies in a Private Placement dated 28 October B.E.2558 (2015) (as amended), "market price" means the weight average of the

Company's ordinary shares price trading on Stock Exchange of Thailand for 7 – 15 consecutive trading days prior to the date of determined offering price.

In allocating the newly-issued ordinary shares by any or all of the methods under (1), (2), and (3) the allocated number shall not exceed 1,135,514,485 shares or equal to 26.69% (not exceeding 30%) of the current paid-up capital of the Company as at the date on which the Board of Directors of the Company resolved to approve the change of the objective of the capital increase.

Nevertheless, in the case of the allocation in accordance with the methods under (2) or (3), the increased paid-up capital shall not exceed 850,897,103 shares or equal to 20% (not exceeding 20%) of the current paid-up capital of the Company as at the date on which the Board of Directors of the Company resolved to approve the change of the objective of the capital increase.

2. The allocation to be the capital increase shares for the exercise of rights under the offering of newly issued ordinary shares of the Company to employees of the Company and its subsidiaries (PRIME ESOP) in the amount of not exceeding 140,000,000 shares, details of which is mentioned in Agenda 9, the details of which can be summarized as follows:

Allocated to	Number of shares	Offering Price (Baht per share)	Subscription date and time and share payment
Reserved for the exercise of the right to purchase ordinary shares under the Employee Stock Option Plan of Prime Road Power Public Company Limited for employees of the Company and its subsidiaries )“PRIME ESOP”)	Not exceeding 140,000,000 shares  Please see remarks (1)	Please see remarks (2)	Please see remarks (3)
<b>Total</b>	Not exceeding 140,000,000 shares		

**Remarks:**

(1) For the exercise of the right to purchase ordinary shares under PRIME ESOP, the Company will allocate the ordinary shares in the amount of not exceeding 140,000,000 shares, with a par value of Baht 1 per share to employees, excluding (a) any employee who is a director in the Board of Directors of the Company and (b) all other directors in the Board of directors of the Company.

A. **Portion One:** Not exceeding 70,000,000 shares to be allocated by the Board of Directors of the Company or its duly appointed delegate(s) to the existing employees of the Company and subsidiaries whose name will be specified in the Information on the offering of the newly issued shares of Prime Road Power Public Company Limited under the Employee Stock Option Plan for employees of the Company and its subsidiaries (PRIME ESOP).

Exercise Price per Share (Baht)	Exercise Period	Number of Exercise Shares*
1.86	The date of offering of ordinary shares – 28 April 2027	10% of the allocated shares
2.05	28 April 2024 – 28 April 2027	15% of the allocated shares
2.26	28 April 2025 – 28 April 2027	20% of the allocated shares
2.49	28 April 2026 – 28 April 2027	25% of the allocated shares
2.74	1 April 2027 – 28 April 2027	30% of the allocated shares

B. **Portion Two:** Not exceeding 70,000,000 shares to be allocated by the Board of Directors of the Company or its duly appointed delegate(s) which shall have power to allocate to employees at present or in the future as appropriate.

(2) Unless there is adjustment of the exercise price and the number of allocated shares pursuant to the terms and conditions, employees, to whom the ordinary shares are allocated this scheme, can exercise their right to purchase ordinary shares at the offered price as determined for each exercise period mentioned in the above table. In this regard, the offered price shall remain the same, i.e., not varying upon subsequent exercise periods throughout the entire scheme.

- (3) On the last business day of March, June, September, and December from the first exercise date, except for the last exercise date, employees can exercise their right on 28 April 2027.

In this regard, the Board of Directors meeting approved to propose to the Shareholders' Meeting to approve to authorize the Board of Directors to determine any other details necessary and relevant to the allocation of the newly issued ordinary shares, which include but not limited to the following;

1. Considering and determining details of the allocation of newly issued ordinary shares, such as the offering price, number of allocation of the newly issued ordinary shares, offering period, payment of share offering price, whether single or sequential allocation as well as other terms and conditions in relation to the allocation of such newly issued ordinary shares.
2. Negotiating, agreeing, entering into and signing any agreements and/or documents necessary and relevant to the allocation of such newly issued ordinary shares.
3. Signing applications, waivers, notices and any necessary documents relating to the allocation of such newly issued ordinary shares, as well as contact and submission of application for permission or requesting a waiver, document, evidence to the government agency or the relevant authority and listing such newly issued ordinary shares on SET.
4. Undertaking any necessary and relevant acts regarding the allocation of the newly issued ordinary shares.

The Moderator summarized the opinion of the Board of Directors including the Audit Committee and Independent Directors who have no conflict of interest in this matter considered and opined that it is deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the cancellation of allocation of the capital increase shares through General Mandate which was approved by the Annual General Meeting of Shareholders of the year 2021 and reallocate to be the capital increase shares under General Mandate of the one part, and the capital increase shares issued to employees of the Company and its subsidiaries for the exercise of rights under PRIME ESOP Plan of the other part detailed as mentioned above.

Then, the Moderator asked the meeting whether any shareholder had any query or opinion on this agenda.

There is no shareholder who raised any question or comment. The Moderator asked the meeting to consider and approve the cancellation of allocation of the capital increase shares through General Mandate which was approved by the Annual General Meeting of Shareholders of the year 2021, and the reallocation of such capital increase shares to be the capital increase shares under General Mandate of the one part, and the capital increase shares issued to employees of the Company and its subsidiaries for the exercise of rights under PRIME ESOP Plan of the other part.

The Moderator informed the shareholders meeting that the resolution for this agenda shall be approved by not less than three-fourths of the total voting right of the shareholders attending the meeting and eligible to vote.

**Resolution** The meeting considered and resolved by no less than three-fourths of the total number of votes of the shareholders attending the meeting to approve the cancellation of allocation of the capital increase shares through General Mandate which was approved by the Annual General Meeting of Shareholders of the year 2021, and the reallocation of such capital increase shares to be the capital increase shares under General Mandate of the one part, and the capital increase shares issued to employees of the Company and its subsidiaries for the exercise of rights under PRIME ESOP Plan of the other part and approved to authorize the Board of Directors to determine any other details necessary and relevant to the allocation of the newly issued ordinary shares as proposed with the following votes:

Voting	Number (Votes)	Percentage
Approved	3,404,463,401	99.99
Disapproved	1,654	0.00
Voided Ballot	0	-
Abstained	0	0.00
<b>Total (45 shareholders)</b>	<b>3,404,465,055</b>	<b>100.00</b>

**Remark**

This agenda included “Approved”, “Disapproved”, “Voided Ballot” and “Abstained” as the base for counting vote

**Agenda 12 To consider other matters (if any)**

The Moderator informed the meeting that this agenda is to give the opportunity for the shareholders to propose other matters besides the agenda specified in the Invitation to the Annual General Meeting of Shareholders for the year 2022 by offering any other matter to be subject to the rules and procedures prescribed by the law.

In proposing other agendas than those specified in the Invitation Letter, the Public Limited Companies Act B.E.2535 (1992) ( as amended), Section 105, paragraph 2, stipulated that when the meeting considered the agenda in the sequence of the agenda set out in the notice of the meeting, shareholders holding shares amounting to not less than one-third of the total issued shares may ask the meeting to consider matters other than those specified in the notice calling for the meeting.



The Company provides opportunities for shareholders to propose agenda to the Board of Directors for consideration for the Annual General Meeting of Shareholders for the year 2022 from 30 November 2021 to 30 December 2021 in advance, in which the Company has notified the shareholders through the communication channels of the Stock Exchange of Thailand and the Company's website but it appears that there is no shareholder proposing the meeting agenda to the Company.

Thus, it was concluded that the meeting had completely considered all agendas that had been set in the Invitation to the Annual General Meeting of Shareholders for the year 2022.

Mr. Somprasong Panjalak, Chairman, thanked the shareholders for spending their time to attend the meeting and presenting various opinions that is beneficial to the company and adjourned the meeting at 16.00 hrs.

-Signature-

(Mr. Somprasong Panjalak)

Chairman

Certified the accuracy of the minutes of the Annual General Meeting of Shareholders for the year 2022.

-Signature-

(Mr. Somprasong Panjalak)

Director

-Signature-

(Mr. Surachet Chaipatamanont)

Director