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UBE.LO.099/2023

March 20, 2023

Subject: Invitation to the 2023 Annual General Meeting of Shareholders
To: Shareholders

- Attachment:
1. The 2022 Annual Report (Form 56-1 One Report for the year 2022) (QR code) and the Registration Form
 2. Information of individuals nominated as directors to replace directors retired by rotation and Qualifications of the Independent Directors of the Company
 3. Information of the proposed auditors for the year 2022
 4. Information of the Independent Directors proposed by the Company as proxy of shareholders
 5. The Company's Articles of Association in relation to the Annual General Meeting of Shareholders
 6. Guidelines for attending the AGM through Electronic Meeting (E-AGM) and the Appointment of Proxies
 7. Question Form for the 2023 Annual General Meeting of Shareholders
 8. Proxy Form A., Form B. and Form C.

The Board of Directors of Ubon Bio Ethanol Public Company Limited (the “**Company**”) has resolved to convene the 2023 Annual General Meeting of Shareholders on Tuesday, April 18, 2023 at 14.00 hours through Electronic Meeting (“E-AGM”), to consider the matters under the agenda together with the opinion of the Board of Directors as follows:

Agenda 1 **To Acknowledge the Directors’ Report on the Company’s 2022 Performance**

Fact and Rationale: The Board of Directors has summarized the Directors’ Report on the Company’s performance and significant changes for the year 2022, which forms part of the Company’s 2022 Annual Report (Form 56-1 One Report for the year 2022) delivered to the Company’s shareholders together with this Invitation to the 2023 Annual General Meeting according to Attachment No. 1.

Board of Directors’ Opinion: Consider it appropriate to propose to the 2023 Annual General Meeting for its acknowledgement of the 2022 operating results and other information of the Company.

Voting: This agenda is for acknowledgement and voting is not required.

Agenda 2 **To Approve the Company’s Audited Financial Statement for the Year Ended December 31, 2022**

Fact and Rationale: In compliance with Section 112 of the Public Limited Company Act B.E. 2535, as amended (the “PLCA”) which prescribes that the Company shall prepare the annual financial statements as of the last day of accounting period of the Company which have been audited by the auditor prior to submission to the 2023 Annual General Meeting of Shareholders for consideration and approval.

Audit Committee's Opinion: The Audit Committee has considered and reviewed the Financial Statements as of December 31, 2022, which were approved by the Audit Committee, and audited and certified by EY Office Limited, and deems it appropriate to propose that the Board of Directors submit the Company's financial statements for the year ended December 31, 2022 to the 2023 Annual General Meeting of Shareholders for consideration and approval.

Board of Directors' opinion: The Board of Directors deems it appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the financial statements for the year ended December 31, 2022 which were certified by the Company's auditor and approved by the Audit Committee and Board of Directors. Key information of the Company's financial position and results of operation for the year 2022 is summarized as follows:

(unit : Baht)

Description	Consolidated Financial Statements	Separate Financial Statements
Total assets	7,219,386,254	7,527,439,456
Total liabilities	1,225,648,309	826,009,181
Total equity	5,993,737,945	6,701,430,275
Revenues from sales and services	7,199,327,611	3,831,443,925
Net profit	329,211,948	266,970,124
Earnings per share (Baht/share)	0.084	0.068

The details of 2022 Financial Statements of the Company are presented in the 2022 Annual Report (Form 56-1 One Report for the year 2022) delivered to all shareholders together with this Invitation to the 2023 Annual General Meeting of Shareholders according to Attachment No. 1.

Voting: The resolution for this agenda requires a majority vote of shareholders attending the meeting and casting their votes.

Agenda 3 To Approve the Allocation of Earning Appropriations and Dividend Payment

Fact and Rationale: According to Article 36 (3) of the Company's Articles of Association, the Annual General Meeting of Shareholders shall consider and approve the profit appropriation. In addition, to comply with the section 116 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) (the "PLCA") and Article 45 of the Company's Articles of Association which stipulates that the Company is required to allocate a portion of annual net profit as a reserve fund in the amount not less than 5 percent of the annual net profit less the accumulated loss thought forward (if any) until the reserved fund attains the amount not less than 10 percent of the Company's registered capital. Presently, the Company has its registered capital of Baht 3,914,286,000 and has a legal reserve amounted as per the separate financial statements of Baht 78,306,809.

The Company has a policy to pay dividend of not less than 30% of net profit after tax each year based on the operating results and the resolution at the shareholders' meeting by considering from the separated financial statements. Therefore, the Company can pay dividends to shareholders by Section 115 and Section 116 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) (the "PLCA") and Article 47 of the Company's Articles of Association, which prohibit payment of dividends out of funds other than profit, and require the Company to allocate part of its annual net profit as reserve fund until this reserve is not less than the rate specified by law.

According to the Company's separated financial statements for the year ended December 31, 2022, the Company had net profit of Baht 266,970,124 as appeared in the Company's separate financial statements report ended December 31, 2022.

Board of Directors' opinion: Consider it appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve allocation of earning appropriation of Baht 13,348,506 and dividend payment from the 2022 operating results 0.0400 Baht/share, total amount of Baht 156,571,440 or equivalent to 59 percent of the net profit base on the separate financial statements of the Company which is in accordance with the provisions of the Company's dividend policy. Although such dividend will be paid from the Company net profit which is subject to corporate income tax of 10%, the Company have utilized its tax loss carry forward so that such dividend is not subject to corporate income tax. Therefore, shareholders will not be eligible for dividend tax credit and such dividend will be subject to 10% withholding tax.

Comparison of dividend distribution in the year 2022 with the preceding year is summarized as follows:

Details	2022	2021
1. Net profit on the part of the shareholders of the Company (Baht)	266,970,124	306,132,551
2. Profit per share (Baht/share)	0.0682	0.1005
3. Number of shares paid (shares)	3,914,286,000	3,914,286,000
4. Total Annual Dividend (Baht/share)	0.0400	0.1227
4.1 Interim dividend (Baht/share)	-	0.1222 ⁽¹⁾
4.2 Dividend proposed for approval at the Annual General Shareholders' Meeting (Baht/share)	0.0400	0.0239
5. Total dividend paid (Baht)	156,571,440	373,942,864
6. Percentage of dividend payment to net profit	59	122

Remarks : ⁽¹⁾ interim dividend payment in 2022 is in accordance with total ordinary shares, 2,740,000,000 shares, before the capital increase of the Company due to IPO process.

The dividend payment shall be paid to entitled shareholders whose names appear on the name list of shareholders as of the Record Date of March 20, 2023 and the dividend shall be paid on Monday, May 15, 2023.

However, the right to receive the above-mentioned dividend is uncertain as it has not been approved by shareholders.

Voting: The resolution for this agenda requires a majority vote of shareholders attending the meeting and casting their votes.

Agenda 4 To Approve the Appointment of the Directors Replace those Retired by Rotation

Fact and Rationale: Pursuant to Section 71 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (the "PLCA") and Article 15 of the Company's Articles of Association, at every annual general meeting, one-third (1/3) of the directors, or, if their number is not a multiple of three, then the number nearest to one-third (1/3), shall retire from office. A retiring director may be re-elected by the meeting of the shareholders.

The following four (4) directors are due to retire this year:

1. Mr. Siwa Sangmanee
 - Independent Director
 - Chairman of Audit Committee
 - Chairman of Nomination and Remuneration Committee
2. Mr. Prasit Wasupath
 - Independent Director
 - Member of Audit Committee
 - Member of Nomination and Remuneration Committee
3. Mrs. Saisunee Kuhakarn
 - Director
4. Ms. Sureeyot Khowsurat
 - Director
 - Member of Risk Management Committee

The Company had provided an opportunity for shareholders to propose agenda and to nominate qualified candidates for election as the Company's director during November 1 – December 31, 2022 pursuant to the criteria disclosed on the Company's website. However, no shareholder proposed any agenda for the 2023 Annual General Meeting nor was an agenda and a candidate nominated for the Company's directorship.

The Nomination and Remuneration Committee's opinion: The Nomination and Remuneration Committee, excluding the directors with conflict of interest in this agenda has deliberately, considered knowledge, skills, expertise, diversity of the Board which conform with the Company's business strategy, and their performance in the past as directors of the Company are being taken into consideration and is of the opinion that the retiring directors named above possess full qualifications according to the Company's nomination policy and criteria, the PLCA, and relevant regulations of the Capital Market Supervisory Board, and deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve that four retiring directors named above be re-elected as the Company's directors for another term.

Information of individuals nominated as the directors to replace the directors retired by rotation as well as the qualifications of the Independent Directors of the Company was delivered to the Company's shareholders together with this invitation to the 2023 Annual General Meeting of Shareholders according to Attachment No. 2.

Board of Directors' Opinion: The Board of Directors, excluding directors with conflict of interest in the agenda has deliberately, considered qualifications of each director in accordance with the nomination guideline set out by the Board of Directors and board skill matrix, the Board of Directors was of view that the proposed directors are appropriately qualified without characteristics prohibited by any applicable rules and laws, have knowledge, skills and expertise which will be benefits the organization, vision, business ethic and good attitude toward the Company. The nominate person to be Independent Directors of the Company have the qualification in accordance with related laws and regulations in relation to independent director.

As such, the Board of Directors agrees with the Nomination and Remuneration Committee to propose that the 2023 Annual General Meeting of Shareholders to consider and approve the election of the retiring directors namely; (1) Mr. Siwa Sangmanee (2) Mr. Prasit Wasupath (3) Mrs. Saisunee Kuhakarn (4) Ms. Sureeyot Khowsurat to serve as the Company's directors and sub-committee for another term.

The Board of Director excluding directors with conflict of interest in the agenda has jointly considered and is of the view that Mr. Siwa Sangmanee and Mr. Prasit Wasupath possess the qualifications of Independent Directors as required by the relevant laws and in accordance with the prescribed qualifications of the Independent Directors of the Company and has full capacity to express their opinions independently.

Voting: The resolution for this agenda requires that each of the individuals nominated as director to replace the directors who retire by rotation receives the approval of the meeting by a majority vote of shareholders attending the meeting and casting their votes.

Agenda 5 **To Approve the Directors' Remuneration for the Year 2023**

Fact and Rationale: To comply with Section 90 of the Public Limited Company Act B.E. 2535 (as amended) and Article 35 of the Company's Articles of Association which stipulates that the payment of remuneration of directors shall be in accordance with the resolution of the shareholders meeting and Article 16 of the Company's Articles of Association which provides that directors shall be entitled to receive the remunerations as reward, meeting allowance, pension, bonus or other benefits in according to the consideration of the shareholders' meeting.

According to the remuneration policy, in determining the remuneration, the Company will, take into account the appropriateness of the assigned duties, responsibilities, and the remuneration rate can be compared with other companies in the same industry with a similar size of business listed on the Stock Exchange of Thailand. The remuneration must be sufficient to encourage the directors to efficiently perform their duties to meet the objectives and in accordance with the business goals and business strategies set by the Company through transparent process.

In the year 2022, the Company paid the remuneration to the Board of Directors and other sub-committee's members for total amount of Baht 13.2 million which was in accordance with the criteria approved by the 2022 Annual General Meeting of Shareholders. The details of which are shown in the 2023 Annual Report (Form 56-1 One Report for the year 2022) of the Company under Corporate Governance Structure which was delivered to the Company's shareholders together with this invitation to the 2023 Annual General Meeting Shareholders according to Attachment No. 1.

The Nomination and Remuneration Committee's opinion: The Nomination and Remuneration Committee thus considered the 2023 remuneration in accordance with the Company's remuneration policy and the comparison of other companies in the same size and same industry listed in the Stock Exchange of Thailand and agreed to propose the directors' remuneration for the year 2023, consisting of (1) monthly remuneration (2) meeting allowance and (3) Bonus from the Company's 2022 performance, same rate as the year 2022 as the following details:

	Remuneration					
	(1) Monthly Remuneration (Baht)		(2) Meeting Allowance (Baht/meeting)		(3) Bonus from Performance ⁽¹⁾ (Baht Million)	
	2023	2022	2023	2022	2022	2021
The Board of Directors						
Chairman	40,000	40,000	25,000	25,000	6.69	6.40
Member	30,000	30,000	20,000	20,000		
The Audit Committee						
Chairman	20,000	20,000	15,000	15,000	-	-
Member	15,000	15,000	12,000	12,000	-	-
The Nomination and Remuneration Committee						
Chairman	-	-	15,000	15,000	-	-
Member	-	-	12,000	12,000	-	-
The Risk Management Committee						
Chairman	-	-	15,000	15,000	-	-
Member	-	-	12,000	12,000	-	-

⁽¹⁾ In accordance with the policy to remunerate based on the Company's operating result in the rate not exceeding 2.0 percent of the total net profits but not exceeding Baht 14 million.

No other benefits

The amount of bonus payable to each director shall be calculated in proportion to the period of each director's service.

It is noted that the executive directors of the Company shall not receive the remuneration and bonus as the director and member of the sub-committees of the Company.

Board of Directors' Opinion: The Board of Directors has agreed with the Nomination and Remuneration Committee's proposal who consider the directors' remuneration payment based on the appropriateness of the scope of duties and responsibilities of each Committee, the director's knowledge, competency, experience and performance under current circumstances, including the expertise demanded by the Company during business expansion and the comparison to the reference data of the same industry. The Board of Directors, therefore, deems it appropriate to propose the 2023 Annual General Meeting of Shareholders to consider and approve directors' remuneration for the year 2023 consisting of (1) monthly remuneration (2) meeting allowance and (3) Bonus from the Company's 2022 performance without other benefits.

Voting: The resolution for this agenda requires a vote of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.

Agenda 6

To Approve the Appointment of the Auditors and Fixing the Audit Fee for the Year 2023

Fact and Rationale: In compliance with Section 120 of the PLCA which prescribes that the annual general meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the Company every year; and in appointing the auditor, the former auditor may be re-appointed. In addition, the Notification of the Office of the Securities and Exchange Commission provides that listed companies shall rotate auditor once the auditor has performed duties in reviewing, auditing and providing opinion to the Company's financial statements for a total period of 7 years, whether it is consecutive or not, the company is allowed to appoint the such auditor to be the auditor of the Company when 5 consecutive accounting periods have been passed.

For the year 2022, the Company's auditor is Mr. Preecha Arunnara, Certified Public Accountant (Thailand) No. 5800 from EY Office Limited ("EY") who is responsible for reviewing, auditing and giving opinions on the company's financial statements for one years, which is not more than the time stipulated by the Securities and Exchange Commission.

Audit Committee's Opinion: The Audit Committee has considered and resolved that the auditors from EY be the auditors of the Company for the year 2023 as EY has a proven record of standardized work processes recognized by the leading companies in Thailand, strong auditing experience and expertise, a good understanding of the Company's business and audit fees appropriate for the amount of work and comparable to the rates applied to other listed companies of the same level. Its performance in 2022 is also satisfactory. The Audit Committee thus deems it appropriate to propose to the Board of Directors to submit the appointment of the auditors from EY as the Company's auditors for the year 2023 to the Annual General Meeting of Shareholders for consideration and approval.

Board of Directors' Opinion: The Board of Directors has considered and approved, as proposed by the Audit Committee, that it is appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the appointment of the auditors from EY to be the auditors of the Company for the year 2023 and fixing the audit fees for the year 2023 with details as follows:

1. Appointment of the following auditors from EY to be the auditors of the Company for the fiscal year 2023:

Name of Auditor	License No.	Year (s) of service as the Company's auditor
1. Miss Sirirat Sricharoensup	5419	1 st year proposed
2. Mr. Preecha Arunnara	5800	1 year (has been appoint in 2022)
3. Mr. Klot Suwantarangsri	8025	1 year (has been appoint in 2022)

to singly act as the auditor and give opinion on the Company's financial statements. In the absence of the above-named auditors, EY is authorized to identify one other Certified Public Accountant within EY to carry out the work.

2. Fixing audit fee for the year 2023 in the amount of 2,056,000 which is higher than the previous year of Baht 410,000 or equivalent to 25 percent due to the change of an accounting systems. The general and internal control of the system and financial report of the Company shall be additional scope of work in order to review the aforementioned. The details of audit fee are as follows:

Details	2023 (propose)	2022
Audit fee ⁽¹⁾	2,056,000	1,646,000
Non-audit fee	-None-	-None-

⁽¹⁾ excluding an extra remuneration as actually occurred but shall not exceed 10 percent of the remuneration for the annual audit work

The auditor of the Company and the auditor of its subsidiary are the same auditing firm except new subsidiaries which have external auditors from other auditing firms due to the suitability of size and business operations. However, the Board of Directors will ensure that the consolidated financial statements will be completed on a timely basis.

It is noted that EY and auditors named above are the auditors approved by the Office of the Securities and Exchange Commission, and have no relationship with, or any interest in, the Company, its subsidiaries, management, major shareholders or their respective related persons in the manner which may have affected their independent performance of auditing duties.

Information of the proposed auditors for the year 2023 are delivered to the Company's shareholders together with this invitation to the 2023 Annual General Meeting according to *Attachment No. 3*.

Voting: The resolution for this agenda requires a majority vote of shareholders attending the meeting and casting their votes.

Agenda 7 Other Business (if any)

The Company had provided an opportunity for shareholders to propose agenda during November 1 – December 31, 2022 pursuant to the criteria disclosed on the Company’s website. However, no shareholder proposed any agenda for the 2023 Annual General Meeting.

All shareholders are cordially to attend the 2023 Annual General Meeting of Shareholders on Tuesday, April 18, 2023 at 14.00 hours through Electronic Meeting (E-AGM). Registration will open at 12.00 hours.

Any shareholders who is unable to attend and vote at the meeting on his/her behalf must either fill in and sign as appropriate Proxy Form B. as enclosed herewith (*Attachment No. 8*) or download Proxy Form A., Form B. or Form C. (Form C. is applicable only to foreign shareholders as registered in the registration book who have a custodian in Thailand) from the Company’s website at www.ubonbioethanol.com. Alternatively, shareholder may authorize one of the Company’s Independent Directors to attend and vote on his/her behalf. Details of the Independent Directors proposed by the Company as proxy of shareholders can be found in *Attachment No. 4* as enclosed herewith.

In this regard, any shareholder wishing to appoint another person as his/her proxy to attend and vote at the meeting on his/her behalf is asked to fill in and sign the proxy form and deliver it, together with the required documents, to the Company by Friday, April 7, 2023 with attention to the Office of Corporate Secretary, Ubon Bio Ethanol Public Company Limited, 7th floor, Sindhorn Tower 2, 130-132 Wireless Road, Lumpini Sub-District, Pathumwan District, Bangkok 10330.

The Company determined the name of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders on Monday, March 20, 2023 (Record Date).

the Board of Directors’ Meeting resolved to approve the authorization of the Chief Executive Officer to have power to perform any acts relating to the calling of the 2023 Annual General Meeting, including issuance of a notice calling the 2023 Annual General Meeting, change of date, time and venue of the 2023 Annual General Meeting and other details in relation to the 2023 Annual General Meeting, as deemed necessary or appropriate.

Please be informed to attend the meeting of the shareholders at the venue on the date and time mentioned above accordingly.

Sincerely yours,

-Sureeyot Khowsurat-
(Ms. Sureeyot Khowsurat)
Chief Executive Officer
On behalf of the Board of Directors
Ubon Bio Ethanol Public Company Limited

Notes: All shareholders can access the invitation to the 2023 General Meeting of Shareholders and all related documents at the Company’s website from March 20, 2023. If any shareholder has a query regarding the agenda of the 2023 General Meeting of Shareholders, please send the query in advance during March 20, 2023 and April 12, 2023 via email at comsec@ubonbioethanol.com or via post to the Office of Corporate Secretary, 7th floor, Sindhorn Tower 2, 130-132 Wireless Road, Lumpini Sub-District, Pathumwan District, Bangkok 10330

Annual Report for the year 2022

(Form 56-1 One Report 2022)

(Document is appeared in form of QR Code as an attachment of the invitation to 2023 Annual General Meeting of Shareholders)

Information of Individuals Nominated as the Directors to Replace the Directors Retired by Rotation

1. Mr. Siwa Sangmanee



Age	77 years
Type of Director	Independent Director
Date of Appointment	November 4, 2013
Duration of directorship in the Company	10 years 7 months (from November 4, 2013- April 2023) (13 year 7 months including the term of office after this appointment)
Current Position	- Chairman of the Audit Committee Appointment on November 4, 2013 - Chairman of the Nomination and Remuneration Committee Appointment on April 9, 2018
Education	- Master of Arts in Global Business Administration, National Institute of Development Administration - Bachelor of Arts in Political Science, Chulalongkorn University

Director Training / Others

- Director Certification Program (DCP) 97/2007
- Advance Audit Committee Program (AACP) 18/2015
- Advanced Master of Management Program 6, National Institute of Development Administration (NIDA)
- National Defence College of Thailand Program
- AC HOT UPDATE, Federation of Accounting Professions under the Royal Patronage of His Majesty the King
- Bhumipalung Phandin course is designed 2, Chulalongkorn University
- Thammasat Leadership Program 4, Thammasat University

Directorship/ other executive positions in other organization at present

- **Other listed companies** (2 organizations)

February 2022 - present	Chairman of the Board, Seafco Public Company Limited
April 11, 2013 - present	Independent Director, Seafco Public Company Limited
2017 – present	Advisor to the Board of Directors, Eastern Water Resources Development and Management Public Company Limited

- **Non-listed companies**

-None-

Working Experience (during the recent 5 years) and/or Important Positions

2013 – February 2022	Chairman of the Audit Committee, Independent Director, Seafco Public Company Limited
2021	Director, Bangkok Property Solutions Company Limited
2017 – 2021	Independent Director, Chairman of the Audit Committee, International Research Corporation Public Company Limited
2016 - 2018	Appointed Members, King Mongkut's Institute of Technology Ladkrabang
2015 - 2017	Appointed Members, Eastern Asia
2014	Advisor of Deputy Minister of Interior

- **Other Companies that compete with/related to the Company** -none-

Shareholding in the Company Personal: -none-

(as of December 31, 2022) Spouse or minor child: -none-

Relationship among Family with Other Directors and Executive: -none-

Meeting Attendance in 2022	Board of Directors' Meeting	10 out of 10	(100.00%)
	Audit Committee's Meeting	4 out of 4	(100.00%)
	Nomination and Remuneration Committee's Meeting	2 out of 2	(100.00%)
	Shareholders' Meeting	1 out of 1	(100.00%)
Director Nomination Criteria	The Nomination and Remuneration Committee ("NRC") Meeting No. 1/2023, on February 21, 2023, considered his qualifications, knowledge, expertise, board diversity and valuable working experiences. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors' Meeting No. 1/2023 held on February 21, 2023 for consideration.		

Relationship/Interest of Individual Nominated as Independent Director

Being a close relative of other directors/ executives/ major shareholders/ controlling persons/ or persons to be nominated as directors/ executives or controlling persons of the Company or its subsidiaries	No
Having the following interests in the Company/ parent company/ subsidiaries/ affiliates or any legal entities that may have conflicts at present or in the past 2 years:	
1. Being a director who participates in management, or being an employee, or advisor who receives a regular salary or fee	No
2. Being a professional service provider (e.g. auditor or lawyer)	No
3. Having the significant business relations that may affect the ability to perform duties independently	None

Nomination Rationale

The Board of Directors, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Mr. Siwa Sangmanee and deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and appoint him as the Independent Director of the Company for another term as he possesses the qualifications of Independent Directors as required by the relevant laws and in accordance with the prescribed qualifications of the Independent Directors of the Company. In addition, he is neither nominated by the Company's major shareholders nor executive, and is able to express his opinion independently. He also has extensive knowledge and expertise in the matters and business related to the Company.

Although Mr. Siwa Sangmanee has been in the position of independent director for 9 years, his qualifications, knowledge and experience can provide advices and opinions that are beneficial to good corporate governance for the Company. For the mention reasons, the Board of Director opinions that Mr. Siwa Sangmanee capable and suitable to hold the position of an independent director of the Company and is also able to perform duties in accordance with good corporate governance principles even though he was being in the position and holding the position of an independent director continuously for more than 9 years. Therefore, it deems to propose Mr. Siwa Sangmanee to the 2023 Annual General Meeting of Shareholders for approval

Information of Individuals Nominated as the Directors to Replace the Directors Retired by Rotation

2. Mr. Prasit Wasupath

Age	68 years
Type of Director	Independent Director
Date of Appointment	October 14, 2015
Duration of directorship in the Company	7 years 6 months (from October 14, 2015 - April 2023) (10 year 6 months including the term of office after this appointment)



Current Position	- Member of the Audit Committee Appointment on October 14, 2015
	- Member of the Nomination and Remuneration Committee Appointment on March 23, 2017
Education	- Master of Business Administration, Ramkhamhaeng University
	- Bachelor of Science, Kasetsart University

Director Training / Others

- Director Accreditation Program (DAP) 147/2018
- Corporate Governance for Capital Market Intermediaries (CGI) 2/2015
- Role of the Chairman Program (RCP) 36/2016

Directorship/ other executive positions in other organization at present

• **Other listed companies** (1 organizations)

2016 - present	Independent Director, Nomination and Remuneration Committee, Corporate Governance Committee, Thai foods Group Public Company Limited
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• **Non-listed companies**

2016 – present	Independent Director, Audit Committee, Sirivej Medical Company Limited
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Working Experience (during the recent 5 years) and/or Important Positions

2016 - 2019	Director, Chairman of Corporate Governance Committee, Thai Credit Guarantee Corporation
2015 - 2019	Chairman of Director, KTB Leasing Company Limited
2010 - 2019	Director, Executive Director, Remuneration Committee, KT ZMICO Securities Company Limited

• **Other Companies that compete with/related to the Company** -none-

Shareholding in the Company Personal: 125,000 shares or equivalent to 0.003%

(as of December 31, 2022) Spouse or minor child: -none-

Relationship among Family with Other Directors and Executive: -none-

Relationship among Family with Other Directors and Executive: -none-

Meeting Attendance in 2022	Board of Directors' Meeting	10 out of 10	(100.00%)
	Audit Committee's Meeting	4 out of 4	(100.00%)
	Nomination and Remuneration Committee's Meeting	2 out of 2	(100.00%)
	Shareholders' Meeting	1 out of 1	(100.00%)

Director Nomination Criteria

The Nomination and Remuneration Committee (“NRC”) Meeting No. 1/2023, on February 21, 2023, considered his qualifications, knowledge, expertise, board diversity and valuable working experiences. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors’ Meeting No. 1/2023 held on February 21, 2023 for consideration.

Relationship/Interest of Individual Nominated as Independent Director

Being a close relative of other directors/ executives/ major shareholders/ controlling persons/ or persons to be nominated as directors/ executives or controlling persons of the Company or its subsidiaries	No
Having the following interests in the Company/ parent company/ subsidiaries/ affiliates or any legal entities that may have conflicts at present or in the past 2 years:	
1. Being a director who participates in management, or being an employee, or advisor who receives a regular salary or fee	No
2. Being a professional service provider (e.g. auditor or lawyer)	No
3. Having the significant business relations that may affect the ability to perform duties independently	None


Nomination Rationale

The Board of Directors, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Mr. Prasit Wasupath and deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and appoint him as the Independent Director of the Company for another term as he possesses the qualifications of Independent Directors as required by the relevant laws and in accordance with the prescribed qualifications of the Independent Directors of the Company. In addition, he is neither nominated by the Company’s major shareholders nor executive, and is able to express his opinion independently. He also has extensive knowledge and expertise in the matters and business related to the Company.

Although Mr. Prasit Wasupath will be in the position of independent director for 9 years, his qualifications, knowledge and experience can provide advices and opinions that are beneficial to good corporate governance for the Company. For the mention reasons, the Board of Director opinions that Mr. Prasit Wasupath capable and suitable to hold the position of an independent director of the Company and is also able to perform duties in accordance with good corporate governance principles even though he was being in the position and holding the position of an independent director continuously for more than 9 years. Therefore, it deems to propose Mr. Siwa Sangmanee to the 2023 Annual General Meeting of Shareholders for approval

Information of Individuals Nominated as the Directors to Replace the Directors Retired by Rotation

3. Mrs. Saisunee Kuhakarn

Age	64 years	
Type of Director	Director	
Date of Appointment	April 18, 2011	
Duration of directorship in the Company	12 years (April 18, 2011- April 2023) (15years including the term of office after this appointment)	
Current Position	Director	
Education	- Bachelor of Nursing Science, (Siriraj Hospital), Mahidol University	

Director Training / Others

- Director Certification Program (DCP) 201/2015
- Director Accreditation Program (DAP) 111/2014

Directorship/ other executive positions in other organization at present

- **Other listed companies**

-None-

- **Non-listed companies**

2017 – present

Director, S. Khemrat Heritage Company Limited

2011 – present

Director, Mankhong Holding Company Limited

- **Other Companies that compete with/related to the Company** -none-

Shareholding in the Company

Personal: 1,250,000 shares or equivalent to 0.032%

(as of December 31, 2022)

Spouse or minor child: -None-

Khowsurat family has indirect shareholding of the Company through STK Capital Company Limited (“STK”) of 548,000,000 shares, equivalent to 14.00% and through K Plus Holding Company Limited (“Kplus”) of 460,520,000, equivalent to 11.77%. Khowsurat family holds shares in STK and Kplus more than 90%.

*Khowsurat family means: Mrs. Saisunee Kuhakarn (mother) Ms. Sureeyot Khowsurat (daughter) Mr. Tossri Khowsurat (son) and Mr. Sitthichai Khowsurat (father).

Relationship among Family with Other Directors and Executive:

- the mother of Ms. Sureeyot Khowsurat (Director and Chief Executive Officer)

Meeting Attendance in 2022	Board of Directors’ Meeting	10 out of 10	(100.00%)
	Executive Committee Meeting	4 out of 4	(100.00%)
	Shareholders’ Meeting	1 out of 1	(100.00%)

Director Nomination Criteria


The Nomination and Remuneration Committee (“NRC”) Meeting No. 1/2023, on February 21, 2023, considered her qualifications, knowledge, expertise, board diversity and valuable working experiences. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors’ Meeting No. 1/2023 held on February 21, 2023 for consideration.

Nomination Rationale

The Board of Directors, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Mrs. Saisunee Kuhakarn and deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and appoint her as the Director of the Company for another term as he possesses the qualifications of Directors as required by the relevant laws and in accordance with the prescribed qualifications of the Directors of the Company. She also has extensive knowledge and expertise in the matters and business related to the Company.

Information of Individuals Nominated as the Directors to Replace the Directors Retired by Rotation

4. Ms. Sureeyot Khowsurat

Age	36 years																			
Type of Director	Director																			
Date of Appointment	April 1, 2022																			
Duration of directorship in the Company	1 years (April 1, 2022- April 2023) (4 years including the term of office after this appointment)																			
Current Position	- Member of Risk Management Committee Appointment on April 1, 2022 - Chief Executive Officer Appointment on April 1, 2022																			
Education	<ul style="list-style-type: none"> ▪ Master of Business Administration, Sasin Graduate Institute of Business Administration, Chulalongkorn University ▪ Bachelor of Commerce, Accounting and Finance, Deakin University Australia 																			
Director Training / Others	-none-																			
Directorship/ other executive positions in other organization at present																				
<ul style="list-style-type: none"> • Other listed companies -none- • Non-listed companies <table border="0" style="margin-left: 20px;"> <tr> <td style="padding-right: 20px;">2022 – present</td> <td>Chairman, Ubon Sunflower Company Limited</td> </tr> <tr> <td>2022 – present</td> <td>Chairman, Ubon Bio Agricultural Company Limited</td> </tr> <tr> <td>2022 – present</td> <td>Chairman, Ubon Saeng Arthid Company Limited</td> </tr> <tr> <td>2022 – present</td> <td>Chairman, Ubon Wealth 1 Company Limited</td> </tr> <tr> <td>2022 – present</td> <td>Chairman, Ubon Wealth 2 Company Limited</td> </tr> <tr> <td>2022 – present</td> <td>Chairman, Ubon Wealth 3 Company Limited</td> </tr> <tr> <td>2022 – present</td> <td>Chairman, Ubon Wealth 4 Company Limited</td> </tr> <tr> <td>2022 – present</td> <td>Chairman, Ubon Wealth 5 Company Limited</td> </tr> <tr> <td>2022 – present</td> <td>Chairman, Ubon Wealth 6 Company Limited</td> </tr> </table> 			2022 – present	Chairman, Ubon Sunflower Company Limited	2022 – present	Chairman, Ubon Bio Agricultural Company Limited	2022 – present	Chairman, Ubon Saeng Arthid Company Limited	2022 – present	Chairman, Ubon Wealth 1 Company Limited	2022 – present	Chairman, Ubon Wealth 2 Company Limited	2022 – present	Chairman, Ubon Wealth 3 Company Limited	2022 – present	Chairman, Ubon Wealth 4 Company Limited	2022 – present	Chairman, Ubon Wealth 5 Company Limited	2022 – present	Chairman, Ubon Wealth 6 Company Limited
2022 – present	Chairman, Ubon Sunflower Company Limited																			
2022 – present	Chairman, Ubon Bio Agricultural Company Limited																			
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2022 – present	Chairman, Ubon Wealth 4 Company Limited																			
2022 – present	Chairman, Ubon Wealth 5 Company Limited																			
2022 – present	Chairman, Ubon Wealth 6 Company Limited																			
Working Experience (during the recent 5 years) and/or Important Positions																				
2021 - April, 2022	Executive Vice President, Business Development, Ubon Bio Ethanol Public Company Limited																			
2010 – 2017	Vice President, Operations, Ubon Bio Ethanol Public Company Limited																			
2007 – 2008	Executive Vice President, SK. Green Agro Product Company Limited																			
<ul style="list-style-type: none"> • Other Companies that compete with/related to the Company -none- 																				
Shareholding in the Company (as of December 31, 2022)	Personal: 381,000 shares equivalent to 0.010% Spouse or minor child: -none- Khowsurat family has indirect shareholding of the Company through STK Capital Company Limited (“STK”) of 548,000,000 shares, equivalent to 14.00% and through K Plus Holding Company Limited (“Kplus”) of 460,520,000, equivalent to 11.77%. Khowsurat family holds shares in STK and Kplus more than 90%.																			

*Khowsurat family means: Mrs. Saisunee Kuhakarn (mother) Ms. Sureeyot Khowsurat (daughter) Mr. Tossri Khowsurat (son) and Mr. Sitthichai Khowsurat (father).

Relationship among Family with Other Directors and Executive:

- the daughter of Mrs. Saisunee Kuhakarn (Director)

Meeting Attendance in 2022	Board of Directors' Meeting	8 out of 8	(100.00%)
	Executive Committee Meeting	4 out of 4	(100.00%)
	Risk Management Committee Meeting	5 out of 5	(100.00%)
	Shareholders' Meeting	1 out of 1	(100.00%)

Director Nomination Criteria

The Nomination and Remuneration Committee ("NRC") Meeting No. 1/2023, on February 21, 2023, considered her qualifications, knowledge, expertise, board diversity and valuable working experiences. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors' Meeting No. 1/2023 held on February 21, 2023 for consideration.

Nomination Rationale

The Board of Directors, exclusive of directors with conflict of interest in the agenda, has jointly and deliberately considered the qualifications of Ms. Sureeyot Khowsurat and deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and appoint her as the Director of the Company for another term as he possesses the qualifications of Directors as required by the relevant laws and in accordance with the prescribed qualifications of the Directors of the Company. She also has extensive knowledge and expertise in the matters and business related to the Company.

Definition of Independent Director

The qualification of each independent director shall be the followings:

1. not holding more than 1% of the total numbers of shares with the voting right issued by the Company, parent companies, subsidiary companies, associated companies. The shareholding shall include the holding of shares by all related persons of such independent director.
2. not being or was appointed as a director who is involved in business management, employee, advisor who has fixed salary or controlling person of the Company, parent company, subsidiary companies, associated companies, sister companies, major shareholders or controlling persons of the Company unless he or she has discharged from such position for not less than two years before being appointed as member of the Audit Committee.
3. not being a related person by blood or registration under laws, such as father, mother, spouse, sibling or children including spouses of children of other directors, executives, major shareholders, controlling person, or other persons who will be nominated as director, executive or controlling person of the Company and its subsidiaries.
4. not having or had business relationship with the Company, parent company, subsidiary companies, associated companies, major shareholders or controlling persons of the Company which may disturb any expression of independent opinion including not being or having been significant shareholder or controlling person of person who has business relationship with the Company, parent company, subsidiary companies, associated companies, major shareholders or controlling persons of the Company unless such relationship is terminated for not less than two years before being appointed as the independent director.

Such business relationship is inclusive of a trading transaction occurring on a conventional basis for the conduct of business; a rent or lease of property; a transaction involving assets or services; a provision or an acceptance of financial assistance through means of a loan, a guarantee, a use of an asset as collateral against debt; and, other similar actions which result in the Company or the party to the contract having a debt to be repaid to another party for the amount from 3% of net tangible assets (NTA) of the Company or from 20 million Baht, whichever is lower. This amount is determined by the calculation of Related Transaction value as per the announcement of the Securities and Exchange Commission. It is inclusive of debt(s) arising within one year prior to the day of business relationship with the same party.

5. not being or was an auditor of the Company, parent company, subsidiary companies, associated companies, major shareholders, controlling persons of the Company or juristic persons which have may have conflict of interest and not being significant shareholder, controlling person, managing partner of audit firm of the auditor of Company , parent company, subsidiary companies, associated companies, major shareholders, controlling persons of the Company unless he or she has discharged from such position for not less than two years before being appointed as the independent director.
6. not being or was a professional advisor including providing legal advisor service or financial advisor service which receives service fess greater than two million Baht per year from the Company , parent company, subsidiary companies, associated companies, major shareholders, controlling persons of the Company and not being significant shareholder, controlling person or managing partner of such professional advisor unless he or she has discharged from such position for not less than two years before being appointed as the independent director.
7. not being a director who act as representative for protecting the benefit of the Company's directors, major shareholders or shareholders who have relationship with major shareholders.
8. not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 % of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries.
9. not having any characteristic which make him or her incapable of expressing independent opinions with regard to the Company's business. In this regard, the above definition of independent director of the Company is in accordance with the minimum terms specified by the Securities and Exchange Commission.

**Profiles of auditors for appointment to be as the Company's auditor for the financial year 2023
EY Office Limited**

1. Miss Sirirat Sricharoensup	
CPA Registration No.	5419
Education	- Master Degree in Accounting, Chulalongkorn University - Bachelor Degree in Accounting, Chulalongkorn University
Experience	More than 25 years of audit working experience with EY and 13 years of experience being auditor of listed companies and serving clients in a wide range of industries, including both listed companies in the Stock Exchange of Thailand and multinational corporations. She has extensive experience with manufacturing, telecommunication, distribution of industrial products, service, and power industries. In addition, she also has considerable experience in initial public offering to listing on the Stock Exchange of Thailand.
Relationship or interest with the Company, subsidiaries, management, major shareholders or related person(s) with above parties	-None-
Used to be the auditor and express an opinion on financial statements of the Company	Never

2. Mr. Preecha Arunnara	
CPA Registration No.	5800
Education	- Master of Business Economics, Thammasat University - Bachelor of Accounting, Chulalongkorn University
Experience	- Approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand - More than 25 years of public accounting experience with EY serving clients in a wide range of industries, including both multinational corporations and listed companies in Thailand. His industry knowledge and experience in oil & gas, trading & retail, technology and electrical components, automotive parts and services (Online Business).
Relationship or interest with the Company, subsidiaries, management, major shareholders or related person(s) with above parties	-None-

Used to be the auditor and express an opinion on financial statements of the Company	Express an opinion for the year 2022
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3. Mr. Klot Suwantarangsri	
CPA Registration No.	8025
Education	<ul style="list-style-type: none"> - Master of Business Administration degree from SASIN Graduate Institute of Business Administration of Chulalongkorn University - Master of Business Administration degree from the University of Birmingham, United Kingdom - Bachelor of Accountancy degree from Chulalongkorn University
Experience	<ul style="list-style-type: none"> - Approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand - More than 18 years of public accounting experience with EY serving clients in a wide range of industries, including multinational corporations and listed companies in Thailand. His industry knowledge and experience in oil and gas, construction business, services, manufacturing, and retail businesses.
Relationship or interest with the Company, subsidiaries, management, major shareholders or related person(s) with above parties	-None-
Used to be the auditor and express an opinion on financial statements of the Company	Never

Information of the Independent Directors proposed by the Company as proxy of shareholders

(1) Mr. Siwa Sangmanee

Age	77 years
Current Position in the Company	Independent Director / Chairman of the Audit Committee/ Chairman of the Nomination and Remuneration Committee
Address	7th floor, Sindhorn Tower 2, 130-132 Wireless Road, Lumpini Sub-District, Pathumwan District, Bangkok 10330
Having interest/ non-interest on the agenda proposed at the shareholders' meeting	<ul style="list-style-type: none">• Having interest in Agenda 4 – To Approve the Appointment of the Directors Replace those Retired by Rotation• Having interest in Agenda 5 – To Approve the Directors' Remuneration for the Year 2023• No special interest which is different from other directors in all agenda proposed at the 2023 Annual General Meeting of Shareholders

(2) Mr. Prasit Wasupath

Age	68 years
Current Position in the Company	Independent Director / Member of the Audit Committee/ Member of the Nomination and Remuneration Committee
Address	7th floor, Sindhorn Tower 2, 130-132 Wireless Road, Lumpini Sub-District, Pathumwan District, Bangkok 10330
Having interest/ non-interest on the agenda proposed at the shareholders' meeting	<ul style="list-style-type: none">• Having interest in Agenda 4 – To Approve the Appointment of the Directors Replace those Retired by Rotation• Having interest in Agenda 5 – To Approve the Directors' Remuneration for the Year 2023• No special interest which is different from other directors in all agenda proposed at the 2023 Annual General Meeting of Shareholders

Note: Information of Independent Directors of the Company is shown in the 2022 Annual Report (Form 56-1 One Report 2022) under section Director.

Articles of Association in Relations to the Shareholders' Meeting

Board of Directors

Article 14. The Shareholders' Meeting shall appoint the directors from the majority votes of the shareholders who attend the meeting and vote according to the following the regulations and procedures:

- (1) Each shareholder shall have a number of votes equal to one (1) share(s) one (1) vote(s).
- (2) Each shareholder may elect the director individually.
- (3) The persons who receive the highest majority votes in descending order shall be appointed as directors in the amount of the directors required or as to be elected in such the Meeting. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the chairperson shall have a casting vote.

Article 15. At every Annual General Meeting of Shareholders, one-third (1/3) of the directors shall retire from office at such time. If the number of directors is not a divisible by three, directors in the number closest to one-third (1/3) 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.

Article 16. A director is entitled to receive the remuneration in form of rewards, meeting allowances, bonuses or other compensations from the Company according to the consideration of the Shareholders' Meeting and has the resolution not less than two-thirds (2/3) of all votes of the shareholders present at the Meeting. Such remuneration may be at fixed amount or specified from time to time or shall be permanent until there has been an amendment approved by Shareholders' Meeting. Moreover, the director is also entitled to a per diem and any fringe benefit according to the regulations of the Company.

The provision in the first paragraph shall not affect the rights of an officer or an employee, who has been appointed to be a director to receive the remuneration and benefits in their capacity as an officer or an employee of the Company.

The payment of remuneration under the first paragraph and the second paragraph will not be in conflict or against the qualification of the directors who are the independent director of the Company according to the laws relating to securities and exchange.

Shareholders' Meeting

Article 30. The Board of Directors shall call a Shareholders' Meeting which is an Annual Ordinary General Meeting of shareholders within four (4) months of the end of the fiscal year of the Company.

Any Shareholders' Meetings other than the one referred to in the first paragraph shall be called an Extraordinary General Meeting. The Board of Directors shall convene such Extraordinary General Meeting at any time as deemed appropriate, or one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an Extraordinary General Meeting at any time, but the reasons for calling such Meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed in the abovementioned, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the date as the abovementioned. In this circumstance, the meeting shall be deemed as the Shareholders' Meeting called by the Board of Directors. The Company shall be responsible for necessary expenses incurred from such meeting and provide facilitation as reasonable.

In case the meeting summoned by such shareholders under the previous paragraph does not constitute a quorum as prescribed in this Article of Association, the shareholders who subscribe their names to call for the meeting shall jointly be responsible for expenses incurred from such meeting to the Company.

Article 31. In regard to calling the Shareholders' Meeting, the Board of Directors shall prepare a notice containing information regarding the venue, date, agenda, and matters to be proposed to the meeting together with adequate details. The matters to be proposed to the Shareholders' Meeting must be clearly identified whether they are proposed for acknowledgement, approval, or consideration. In addition, the notice shall include the comments of the Board of Directors on such matters. The meeting notice shall be sent to the shareholders and the registrar at least seven (7) days prior to the Meeting's date and shall be published on a newspaper prior to the meeting date for at least three (3) consecutive days three (3) days prior to the Meeting's date.

The venue of the Shareholders' Meeting shall be located in the province in which the head office located or any other province within the Kingdom.

Article 32 In the Shareholders' Meeting, the shareholder may appoint proxy to other persons to attending the Meeting and vote in place of the shareholder. The proxy form must contain the dates and signed by the shareholder giving the proxy and must be in accordance with the orders of the Registrar.

This proxy form will be given to the chairperson of the Board of Director or the person as prescribed by the chairperson of the Board of Director at the location of the Meeting before the proxy attend the Meeting.

Article 33. In every Shareholders' Meeting, there must be the presence of the shareholders and proxies (if any) of at least twenty-five (25) persons and shall have the combined shares of no less than one-third (1/3) of the number of shares sold, or there must be at least half (1/2) of the total number of shareholders and proxies (if any) and hold the shares in an aggregate of at least one-third (1/3) of the total number of the shares sold to constitute a quorum.

In case there appeared in any Shareholders' Meeting, when the one (1) hour after the beginning time for which the meeting is scheduled has passed and the quorum has not been met, if such Shareholders' Meeting is called at the request of the shareholders, such Shareholders' Meeting shall be terminated. If the Shareholders' Meeting is not called at the request of the shareholders, the Shareholders' Meeting shall be adjourned. In this regard, a notice shall be sent to the shareholders at least seven (7) days prior to the meeting date. A quorum for this rescheduled Shareholders' Meeting is not required.

The chairperson of the Board of Directors shall be the chairperson of the Meeting. In the case that the chairperson of the Board of Directors is not present or is unable to perform his/her duty, the vice chairperson shall act as the chairperson of the Shareholders' Meeting. If the vice chairperson is not present or is unable to perform his/ her duty, a shareholder shall be elected to be the chairperson of the Shareholders' Meeting.

Article 34. In regard to the voting of the Shareholders' Meeting, one (1) share shall have one (1) vote and the resolution of the Shareholder's Meeting shall consist of the following votes:

- (1) In the normal case, a majority of the shareholders who attend the meeting and cast their votes. In the event of a tied vote, the chairperson shall have a casting vote;
- (2) Each of the following matters require at least three-fourths (3/4) of the total votes of the shareholders who attend the meeting and have the rights to vote:
 - (a) The sale or transfer of the whole or substantial part of business of the Company to other persons;
 - (b) The purchase or acquisition of the transfer of the business of other companies or private companies by the Company;
 - (c) The execution, amendment, or termination of contract with respect to the granting of a lease of the whole and substantial part of business of the Company, the assignment of other person(s) to manage the business of the Company, or the amalgamation of the Company's business with other persons with the purpose of sharing benefits or deficits;
 - (d) The amendment of the Company's Memorandum of Association or Articles of Association;
 - (e) The increase or decrease of the registered capital of the Company or the issuance of debentures;

- (f) The merging or the dissolution of the Company;
- (g) The debt restructuring by the issuance of new shares to repay the debt of to the creditors according to the debt-to-equity swap; or
- (h) Any other cases as prescribed by the laws relating to securities and exchange.

Article 35. The following businesses are to be transacted at the Annual General Meeting of the shareholders:

- 1) To consider and acknowledge the report of the Board of Directors relating to the Company's performance in the previous year;
- 2) To consider and approve the financial statement and the profit and loss statement from the previous fiscal year;
- 3) To consider and approve the allocation of profits and legal reserve, and the dividend payment;
- 4) To consider and approve the appointment of directors to substitute the retiring directors by rotation and the director's remuneration;
- 5) To consider and approve the appointment of auditor and audit fee;
- 6) Other businesses

Accounting, Finance and Auditing

Article 40. The Board of Director must arrange for a production of financial statement and a profit and loss statement at the ending date of the fiscal year of the Company to be proposed to the Shareholders' Meeting in the Annual General Shareholders' Meeting to consider and approve such profit and loss statement. The Board of Director must ensure that the auditor has completed the review before its proposal to the Shareholders' Meeting.

Article 42. The Annual General Shareholders' Meeting shall be entitled to appoint the auditor and determine the remuneration of the auditor of the Company yearly. In appointing the auditor, there may be a reappointment of the same auditor. The auditor must not be the director, employee, or any position-holder in the Company. In this regard, the Company must arrange for a rotation of the auditor according to the regulations stipulated in the laws relating to the securities and exchange and/or other relevant laws.

Dividend and Reserve

Article 44. Dividends shall not be paid other than out of profits. If the Company still has an accumulated loss, no dividend shall be distributed.

Unless it is in the case of the preferential shares which the Article of Association has stated otherwise, the dividends shall be distributed in accordance with the number of shares, with each share receiving an equal amount.

The payment of dividends shall be approved by a Shareholders' Meeting.

The Board of Directors may, from time to time, pay to the shareholders interim dividends, as appear to the directors to be justified by the profits of the Company, and shall report to the shareholders regarding the payment of interim dividends at the next Shareholders' Meeting.

The dividend payment shall be made within one (1) month of the date on which the resolution has passed at the Shareholders' Meeting or of the Board of Directors as the case may be. The dividend payment shall be announced to the shareholders in writing, and notice of the dividend payment shall be published in a newspaper for at least three (3) days consecutively. There shall be no interest charged on the Company if the payment of dividend has been distributed according to the timeframe stipulated by the laws.


Article 45. The Company shall place at least five (5) percent of its annual net profit less any accumulated losses carried forward (if any) to a reserve fund, until the reserve fund reaches at least ten (10) percent of the registered capital.

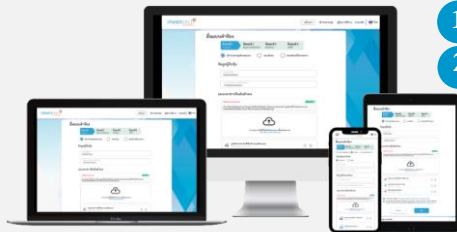
Guidelines for attending the AGM through Electronic Meeting (E-AGM) and the Appointment of Proxies

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://con.inventech.co.th/UBE145230R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



1 Click link URL or scan QR Code in the letter notice Annual General Meeting

2 Choose type request for request form to 4 steps

Step 1 Fill in the information shown on the

Step 2 Fill in the information for verify

Step 3 Verify via OTP

Step 4 Successful transaction, the system will display information again to verify the exactitude of the information

**** Merge user accounts, please using the same email and phone number ****

3 Please wait for an email information detail of meeting and Password

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 7 April 2023 at 8:30 a.m. and shall be closed on 18 April 2023 Until the end of the meeting.


3. The electronic conference system will be available on 18 April 2023 at 12:00 p.m. (2 hours prior to the meeting start). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by April 7, 2023 at 5.00 p.m.

Company Secretary
Ubun Bio Ethanol Public Company Limited
7th floor, Sindhorn Tower 2, 130-132 Wireless Road, Lumpini Sub-District, Pathumwan District, Bangkok 10330

If you have any problems with the software, please contact Inventech Call Center

 02-931-9137

 @inventechconnect

 The system available during 7 – 18 April 2023 at 08.30 a.m. – 05.30 p.m.
(Specifically excludes holidays and public holidays)

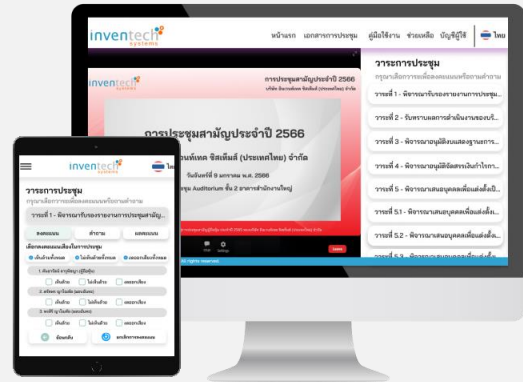


Report a problem
@inventechconnect

Voting process (e-Voting)

Use Cases PC/Laptop and Mobile/iPad

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button
- 3 Then click on “Join Attendance”
- 4 Select which agenda that you want to
- 5 Click on “Vote” button
- 6 Click the voting button as you
- 7 The system will display status your latest



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed.

To ask questions via Inventech Connect



- Select which agenda
- Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”

How to use Inventech Connect



User Manual e-Request



User Manual e-Voting

*** Note :** Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements

- **High-Definition Video:** Must be have internet speed at 2.5 Mbps (Speed internet that recommend).

- **High Quality Video:** Must be have internet speed at 1.0 Mbps.

- **Standard Quality Video:** Must be have internet speed at 0.5 Mbps.

2. Equipment requirements.

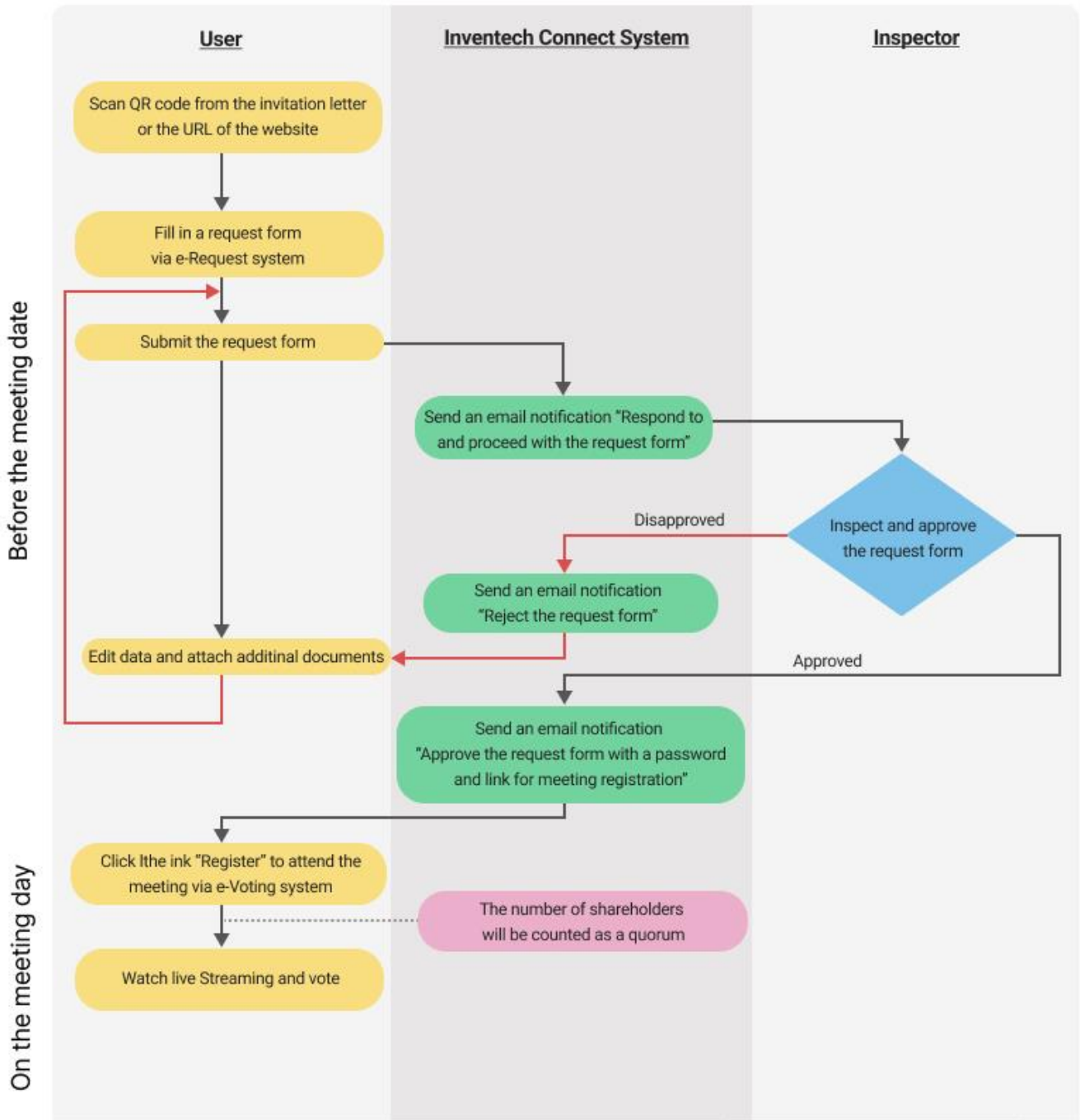
- **Smartphone/Tablet** that use IOS or android OS.

- **PC/Laptop** that use Windows or Mac OS.

3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge

**** The system does not support internet Explorer.**

Guidelines for attending of Electronic Meeting



System Usage Conditions

In case of merging / changing accounts

In case of submitting multiple request by using the same email and phone number, the systems will merge accounts or in case that user has more than 1 account, he/she can click on "Change account" to switch between accounts, will still be while counted as the base account in the meeting

In case of leaving the meeting

Attendees can click on "Register for leaving the meeting", the number of your shares will be deducted from base votes in all unfinished agenda items meeting base.

Registration procedure, documents for registration, proxy and voting

1. Registration

Inventech System (Thailand) Company Limited will be the facilitator to provide E-AGM system for the 2023 Annual General Meeting of Shareholders of Ubon Bio Ethanol Public Company Limited (the “Company”). The process of shareholder and proxy holder can register and submit the documents or evidences for confirmation to attend the Meeting as the description on topic “*Guidelines for attending the AGM through Electronic Meeting (E-AGM)*”, appeared in this document.

2. Documents for Registration

1.) Individual Shareholder:

1.1) Thai citizen

- (a) In the case of attendance in person: registration form and a valid identification document of the shareholder such as identification card, driving license, civil servant identification card or state-owned enterprise employee identification card.
- (b) In the case of attendance by proxy: registration form, a certified true and correct copy of the shareholder’s identification document, proxy holder’s identification document or passport (in case of foreigner), and a completed Proxy Form attached to the invitation to the meeting which is duly signed by the shareholder (proxy grantor) and the proxy.

1.2) Non-Thai citizen

- (a) In the case of attendance in person: registration form and passport of the shareholder.
- (b) In the case of attendance by proxy: registration form, a certified true and correct copy of the shareholder’s passport, proxy holder’s identification document or passport (in case of foreigner), and a completed Proxy Form attached to the invitation to the meeting which is duly signed by the shareholder (proxy grantor) and the proxy.

2.) Juristic Entity Shareholder:

2.1) Juristic entity registered in Thailand

- (a) Registration form and company affidavit issued by Department of Business Development, Ministry of Commerce within 180 days together with identification card or passport (in case of foreigner) of the authorized director attending in person;
- (b) In the case of attendance by proxy:
 - Registration form;
 - Certified true and correct copy of Company Affidavit issued by Department of Business Development, Ministry of Commerce within 180 days by the authorized director(s) together with the Company’s seal affixed (if any);
 - Identification card or passport (in case of foreigner) certified true and correct copy by the authorized director who signs on the Proxy Form;
 - Identification card or passport (in case of foreigner) of the proxy; and
 - A completed Proxy Form attached to the invitation to the meeting which is duly signed by the shareholder (proxy grantor) and the proxy.

2.2) Juristic entity registered outside of Thailand

- (a) Registration form and company affidavit issued by the relevant authority within 1 year showing details of the authorized signatories together with identification card or passport (in case of foreigner) of the authorized director attending in person;
- (b) In the case of attendance by proxy:
 - Registration form;
 - Certified true and correct copy of Company Affidavit issued by the relevant authority within 1 year showing details of the authorized signatories by the authorized director(s) together with the Company’s seal affixed (if any);
 - Identification card or passport (in case of foreigner) certified true and correct copy by the authorized director who signs on the Proxy Form together with identification card or passport (in case of foreigner) of the proxy; and
 - A completed Proxy Form attached to the invitation to the meeting which is duly signed by the shareholder (proxy grantor) and the proxy.

All photocopies must be certified as true and correct copies and in the case of documents produced or executed outside of Thailand, such documents should be notarized by a notary public.

3. Proxy

The Company provided 3 types of proxy form which are form A, form B, and form C to shareholders for using in accordance with the Notification of Department of Business Development regarding the proxy forms (No.5) B.E. 2550 (2007) as follows:

- Proxy Form A: General proxy form (it can be used for all shareholders in any cases)
- Proxy Form B: Proxy form which the details of proxy are specified in each agenda (it can be used for all shareholders in any cases)
- Proxy Form C: Proxy form to be used by shareholder who is a foreign investor and appoint the Custodian in Thailand to act as the securities depository agent.

The shareholder who is not able to attend the meeting may appoint a person as your proxy by proceeding follows:

- 1) Complete only one of the proxy forms;
- 2) Authorize a person or an Independent Director (**Attachment No. 8**) to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your Proxy by choosing only one person to be the proxy to attend the meeting;
- 3) Affix the Baht 20 stamp duty with specifying the date of Proxy Form across such stamp duty.

Allocation of shares to several proxies to vote in the Meeting is not allowed. The Shareholder shall authorize the Proxy to cast the votes by all the shares held by it. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.

4. In counting of votes, resolutions shall be passed by votes as follows:

Agenda 2 to Agenda 4 and Agenda 6 require the approval of the meeting by a majority of vote of shareholders attending and casting the votes at the meeting.

Except for:

Agenda 2	which is for acknowledge the Board of Directors' report on 2022 operating results and thus voting is not required.
Agenda 5	which is for consider and approve the Directors' remuneration for the year 2023 and requires the approval of the meeting with the votes of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.

In connection with the **Agenda 5** which is for the consideration and approval of the appointment of the directors to replace those retired by rotation in accordance with the criteria set out in Article 14 of the Company's Articles of Association as follows.

- (1) Each shareholder shall have a number of votes equal to one (1) share(s) one (1) vote(s).
- (2) Each shareholder may elect the director individually.
- (3) The persons who receive the highest majority votes in descending order shall be appointed as directors in the amount of the directors required or as to be elected in such the Meeting. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the chairperson shall have a casting vote.

แบบการส่งคำถามล่วงหน้าก่อนการประชุมสามัญผู้ถือหุ้นประจำปี 2566
Question Form for the 2023 Annual General Meeting of Shareholders

ข้าพเจ้า (นาย/ นาง/ น.ส./ อื่นๆ) I, (Mr./Mrs./Ms./Others) ชื่อ/Name.....นามสกุล/Surname.....

โทรศัพท์/Telephone:.....อีเมลล์/Email:.....

เป็นผู้ถือหุ้นของบริษัท อูบล ไบโ อีทานอล จำกัด (มหาชน) ผู้รับมอบฉันทะจาก.....

being a shareholder of Thai Group Holdings Public Company Limited being a proxy of

ขอส่งคำถามเกี่ยวกับการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ของบริษัท ดังนี้ / would like to submit question(s) relating to agenda (s) for the 2023 Annual General Meeting of Shareholders of the Company as follows:

วาระที่ 1 รับทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปี 2565

Agenda 1 To Acknowledge the Directors' Report on the Company's 2022 Performance

วาระที่ 2 พิจารณานุมัติงบการเงินสำหรับปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2565 ซึ่งผ่านการตรวจสอบโดยผู้สอบบัญชีของบริษัทแล้ว

Agenda 2 To Approve the Company's Audited Financial Statement for the Year Ended December 31, 2022

วาระที่ 3 พิจารณานุมัติการจัดสรรกำไรสุทธิประจำปี 2565 ไว้เป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผล

Agenda 3 To Approve the Allocation of Earning Appropriations and Dividend Payment

วาระที่ 4 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda 4 To Approve the Appointment of the Directors Replace those Retired by Rotation

วาระที่ 5 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2566

Agenda 5 To Approve the Directors' Remuneration for the Year 2023

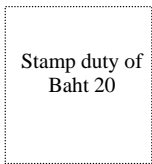
วาระที่ 6 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2566

Agenda 6 To Approve the Appointment of the Auditors and Fixing the Audit Fee for the Year 2023

วาระที่ 7 เรื่องอื่นๆ (ถ้ามี)

Agenda 7 Other Business (if any)

Proxy Form A. (General Form)
Attachment to the Notification of Department of Business Development
Re: Prescription of Proxy Forms (No. 5) B.E. 2550 (2007)



Made at.....

Date.....

(1) I/we, Nationality,
 Residence No., Road, Tambol/Sub-district,
 Amphoe/District, Province, Postal code

(2) Being the shareholder of **Ubun Bio Ethanol Company Limited**, holding a total number ofshare(s), representing a total number of vote(s) comprising:

..... ordinary share(s), representing vote(s);

..... preferred share(s), representing vote(s),

(3) Hereby appoint either one of the following persons:

(1), Age Years,
 Residence No., Road,
 Tambol/Sub-district, Amphoe/District,
 Province, Postal code

(2) **Mr. Siwa Sangmanee**, Age **77** Years,
 Residence No. **130-132, Sindhorn Tower 2, 7th floor**, Road **Wireless**,
 Tambol/Sub-district **Lumpini**, Amphoe/District **Pathumwan**,
 Province **Bangkok**, Postal code **10300**; or

(3) **Mr. Prasit Wasupath**, Age **68** Years,
 Residence No. **130-132, Sindhorn Tower 2, 7th floor**, Road **Wireless**,
 Tambol/Sub-district **Lumpini**, Amphoe/District **Pathumwan**,
 Province **Bangkok**, Postal code **10300**.

Individually, as my/our proxy to attend and vote at **the 2023 Annual General Meeting of Shareholders on Tuesday, April 18, 2023 at 14.00 hours through Electronic Meeting (E-AGM)** or at any adjournment thereof.

Any action (s) carried out by/decision(s) made by the proxy at the Meeting is/are regarded as carried out by me/us.

Signed _____ Grantor Signed _____ Proxy
 (_____) (_____)

Signed _____ Proxy Signed _____ Proxy
 (_____) (_____)

Remark: Only one proxy shall be appointed by the authorizing shareholder to attend a meeting and vote as his representative. The shareholder shall not split his votes to be given to more than one proxy.

Proxy Form B. (Form Clearly Specify Details of Proxy)
Attachment to the Notification of Department of Business Development
Re: Prescription of Proxy Forms (No. 5) B.E. 2550 (2007)

Stamp duty
of Baht 20

Made at

Date

(1) I/we, Nationality,
 Residence No., Road, Tambol/Sub-district,
 Amphoe/District, Province, Postal code

(2) Being the shareholder of **Ubun Bio Ethanol Company Limited**, holding a total number of share(s), representing a total number of vote(s) comprising:
 ordinary share(s), representing vote(s);
 preferred share(s), representing vote(s),

(3) Hereby appoint either one of the following persons:

(1), Age Years,
 Residence No., Road,
 Tambol/Sub-district, Amphoe/District,
 Province, Postal code; or

(2) **Mr. Siwa Sangmanee**, Age **77** Years,
 Residence No. **130-132, Sindhorn Tower 2, 7th floor**, Road **Wireless**,
 Tambol/Sub-district **Lumpini**, Amphoe/District **Pathumwan**,
 Province **Bangkok**, Postal code **10300**; or

(3) **Mr. Prasit Wasupath**, Age **68** Years,
 Residence No. **130-132, Sindhorn Tower 2, 7th floor**, Road **Wireless**,
 Tambol/Sub-district **Lumpini**, Amphoe/District **Pathumwan**,
 Province **Bangkok**, Postal code **10300**.

Individually, as my/our proxy to attend and vote at **the 2023 Annual General Meeting of Shareholders on Tuesday, April 18, 2023 at 14.00 hours through Electronic Meeting (E-AGM)** or at any adjournment thereof.

(4) At the said Meeting, I/we wish my/our voting right(s) will be exercised by the proxy as follows:

Agenda 1 : To Acknowledge the Directors' Report on the Company's 2022 Performance

- (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
 (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Approve Disapprove Abstain

Agenda 2 : To Approve the Company's Audited Financial Statements for the Year Ended December 31, 2022

- (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
 (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Approve Disapprove Abstain

Agenda 3 : To Approve the Allocation of Earning Appropriations and Dividend Payment

- (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
 (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Approve Disapprove Abstain

Agenda 4 : To Approve the Appointment of the Directors Replace those Retired by Rotation

- (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
 (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Election of the directors in whole:
 Approve Disapprove Abstain

- Election of individual directors:
 - (1) Director name Mr. Siwa Sangmanee
 Approve Disapprove Abstain
 - (2) Director name Mr. Prasit Wasupath
 Approve Disapprove Abstain
 - (3) Director name Mrs. Saisunee Kuhakarn
 Approve Disapprove Abstain
 - (4) Director name Ms. Sureeyot Khowsurat
 Approve Disapprove Abstain

Agenda 5 : To Approve the Directors' Remuneration for the Year 2023

- (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Approve Disapprove Abstain

Agenda 6 : To Approve the Appointment of the Auditors and Fixing the Audit Fee for the Year 2023

- (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Approve Disapprove Abstain

Agenda 7 : Other Business (if any)

- (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Approve Disapprove Abstain

(5) Voting by the proxy in respect of any agenda that is not in compliance with this Proxy Form shall be invalid and shall not constitute my/our voting as a shareholder.

(6) If I/we have not expressed my/our intention to vote on any agenda, or if such intention is not clearly expressed, or if the Meeting considers and votes on any matter other than those specified above, including amending or adding any fact, the proxy shall be entitled to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

All acts performed by the Proxy during the course of the Meeting, except for the vote of the Proxy which is not in accordance with this Proxy Form, shall bind me/us as if I/we performed such act.

Signed _____ Grantor
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Remarks:

1. A shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In the agenda of appointment of directors, shareholder is able to elect the whole board of directors or only certain directors.
3. If any additional item on the agenda is to be considered, the proxy may vote on such item in Supplemental Proxy Form B as attached.

Supplemental Proxy Form B.

Proxy is given as the shareholder of Ubun Bio Ethanol Public Company Limited

At the 2023 Annual General Meeting of Shareholders on Tuesday, April 18, 2023 at 14.00 hours through Electronic Meeting (E-AGM) or at any adjournment thereof.

Agenda..... :

(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Approve Disapprove Abstain

Agenda..... :

(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Approve Disapprove Abstain

Agenda..... :

(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Approve Disapprove Abstain

Agenda..... :

(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Approve Disapprove Abstain

Proxy Form C.

(Form only for foreign shareholders as registered in the registration book who have custodian in Thailand) Attachment to the Notification of Department of Business Development
Re: Prescription of Proxy Forms (No. 5) B.E. 2550 (2007)

Stamp duty
of Baht 20

Made at

Date

(1) I/we,
Residence No., Road,
Tambol/Sub-district, Amphoe/District,
Province, Postal code;
as a custodian for

Being the shareholder of **Ubun Bio Ethanol Public Company Limited**, holding a total number of share(s), representing a total number of vote(s) comprising:

..... ordinary share(s), representing vote(s);
..... preferred share(s), representing vote(s);

(2) Hereby appoint either one of the following persons:

(1), Age Years,
Residence No., Road,
Tambol/Sub-district, Amphoe/District,
Province, Postal code; or

(2) **Mr. Siwa Sangmanee**, Age **77** Years,
Residence No. **130-132, Sindhorn Tower 2, 7th floor**, Road **Wireless**,
Tambol/Sub-district **Lumpini**, Amphoe/District **Pathumwan**,
Province **Bangkok**, Postal code **10300**; or

(3) **Mr. Prasit Wasupath**, Age **68** Years,
Residence No. **130-132, Sindhorn Tower 2, 7th floor**, Road **Wireless**,
Tambol/Sub-district **Lumpini**, Amphoe/District **Pathumwan**,
Province **Bangkok**, Postal code **10300**.

Individually, as my/our proxy to attend and vote at **the 2023 Annual General Meeting of Shareholders on Tuesday, April 18, 2023 at 14.00 hours through Electronic Meeting (E-AGM)** or at any adjournment thereof.

(3) At the said Meeting, I/we authorize proxy to attend the Meeting and exercise my/our voting right(s) as follows:

(a) I/we grant the proxy the right to consider and vote on my/our behalf for total holding shares and voting right.

(b) I/we grant the proxy the right to consider and vote on my/our behalf for some of the total holding shares and voting right as follows:

..... ordinary share(s), representing vote(s);

..... preferred share(s), representing vote(s);

Total voting right vote(s).

(4) At the said Meeting, I/we wish my/our voting right(s) will be exercised by the proxy as follows:

Agenda 1 : To Acknowledge the Directors' Report on the Company's 2022 Performance

- (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- Approve Disapprove Abstain

Agenda 2 : To Approve the Company's Audited Financial Statement for the Year Ended December 31, 2022

- (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- Approve Disapprove Abstain

Agenda 3 : To Approve the Allocation of Earning Appropriations and Dividend Payment

- (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- Approve Disapprove Abstain

Agenda 4 : To Approve the Appointment of the Directors Replace those Retired by Rotation

- (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- Election of the directors in whole:
- Approve Disapprove Abstain
- Election of individual directors:
- (1) Director name Mr. Siwa Sangmanee
- Approve Disapprove Abstain
- (2) Director name Mr. Prasit Wasupath
- Approve Disapprove Abstain
- (3) Director name Mrs. Saisunee Kuhakarn
- Approve Disapprove Abstain
- (4) Director name Ms. Sureeyot Khowsurat
- Approve Disapprove Abstain

Agenda 5 : To Approve the Directors' Remuneration for the Year 2023

- (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- Approve Disapprove Abstain

Agenda 6 : To Approve the Appointment of the Auditors and Fixing the Audit Fee for the Year 2023

- (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- Approve Disapprove Abstain

Agenda 7 : Other Business (if any)

- (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 - Approve
 - Disapprove
 - Abstain

(5) Voting by the proxy in respect of any agenda that is not in compliance with this Proxy Form shall be invalid and shall not constitute voting by the shareholder.

(6) If I/we have not expressed my/our intention to vote on any agenda, or if such intention is not clearly expressed, or if the Meeting considers and votes on any matter other than those specified above, including amending or adding any fact, the proxy shall be entitled to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

All acts performed by the Proxy during the course of the Meeting, except for the vote of the Proxy which is not in accordance with this Proxy Form, shall bind me/us as if I/we performed such act.

Signed _____ Grantor
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Remarks:

1. Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C.
2. Supporting documents to be enclosed with the proxy form are as follows:
 - (a) Power of Attorney from shareholder authorizing a custodian to sign the proxy form on behalf of the shareholder
 - (b) Letter of certification to certify that the signatory in the proxy form has an authority to act as a custodian
3. A shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In the agenda of appointment of directors, shareholder is able to elect the whole board of directors or only certain directors.
5. If any additional item on the agenda is to be considered, the proxy may vote on such item in Supplemental Proxy Form C. as attached.

Supplemental Proxy Form C.

Proxy is given as the shareholder of Ubon Bio Ethanol Public Company Limited.

the 2023 Annual General Meeting of Shareholders on Tuesday, April 18, 2023 at 14.00 hours through Electronic Meeting (E-AGM) or at any adjournment thereof.

Agenda :

(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda :

(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda :

(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda :

(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Approve _____ votes Disapprove _____ votes Abstain _____ votes