




PRTR Group Public Company Limited.

Corporate Governance Policy.

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This Corporate Governance Policy is the copyright of PRTR Group Public Company Limited. The Company is committed to developing its corporate governance system in accordance with corporate governance principles, best practices, and the rules, regulations, and requirements of official authorities and regulatory bodies.

The Board of Directors approved this Corporate Governance Policy during Board Meeting No. 4/2019 on November 21, 2019, to serve as the primary principles and guidelines for executives, employees, and relevant stakeholders of the Company and its subsidiaries. This policy shall be effective from December 1, 2019, onwards.

To ensure that the Corporate Governance Policy remains current and appropriate for evolving situations and changes, the policy shall be reviewed at least once a year. Any amendments or revisions must be approved by the Board of Directors only.



(Mr. Niphon Bundechanan)

Acting Chairman of the Board of Directors.




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1. Introduction

The Board of Directors and the Management of PRTR Group Public Company Limited and its subsidiaries (the "Company") place the highest priority on Good Corporate Governance. This commitment serves as the fundamental principle in operating our business ethically, respecting rights, and maintaining accountability toward shareholders and stakeholders. Furthermore, the Company is dedicated to engaging in socially beneficial activities and strives to create long-term value to ensure sustainable business growth.

2. Objectives


- 2.1 To establish corporate governance policies, principles, and guidelines for the Company and its subsidiaries to adopt and implement in a consistent and unified manner.
- 2.2 To serve as a formal written communication tool for conveying corporate governance policies to personnel at all levels within the Company and its subsidiaries, ensuring a shared and accurate understanding.

3. Scope

This policy shall apply to PRTR Group Public Company Limited and its subsidiaries, encompassing 8 core principles and their respective guidelines.

4. Principles and Rationale

PRTR Group Public Company Limited firmly believes that a robust corporate governance process facilitates effective and efficient management, characterized by prudence, transparency, and accountability. Such practices build trust and confidence among shareholders, stakeholders, and all related parties. Furthermore, sound corporate governance enables the Company to achieve its strategies, objectives, and goals, resulting in strong performance, adaptability to change, and the creation of long-term corporate value for stable and sustainable growth.

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Accordingly, the Company has established this Corporate Governance Policy in alignment with the Corporate Governance Code (CG Code) of the Securities and Exchange Commission ("SEC"). This policy serves as the core principles and practical guidelines for all relevant parties to adopt and implement. To ensure the policy remains appropriate for current circumstances and the evolving business environment, it shall be reviewed at least once a year.

5. Corporate Governance Policy

The Board of Directors of PRTR Group Public Company Limited recognizes the paramount importance of good corporate governance as a key factor in ensuring fairness to all stakeholders and strengthening the Company's operations to achieve its strategies and objectives. Such practices are fundamental to creating shareholder value and fostering stable, sustainable growth. Accordingly, the Board has established the following 8 Core Principles and their respective guidelines:


Principle 1: Recognize the Roles and Responsibilities of the Board as Organizational Leaders to

Create Sustainable Value for the Business (Establish Clear Leadership Role and Responsibilities of the Board)

Principle 1.1: Leadership Roles and Responsibilities

The Board of Directors understands its roles and recognizes its responsibilities as leaders who must ensure that the organization is governed with sound management, encompassing:

- (1) Defining strategies, objectives, and goals
- (2) Establishing operating policies and allocating key resources to achieve the defined strategies, objectives, and goals
- (3) Monitoring, evaluating, and supervising performance reporting.

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Principle 1.2: Corporate Governance for Sustainable Value Creation

The Board of Directors, in its capacity as the organization's leader, shall establish corporate governance policies aimed at creating sustainable value for the business, leading to the following outcomes:

- (1) Conducting business with competitiveness and performance with a long-term perspective: while placing significant importance on creating long-term value for the business and considering impacts on society and the environment.
- (2) Engaging in ethical and responsible business: by upholding business ethics, respecting rights, and maintaining accountability toward shareholders and all stakeholders.
- (3) Operating as a good corporate citizen: by prioritizing social benefits alongside the development of environmental initiatives or the mitigation of negative environmental impacts.
- (4) Ensuring corporate resilience: by operating the business with the ability to adapt effectively to various changing factors.

The Board of Directors shall adhere to the following principles in governing the Company toward achieving good corporate governance outcomes.

- The Board of Directors shall place significant importance on business ethics and impacts on society and the environment, in addition to financial performance.
- The Board of Directors shall lead by example in governing the Company, upholding corporate values and ethics, and performing their duties with integrity to foster an ethical corporate culture.
- The Board of Directors shall establish written policies for directors, executives, and employees that outline operational principles and guidelines, such as the Code of Conduct.
- The Board of Directors shall oversee effective communication to ensure all directors, executives, and employees reach a clear understanding. Furthermore, the Board shall ensure sufficient mechanisms are in place to facilitate actual implementation, monitor compliance, and regularly review such policies and practices.

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Furthermore, the Company places the highest priority on corporate governance, firmly believing that robust governance practices foster the Group’s sustainable business growth. Accordingly, the Company has established a written Corporate Governance Policy and Business Code of Conduct to serve as a practical framework. This ensures that directors, executives, and employees recognize the significance of these principles, while compliance is regularly monitored. In addition, the Board of Directors mandates an annual review and update of the Corporate Governance Policy, the Business Code of Conduct, and all related governance policies. This commitment aims to elevate the organization's governance standards to international levels, ensuring they remain appropriate for current circumstances and the Group’s business operations.

Principle 1.3: Performing Duties with Responsibility, Prudence, and Integrity for the Best Interests of the Organization


The Board of Directors is responsible for ensuring that all directors and executives perform their duties with responsibility, Duty of Care, and Duty of Loyalty toward the organization, acting in the best interests of the Company. The Board shall establish sufficient mechanisms to ensure that the Company’s operations comply with relevant laws, objectives, Articles of Association, resolutions of shareholder meetings, and Company policies. This includes implementing approval processes for significant transactions to ensure full compliance with legal requirements.

Principle 1.4: Scope of Roles, Duties, and Responsibilities of the Board of Directors

The Board of Directors understands the scope of its roles, duties, and responsibilities. The Board shall clearly define and delegate roles and responsibilities to the Sub-committees, the Chief Executive Officer (CEO), and the Management, while maintaining oversight to ensure that all delegated duties are performed effectively.

1. The Board of Directors

The Board of Directors is committed to establishing the Company as a leading organization, internationally recognized as one of the most successful companies in Thailand. This is achieved through diversified business operations, robust management, and a highly skilled workforce. The Board of

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Directors possesses leadership, vision, and independence in decision-making, while maintaining accountability in governing the Company to ensure the best interests of all shareholders. Furthermore, there is a clear segregation of duties and responsibilities between the Board of Directors and the Management.

The Board of Directors is duty-bound to perform its functions in compliance with the law, the Company’s objectives, the Articles of Association, and the resolutions of both the Board and shareholder meetings. Such duties shall be discharged with integrity, prudence, and a steadfast commitment to corporate governance, while maintaining awareness of conflicts of interest, business ethics, and the Code of Conduct. This ensures that the Company’s operations are directed toward achieving the best interests of its shareholders and all stakeholders.


The roles and responsibilities of the Board of Directors further encompass defining the Company’s policies, vision, mission, values, strategies, and operational goals, as well as overseeing and evaluating the performance of the Management. These efforts are aimed at enhancing long-term shareholder value. In this regard, the Board of Directors must ensure that all duties are performed in strict compliance with the law, the Company’s objectives, and the Articles of Association.

The Board of Directors has established a written "Board Charter" which encompasses the Board's structure, qualifications, the appointment and removal of directors, meeting agendas, and the roles and responsibilities of the Board. It also covers the professional development of directors and corporate governance principles to ensure that directors can perform their duties with efficiency and transparency. To maintain alignment with current circumstances, regulations, and evolving situations, the Board Charter shall be reviewed at least once a year.

Further details regarding the roles, duties, and responsibilities of the Board of Directors are specified in the Board Charter, which is publicly disclosed on the Company’s website at www.prtr.com

2. Sub-committees

The Board of Directors has appointed several Sub-committees, comprised of individuals with specialized knowledge and expertise relevant to specific areas. These sub-committees are responsible for reviewing, screening, and providing recommendations and guidelines on matters assigned by the Board of Directors prior to submission for Board approval. The Sub-committees include.

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The structure, qualifications, meeting regulations, and roles and responsibilities of each Sub-committee are specified in their respective written Sub-committee Charters, which are publicly disclosed on the Company’s website at www.prtr.com. To ensure continued alignment with current circumstances, rules, regulations, and evolving situations, these charters shall be reviewed at least once a year.

3. Scope of Duties and Responsibilities of the Board of Directors and the Management

3.1 Primary Responsibilities of the Board of Directors include:

1. Reviewing, approving, and/or providing opinions on significant operational matters: such as defining the Company's policies, vision, mission, values, strategies, objectives, and both financial and non-financial performance targets.
2. Governing the business with corporate ethics and business integrity: including fostering an organizational culture where employees at all levels uphold and perform their duties with morality and ethics.
3. Overseeing projects and the Board's operations: to ensure they are appropriate for achieving the primary business objectives and goals with efficiency.
4. Recruiting, developing, determining remuneration, and evaluating the performance of the Chief Executive Officer (CEO).
5. Establishing the compensation and benefits structure for employees at all levels: as well as ensuring the existence of appropriate remuneration mechanisms that align with the Company’s performance in both the short and long term. This is effectively overseen by the Corporate Governance, Sustainable Development, Nomination and Remuneration Committee.

3.2 The Board of Directors, in collaboration with the Management, is responsible for considering, defining, and overseeing overarching operational policies to ensure alignment with the Company’s primary business objectives and goals. The Board of Directors delegates the authority for business management to the Management while maintaining oversight to ensure that all assigned duties are performed effectively. The

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Management is responsible for operating and managing the business in accordance with the strategies, policies, and work plans approved or endorsed by the Board of Directors. Furthermore, the Management is duty-bound to provide regular and appropriate reports on the Company’s operations to the Board of Directors.


1. Defining and reviewing strategies, business goals, work plans, and annual budgets.
2. Establishing and overseeing appropriate and sufficient internal control and risk management systems.
3. Defining the delegation of authority appropriate to the responsibilities of the Management.
4. Establishing frameworks for resource allocation and budget development: such as human resource management policies and plans, and information technology development policies.
5. Monitoring and evaluating performance based on the policies and plans delegated to the Management for execution.
6. Ensuring accurate, complete, and reliable disclosure of both financial and non-financial information to the public.

The Board of Directors shall maintain oversight at the policy level, while the Management is responsible for the execution of business operations in accordance with the strategies, policies, and work plans approved by the Board. The Management is accountable for operational decision-making across all areas, including business operations, marketing, sales, procurement, resource management, human resources, and general administration.

Principle 2: Define Objectives that Promote Sustainable Value Creation

Principle 2.1: Defining Main Objectives and Goals for Sustainability

The Board of Directors places the highest priority on defining the Company’s main objectives and goals toward sustainability. These objectives are aligned with creating value and benefits for the organization, customers, business partners, employees, shareholders, stakeholders, society, and the

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environment as a whole, in order to foster a corporate culture rooted in the principles of good corporate governance.

- (1) The Board of Directors is responsible for ensuring that the Company has clear and appropriate main objectives: aligned with economic, social, and environmental conditions to define a suitable Business Model. This includes establishing the Vision, Mission, and Values, or Principles and Purposes, and communicating them to personnel at all levels to drive the organization in a unified direction.
- (2) To achieve these primary objectives and goals, the Board of Directors shall determine a Business Model: that simultaneously creates value for the Company, stakeholders, society, and the environment. This determination takes into account:
 - (2.1) External environment and evolving factors: including the appropriate adoption of innovation and technology.
 - (2.2) Needs of customers and stakeholders.
 - (2.3) Competitiveness, expertise, opportunities, and business risks.
- (3) Corporate Values shall reflect key attributes of Good Corporate Governance: such as Accountability, Integrity, Transparency, and Due Consideration of Social and Environmental Responsibilities, among others.
- (4) The Board of Directors shall promote communication and ensure that the organization's main objectives and goals are reflected in the decision-making and operations of personnel at all levels: thereby fostering them as a core corporate culture.

Principle 2.2: Alignment of Business Strategies and Annual Plans with Main Objectives and Goals

The Board of Directors shall oversee and ensure that the Company's objectives, goals, and the formulation of business strategies—both annual and medium-term—are strictly aligned with the organization's main objectives and goals. This is achieved through the following actions:

- (1) Ensuring that business strategies and annual work plans are aligned with the Company's objectives, goals, and primary purposes: This includes sustainability targets for the medium-

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to-long term (3-5 years), taking into account environmental factors, opportunities, and the Company's risk appetite, with a required annual review.

- (2) Supporting the formulation of strategies for such goals: to ensure that the strategies and annual plans account for longer-term impacts and reasonably foreseeable circumstances. This includes monitoring the implementation of business strategies and reviewing the past year's performance to define the strategy for the following fiscal year.
- (3) Ensuring that strategy and annual plan formulation include an analysis of the environment and various factors (both opportunities and risks that may impact stakeholders across the entire Value Chain, as well as factors affecting the achievement of primary goals. Mechanisms should be established to understand stakeholder expectations.
- (4) Ensuring that strategy formulation promotes the creation and adoption of innovation and technology: to enhance competitiveness and respond to stakeholder needs appropriately and safely, grounded in social and environmental responsibility.
- (5) Evaluating the appropriateness of established targets in relation to the business environment and organizational potential: covering both financial and non-financial goals, in compliance with the law, ethical principles, and transparency.
- (6) Ensuring that the organization's main objectives and goals are communicated: through strategies and targets to ensure awareness and understanding among personnel throughout the organization.
- (7) Ensuring appropriate resource allocation and operational control.

Principle 3: Strengthen Board Effectiveness

Principle 3.1: Board Structure, Composition, and Qualifications

The Board of Directors is responsible for defining and reviewing the Board's structure, including its composition, the proportion of independent directors, and the number of directors appropriate for the business. Furthermore, the Board shall ensure diversity in terms of qualifications, specialized skills,


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and experience, ensuring they are suitable and necessary to achieve the Company’s primary objectives and goals.

- (1) The Board of Directors’ structure shall consist of directors and independent directors in such numbers and with such qualifications as prescribed by law, as well as the relevant notifications of the Office of the Securities and Exchange Commission (SEC) and the Capital Market Supervisory Board.
- (2) The Board of Directors maintains a policy to ensure Board Diversity, appropriate to the size, type, and complexity of the business, and aligned with the Company’s business strategy for effective performance. The Board shall consist of no fewer than five (5) and no more than twelve (12) members, depending on the business's scale and complexity. Furthermore, at least half of the total number of directors must reside within the Kingdom of Thailand.

The Board of Directors shall ensure that its composition encompasses directors with diverse qualifications, including professional skills, experience, capabilities, individual attributes, and specialized expertise. This diversity extends to gender, age, ethnicity, and nationality, all of which are essential to achieving the organization’s primary objectives and goals. To this end, a Board Skill Matrix shall be developed to assess the collective knowledge and proficiency of the Board, ensuring it possesses the appropriate qualifications to understand and respond effectively to stakeholder needs. Furthermore, the Board shall include at least one (1) Non-Executive Director with direct experience in the core business or industry in which the Group operates.

Furthermore, the Company believes that an appropriate Board structure—one characterized by diversity and non-discrimination regarding nationality, religion, culture, age, and gender—fosters independent and diverse perspectives, thereby enhancing the Board's overall perspective and operational efficiency. The Company recognizes the vital role and contribution of women on the Board and actively promotes the recruitment of female candidates for directorships. To this end, at least one (1) member of the Board of Directors should be female. Notwithstanding this commitment, the

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recruitment of new directors shall primarily prioritize the suitability and individual qualifications of the nominees.


(3) The Board of Directors shall maintain an appropriate proportion between Executive Directors and Non-Executive Directors to ensure an effective balance of power. Specifically:

(3.1) The majority of the Board shall consist of Non-Executive Directors, who are positioned to provide independent and objective opinions on the Management's performance.

(3.2) The number of Independent Directors shall comply with the regulations of the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). In any case, Independent Directors must represent at least one-third (1/3) of the total number of directors and shall not be fewer than three (3) members.

(4) Qualifications of Directors

Members of the Board of Directors must possess all requisite qualifications and must not have any prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, the Company's Articles of Association, the regulations of relevant supervisory authorities, and the Company's Corporate Governance Policy. In the event of recruiting individuals for the position of Independent Director, such individuals must meet the qualifications as defined in the Company's definition of "Independent Director." Furthermore, members of the Audit and Risk Management Committee must possess additional qualifications as prescribed by law. Further details regarding the qualifications of directors, independent directors, and committee members are specified in the Board Charter, the Corporate Governance, Sustainable Development, Nomination and Remuneration Committee Charter, and the Audit and Risk Management Committee Charter, all of which are disclosed on the Company's website at www.prtr.com.

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(5) The Board of Directors maintains a policy that the tenure of an Independent Director should not exceed a cumulative period of nine (9) years from the date of their first appointment. Nevertheless, upon completion of the nine-year term, an Independent Director may continue to hold office, provided that the Board of Directors conducts a reasonable assessment and provides justification regarding the continued independence of said director.

(6) The Board of Directors shall ensure that Independent Directors collaborate effectively with the entire Board and are able to express their opinions independently.


Furthermore, the structure, qualifications, and the appointment and removal of directors are specified in the Board Charter and the Corporate Governance, Sustainable Development, Nomination and Remuneration Committee Charter. The Board of Directors shall disclose its policy regarding Board Diversity, along with director information including gender, educational background, experience, shareholding proportions, years of tenure, and directorships in other listed companies in the Form 56-1 One Report and/or the Annual Report, and on the Company’s website at www.prtr.com

Principle 3.2: Roles and Duties of the Chairman of the Board and the Chief Executive Officer (CEO)

The Board of Directors shall select an appropriate individual to serve as the Chairman of the Board and shall ensure that the Board’s composition and operations facilitate the exercise of independent judgment in decision-making.

(1) The Chairman of the Board and the Chief Executive Officer have distinct duties and responsibilities. Accordingly, the Board of Directors has clearly defined and separated the roles of the Chairman and the CEO. The roles and responsibilities of the Chairman of the Board are specified in the Board Charter, while those of the Chief Executive Officer are specified in the Executive Committee Charter, both of which are disclosed on the Company’s website at www.prtr.com.

(2) In cases where the Chairman of the Board is not an independent director, and/or where the roles of the Chairman and the Chief Executive Officer are not clearly separated, the Board of Directors—to promote effective board performance, enhance the efficiency of the corporate

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governance system, and ensure the maximum benefit to the Company and its shareholders—shall appoint one (1) independent director to serve as the Lead Independent Director. The roles, duties, and responsibilities of the Lead Independent Director are as follows:

1. Acting as the representative of Independent Directors in discussions with the Chairman of the Board and the Management on significant matters concerning the Company’s operations, as well as serving as the primary liaison between Independent Directors, the Chairman, and the Management.

2. Collaborating with the Chairman of the Board and the Chief Executive Officer to determine the annual Board meeting agenda in advance.

3. Serving as the primary liaison for communication between shareholders and the Board of Directors.


4. Presiding as the Chairman of meetings for Non-Executive Directors.

(3) The Board of Directors has appointed Sub-committees to consider specific matters, screen relevant information, and provide recommendations for the Board’s consideration and approval (as the case may be). The structure, meeting regulations, and duties and responsibilities of each Sub-committee are specified in their respective Sub-committee Charters.

(4) The Board of Directors shall ensure the disclosure of information regarding the roles and responsibilities of the Board and its Sub-committees. This includes the number of meetings held, the attendance record of each director during the past year, performance reports of the Sub-committees, and any other information as required by relevant laws or regulations.

Principle 3.3: Nomination and Selection of Directors

The Board of Directors shall ensure that the nomination and selection of directors are conducted through a transparent and clear process. This is to ensure that the directors possess qualifications appropriate to the size, type, and complexity of the business, and are aligned with the Company’s business strategy and established Board composition.


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(1) The Board of Directors has appointed the Corporate Governance, Sustainable Development, Nomination and Remuneration Committee (“Corporate Governance Committee”) to perform the duty of nominating suitable candidates for proposal to the Board of Directors, or for providing opinions to the Board prior to submission to the Shareholders’ Meeting for appointment (as the case may be). The Board of Directors and/or the shareholders shall receive sufficient information regarding the nominees to support their decision-making.

(2) The Corporate Governance, Sustainable Development, Nomination and Remuneration Committee (“Corporate Governance Committee”) shall consider the criteria and methods for the nomination of candidates. In nominating new directors, the Committee shall take into account the Board Structure, ensuring a number of directors appropriate to the Company’s size and business strategy. This consideration includes Board Diversity, which encompasses, but is not limited to, ethnicity, religion, culture, place of origin, age, and gender. Furthermore, the Committee shall evaluate the suitability of qualifications and the specific skills currently lacking within the Board by developing a Board Skill Matrix. This matrix serves to define the required qualifications for the recruitment process, ensuring that the Board secures directors with the appropriate qualifications, professional skills, knowledge, and expertise.

In the event of nominating directors to replace those retiring by rotation, the Corporate Governance, Sustainable Development, Nomination and Remuneration Committee (“Corporate Governance Committee”) shall conduct a review of the nomination criteria and methods for recommendation to the Board of Directors. In cases where the Committee proposes the renomination of an existing director, the director’s past performance and contributions shall be taken into substantial consideration.

(3) The Corporate Governance, Sustainable Development, Nomination and Remuneration Committee (“Corporate Governance Committee”) shall identify and recruit candidates for the Company’s directorship through various channels. These include recommendations from existing directors, nominations submitted by the Company’s shareholders, the selection of qualified individuals

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from Director Pools maintained by various reputable organizations, or any other recruitment processes deemed appropriate and suitable by the Corporate Governance Committee.


(4) In the event that any individual is appointed as an advisor to the Corporate Governance, Sustainable Development, Nomination and Remuneration Committee (“Corporate Governance Committee”) to provide consultancy and recommendations regarding the aforementioned processes, the Company shall disclose such information, including the independence and absence of any conflict of interest of the said advisor, in the Form 56-1 One Report and/or the Annual Report.

Principle 3.4: Director Remuneration

The Shareholders’ Meeting holds the authority to approve the structure and rates of director remuneration. Therefore, when proposing remuneration to the shareholders, the Board of Directors shall ensure that the proposed structure and rates are commensurate with the duties and responsibilities assigned. Furthermore, the remuneration shall be designed to incentivize the Board of Directors to lead the organization toward achieving its both short-term and long-term goals.

(1) The Board of Directors has assigned the Corporate Governance, Sustainable Development, Nomination and Remuneration Committee (“Corporate Governance Committee”) the responsibility of reviewing the policy, structure, amount, forms, and criteria for all types of director remuneration, including both monetary and non-monetary compensation. These shall be proposed to the Board of Directors for endorsement before being submitted to the Shareholders’ Meeting for final approval.

In this regard, director remuneration shall be aligned with the Company’s performance, business size, strategy, and long-term objectives, as well as the experience, duties, scope of role, accountability, and responsibility of each director, including the expected benefits the Company derives from their service. Furthermore, remuneration shall be benchmarked against companies within the same industry and other listed companies on the Stock Exchange of Thailand (SET) with a similar Market Capitalization, in order to incentivize and retain directors who provide significant value to the Company.

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(2) Shareholders hold the authority to approve all forms of director remuneration structure and rates, including both monetary and non-monetary compensation. The Board of Directors is responsible for ensuring that the remuneration is appropriate, encompassing both fixed-rate compensation (such as monthly retainers and meeting allowances) and performance-based compensation (such as bonuses). Such remuneration shall be linked to the value created for shareholders and remain consistent with the nature of the business and industry conditions.

(3) The Board of Directors shall ensure the disclosure of the policy and criteria for determining director remuneration, which must reflect the assigned duties and responsibilities. This disclosure shall encompass both the forms and the specific amounts of such remuneration.


(4) In the event that any individual is appointed as an advisor to the Corporate Governance, Sustainable Development, Nomination and Remuneration Committee (“Corporate Governance Committee”) to provide consultancy and recommendations regarding the aforementioned processes, the Company shall disclose information regarding said advisor in the Form 56-1 One Report and/or the Annual Report. Such disclosure shall include the advisor’s independence and the absence of any conflict of interest.

Principle 3.5: Performance of Duties and Adequate Time Commitment of Directors

The Board of Directors shall ensure that every director takes responsibility for the performance of their duties and dedicates adequate time to the Company’s affairs.

(1) The Board of Directors shall establish mechanisms to support directors in thoroughly understanding their roles and responsibilities.

(2) The Board of Directors has defined criteria for holding directorships in other listed companies outside the Group, taking into account the performance and efficiency of directors holding such positions to ensure they can dedicate adequate time to their duties within the Company. Each director and the Chief Executive Officer (CEO) may hold directorships in no more than five (5) listed companies. Furthermore, such directorships must not create any conflict of interest. The Company shall ensure that

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all external directorships of the Board and the CEO are reported and disclosed in the Form 56-1 One Report and/or the Annual Report.

(3) In cases where a director holds a position as a director or executive, or is a stakeholder—whether directly or indirectly—in another business that may result in a conflict of interest, or where they may utilize the Company’s opportunities or information for personal gain, the Board of Directors shall implement adequate preventive measures and notify shareholders as appropriate.

(4) The Board of Directors maintains a policy encouraging each director to attend no less than 75% of the total number of Board meetings held during the fiscal year, except in cases of necessity or reasonable grounds that prevent such attendance.


Principle 3.6: Governance of Subsidiaries, Associate Companies, and Significant Investments.

The Company, in its capacity as the parent company, is responsible for overseeing the business operations of the Group. This includes establishing corporate governance policies and standards, defining the Group’s strategic direction and operational goals, and consistently monitoring compliance with these mandates. The Board of Directors holds the authority to determine the Group's overall business direction, operational framework, strategy, business plans, budget, and resource allocation. Furthermore, the Board is authorized to make decisions on matters significant to the Group’s business operations, such as the acquisition or disposal of investments, the acquisition or disposal of assets, and entering into or terminating joint ventures with other companies.

The Board of Directors has established the investment policy for subsidiaries, with details as follows:

Investment Policy for Subsidiaries

The Company maintains a policy of investing in businesses that align with or support the core operations of each business unit. Subsidiaries are utilized to define the market positioning and distinct identity of each business line, as well as to enhance operational efficiency and strategic agility for sustainable growth.


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(1) The Company shall appoint its representatives to serve as directors, executives, or controlling persons in each subsidiary or other business entities in which the Company has invested, in proportion to its shareholding. These representatives are tasked with overseeing the operations of such subsidiaries or investees. The scope of duties and responsibilities for these representatives shall be clearly defined to ensure that the subsidiaries or investees operate in compliance with applicable laws, the Company's Corporate Governance Policy, and other relevant group policies. In cases where a subsidiary involves joint venture partners, the Board of Directors shall mandate that the representatives perform their duties in the best interests of that subsidiary, while remaining aligned with the parent company's policies. Nevertheless, any investment by the Company must be reviewed and approved by the Board of Directors, taking into account the suitability of each entity and ensuring full compliance with legal procedures.

In the event that a subsidiary enters into any transaction or action classified as an Acquisition or Disposal of Assets or a Related Party Transaction, in accordance with the relevant notifications governing such matters, and should such transaction require the Company to obtain approval from its Board of Directors, its Shareholders' Meeting, and/or relevant regulatory authorities prior to execution, the subsidiary may only proceed with said transaction or action once the Company has duly obtained all necessary approvals from the Board of Directors, the Shareholders' Meeting, and/or the applicable regulatory authorities (as the case may be).

Furthermore, in the event that a subsidiary enters into a transaction or an incident occurs which obligates the Company to disclose information to the Stock Exchange of Thailand (SET) in accordance with relevant regulations and notifications, the representative directors of the said subsidiary shall have the duty to immediately notify the Company's Management. This notification must be made as soon as it becomes known that the subsidiary intends to enter into such a transaction or that such an incident has occurred.

(2) The Board of Directors and executives of each subsidiary and investee shall have key duties and responsibilities in accordance with applicable laws. These include, but are not limited to, the disclosure of financial positions and operating results to the Company, applying the relevant notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand

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(SET) mutatis mutandis. Furthermore, they are required to disclose and submit information regarding their own interests and those of their related persons to the Company’s Board of Directors. This is to ensure transparency regarding relationships and transactions with the Company, its subsidiaries, and other investees that may lead to potential conflicts of interest. They shall avoid entering into transactions that may give rise to such conflicts and must report other significant matters, such as capital increases, capital reductions, and the dissolution of subsidiaries.


(3) The Company shall establish work plans and take necessary actions to ensure that its subsidiaries and other investees disclose information regarding their operating results and financial positions. Furthermore, the Company will implement and monitor appropriate and sufficient disclosure and internal control systems within these entities to support their business operations effectively.

In addition, the Company will closely monitor the performance and operations of its subsidiaries and investees. It will present analytical reports, including opinions or recommendations, to both the Company's Board of Directors and the boards of the respective subsidiaries or investees. These insights are intended to support policy formulation and promote continuous improvement and sustainable growth across all entities within the Group.

(4) In the event of a significant investment in another business—such as an investment where the Company holds between 20% and 50% of the total voting rights, and where the initial or potential additional investment amount is material to the Company—the Board of Directors shall, where necessary, ensure the execution of a Shareholders’ Agreement or other formal arrangements. Such agreements are established to provide clarity regarding management authority, participation in significant decision-making, and the monitoring of operational performance. This ensures that the Company receives sufficient information to prepare its financial statements in accordance with applicable accounting standards and within the required regulatory timelines.

Principle 3.7: Performance Evaluation of the Board of Directors, Sub-committees, and the Chief Executive Officer

The Board of Directors shall conduct an annual performance evaluation for the Board as a whole, as well as for individual directors. This evaluation process also extends to the performance of all Sub-


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committees and the Chief Executive Officer (CEO). The results of these evaluations shall be utilized to further develop the performance of duties and to support the ongoing review of the appropriate composition of both the Board of Directors and its Sub-committees.

- (1) The Board of Directors shall conduct an annual performance evaluation of the Board as a whole, as well as on an individual basis. This also includes an annual performance evaluation for all Sub-committees. These evaluations are designed to allow the Board to collectively review its performance, identify challenges, and implement necessary improvements, based on clearly defined and systematic performance benchmarks.
- (2) The performance evaluation process shall, at a minimum, include a Self-Evaluation method. Cross-Evaluation may also be utilized as deemed appropriate. The criteria, procedures, and overall evaluation results shall be disclosed in the Form 56-1 One Report and/or the Annual Report.
- (3) The Board of Directors has assigned the Corporate Governance, Sustainable Development, Nomination and Remuneration Committee (“Corporate Governance Committee”) the responsibility of determining the performance evaluation criteria for the Chief Executive Officer (CEO). The results of the CEO’s evaluation, based on these established criteria, shall be presented to the Board of Directors for consideration and approval.

Principle 3.8: Enhancing Skills and Developing Knowledge for Directorship

The Board of Directors shall ensure that every director possesses a thorough understanding of their roles, duties, the nature of the business, relevant laws and regulations, and risk management standards. Furthermore, the Board promotes continuous skill enhancement and knowledge development for all directors. The Board has assigned the Corporate Governance, Sustainable Development, Nomination and Remuneration Committee (“Corporate Governance Committee”) the responsibility of establishing a Director Development Plan. This plan aims to enhance the knowledge of both current and newly appointed directors, ensuring they have a comprehensive understanding of the Company’s business, directorial roles and responsibilities, and significant industry developments. Additionally, the Company shall provide ongoing support to all directors to consistently strengthen the skills and expertise required for the effective performance of their duties.

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Furthermore, the Company provides a Director’s Handbook, which serves as a comprehensive compilation of essential information and resources for serving as a director of a listed company. This handbook is consistently reviewed and updated to ensure all information remains current and relevant.

The Board of Directors shall ensure that all newly appointed directors receive a comprehensive induction and are provided with essential information to support the effective performance of their duties. Furthermore, the Company shall ensure that such information is consistently reviewed and updated to remain current.


The Board of Directors shall ensure that all newly appointed directors receive a comprehensive induction and are provided with essential information to support the effective performance of their duties. An orientation program shall be conducted to ensure that new directors understand the Company’s history, business and shareholding structure of the Group, organizational structure, nature of business, and Group business policies. This also includes an overview of the Company’s financial position and operating results, as well as the scope of duties and responsibilities of the Board of Directors and its various Sub-committees. Furthermore, the Company shall provide all relevant documents and information, such as the Form 56-1 One Report and/or the Annual Report, the Corporate Governance Policy, and the Code of Business Conduct, among others.

The Board of Directors shall ensure that all directors receive continuous development of necessary knowledge and expertise. The Company actively promotes and supports directors and senior executives in attending seminars and relevant training programs that are beneficial to their respective roles, duties, and assigned responsibilities.

In this regard, the Board of Directors shall ensure the disclosure of information concerning the continuous training, seminars, and knowledge development of the Board in the Form 56-1 One Report and/or the Annual Report.

Principle 3.9: Board of Directors’ Meetings

The Board of Directors shall ensure that its operations are conducted efficiently and in an orderly manner, with full access to all necessary information. Furthermore, the Board shall ensure the appointment of a Company Secretary who possesses the essential and appropriate knowledge and experience required to effectively support the Board's operations.

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(1) Board Meeting Schedule and Frequency

Board of Directors Meeting


The Board of Directors shall convene at least once per quarter, with a minimum of six (6) meetings per fiscal year. Additional extraordinary meetings may be held as necessary. The annual meeting schedule and key agenda items shall be determined in advance for the entire year to ensure that all directors can allocate their time to attend. In this regard, the frequency of meetings shall be determined based on the suitability of the Board’s duties and responsibilities, as well as the nature of the Company’s business operations.

Sub-committee meetings

Regarding the meetings of the Sub-committees, the Audit and Risk Management Committee shall convene on a regular quarterly basis, with additional meetings held as deemed appropriate. The Corporate Governance, Sustainable Development, Nomination and Remuneration Committee (“Corporate Governance Committee”) shall meet at least two (2) times per fiscal year, plus any additional sessions as necessary. For the Executive Committee, meetings shall be scheduled periodically as deemed appropriate to the business circumstances.

(2) Meeting Agendas, Notice of Meetings, and Supporting Documents

The Board of Directors shall oversee that Board meetings are conducted in full compliance with relevant laws, the Company’s Articles of Association, and applicable regulations. A clear meeting agenda shall be established, with extraordinary sessions convened as necessary. Every director and the management team shall be given the opportunity to propose matters beneficial to the Company for inclusion in the agenda. The Chairman of the Board, or the Company Secretary as assigned by the Chairman, shall distribute the notice of the meeting and all supporting documents (in hard copy, electronic format, and/or any other methods prescribed by the Company’s Articles of Association and within the legal framework). The Company promotes the delivery of such supporting documents to directors at least five (5)

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business days prior to the meeting date, or within the timeframe stipulated by law, to ensure that the Board has sufficient time to review and study the information before the meeting.

(3) Meetings, Quorum, Presentations, and Minutes of Meetings

(3.1) The Quorum for Board of Directors’ Meetings shall be in accordance with the Company’s Articles of Association and relevant legal requirements.


(3.2) The Board of Directors encourages the Chief Executive Officer (CEO) to invite senior executives or relevant persons associated with specific agenda items to attend the meetings. This is intended to provide additional information and address inquiries directly from those responsible. Furthermore, this provides the Board with the opportunity to become acquainted with senior executives, which serves as a factor in the consideration of the Succession Plan.

(3.3) The Board of Directors shall have access to additional necessary information through the CEO, the Company Secretary, or other designated senior executives within the scope of established policies. In cases of necessity, the Board may seek independent professional opinions from external advisors or experts at the Company’s expense.

(3.4) After the meeting The Board of Directors assigns the Company Secretary to prepare the minutes of the meeting in writing to be presented to the Board of Directors for consideration.


(4) Meetings of Non-Executive Directors.

The Board of Directors encourages and promotes the holding of meetings among Non-Executive Directors at least once (1) per year. These sessions provide an opportunity for Non-Executive Directors to discuss various matters of shared interest without the presence of Executive Directors or the management team. Furthermore, the key issues arising from such meetings shall be reported to the Board of Directors for acknowledgment.

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(5) Company Secretary

- (5.1) The Board of Directors shall appoint a Company Secretary possessing the appropriate qualifications and experience to fulfill the duties of the position. The individual must have completed relevant training programs pertaining to the roles and responsibilities of a Company Secretary and must perform their duties with duty of care, duty of loyalty, and integrity. Furthermore, the Board of Directors shall disclose the qualifications and experience of the Company Secretary in the Form 56-1 One Report and/or the Annual Report, as well as on the Company's website.
- (5.2) The Company Secretary is responsible for ensuring that the Company operates in full compliance with all applicable laws and regulations relevant to its business, in accordance with the Principles of Good Corporate Governance for Listed Companies, as follows:
1. Organize Board of Directors' meetings and Shareholders' meetings in accordance with relevant laws and the Company's regulations, and ensure that all resolutions passed during such meetings are duly implemented and followed up.
 2. Prepare and maintain the Register of Directors, as well as the notices and minutes of Board of Directors' meetings, and the notices and minutes of Shareholders' meetings.
 3. Oversee the disclosure of information and information technology reports to ensure compliance with the requirements of the Stock Exchange of Thailand (SET), the Office of the Securities and Exchange Commission (SEC), and other relevant regulatory bodies, in accordance with the Principles of Good Corporate Governance.
 4. Retain reports on interests filed by directors or executives, and provide copies of such reports to the Chairman of the Board and the Chairman of the Audit Committee.
 5. Retain copies of reports on changes in securities holding of directors and executives.
 6. Provide advice to directors regarding legal requirements, rules, and regulations pertaining to Good Corporate Governance, the maintenance of listed company status on the SET, and other laws and regulations relevant to the Company's business operations.
 7. Perform any other duties as prescribed by the Capital Market Supervisory Board or as assigned by the Board of Directors.

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(5.3) The Board of Directors encourages and promotes the continuous training and knowledge development of the Company Secretary to enhance the effective performance of their duties. In particular, the Company Secretary should attend professional development programs and certified courses, such as those offered by the Thai Institute of Directors (IOD), the Thai Listed Companies Association (TLCA), or other equivalent professional bodies.

(5.4) In the event that the Company Secretary vacates the position or is unable to perform their duties, the Board of Directors shall appoint a new Company Secretary within ninety (90) days from the date the predecessor vacates the position or becomes unable to act. During such interim period, the Board of Directors is authorized to appoint any director to perform the duties of the Company Secretary.


Principle 4: Ensure Effective CEO and People Management

Principle 4.1: Recruitment and Development of the Chief Executive Officer and Senior Executives

The Board of Directors shall ensure that the recruitment and development processes for the Chief Executive Officer (CEO) and Senior Executives are effectively implemented. These individuals must possess the requisite knowledge, skills, experience, and characteristics essential for driving the organization toward its defined goals and strategic objectives.

1. The Board of Directors shall consider or assign the Corporate Governance, Sustainable Development, Nomination and Remuneration Committee (“Corporate Governance Committee”) the responsibility of establishing the criteria and procedures for recruiting qualified individuals to hold the positions of Chief Executive Officer (CEO) and Senior Executives. These candidates shall be nominated to the Board of Directors for appointment based on the following minimum qualifications:

- Candidates must possess all requisite qualifications and must not have any prohibited characteristics under the Securities and Exchange Act, the Company’s

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Articles of Association and regulations, and relevant regulatory requirements, as well as the Company’s Corporate Governance Policy.


- Candidates must possess qualifications that are appropriate and aligned with the Company’s business strategies. They must demonstrate a vision for managing a large-scale organization, strong leadership, and the appropriate level of knowledge, experience, and expertise. Furthermore, they must be able to fully dedicate their time to performing their duties for the Company, both domestically and internationally, in their capacity as senior executives.

2. The recruitment of Senior Executives shall prioritize qualified internal candidates, including existing executives and the Chief Executive Officer, in accordance with the Succession Plan. If no suitable internal candidate is identified, the Company shall then proceed to recruit from external sources.

3. The Board of Directors shall monitor the Chief Executive Officer’s performance in ensuring that the Company maintains an appropriate and competent senior management team.

4. The Chief Executive Officer should not hold directorships in companies outside the Group, except as permitted under specific exemptions determined by the Board of Directors. Furthermore, the Company has established a policy that Senior Executives may hold directorships in no more than five (5) companies outside the Group, subject to the prior approval of the Board of Directors. Such directorships must not impede the effective performance of their duties. Additionally, they are strictly prohibited from operating or participating in any business of the same nature as, or in competition with, the Company’s business, whether for their own benefit or for the benefit of others.

5. The Board of Directors recognizes the importance of efficient and effective management, as well as business continuity, which are vital to the Company’s sustainable growth and progress. Accordingly, the Board requires the Company to establish a Succession Plan for the Chief Executive

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Officer and other Senior Executive positions. This plan shall be reviewed regularly as appropriate, and reports on the progress of key organizational succession plans shall be presented to the Board for future strategic consideration.

6. The Board of Directors promotes and supports the Chief Executive Officer and Senior Executives in attending training and development programs to continuously enhance their knowledge and experience, ensuring they remain beneficial to the effective performance of their duties.


7. The Board of Directors shall monitor the Chief Executive Officer (CEO) to ensure the maintenance of a competent senior management team. At a minimum, the Board or the Corporate Governance Committee shall collaborate with the CEO to establish criteria and procedures for recruiting and appointing individuals to senior executive positions. This process aims to ensure that business operations proceed without interruption. Furthermore, the Board shall oversee the implementation of a Succession Plan for the CEO and Senior Executives. The CEO is required to report the progress and performance of this Succession Plan to the Board for acknowledgment at least once (1) per year.

8. The Board of Directors promotes and supports the continuous training and development of the CEO and Senior Executives to enhance the knowledge and experience essential for their roles. Additionally, the Board shall establish a clear policy and practice regarding the directorships of the CEO and Senior Executives in other companies. This policy shall explicitly define the types of directorships permitted and the maximum number of companies in which such positions may be held.

Principle 4.2: Appropriate Remuneration Structure and Performance Evaluation

The Board of Directors shall oversee the establishment of an appropriate remuneration structure and performance evaluation system.

(1) The Board of Directors, based on the recommendations of the Corporate Governance, Sustainable Development, Nomination and Remuneration Committee (“Corporate Governance


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Committee”), shall determine a remuneration structure designed to incentivize the Chief Executive Officer (CEO), executives, and personnel at all levels. This structure shall ensure that their performance is aligned with the organization’s primary objectives and goals, as well as the overall best interests of the Company.

(2) The Board of Directors has assigned the Corporate Governance, Sustainable Development, Nomination and Remuneration Committee (“Corporate Governance Committee”) the responsibility of reviewing and proposing the criteria, amount, and structure of both short-term and long-term remuneration for the Chief Executive Officer (CEO). This remuneration shall be determined based on various Key Performance Indicators (KPIs), including the CEO’s annual performance evaluation, business achievements, and a benchmarking analysis against other companies listed on the Stock Exchange of Thailand (SET). The findings shall be presented to the Board of Directors for consideration and approval. The evaluation criteria are designed to incentivize the CEO to manage the business in alignment with the Company’s primary objectives, goals, and strategies, ensuring consistency with the long-term interests of the organization. Furthermore, the Company shall communicate the evaluation criteria to the CEO in advance, while providing the annual evaluation results and identifying areas for professional development on a regular basis.

(3) For Senior Executives, the Chief Executive Officer (CEO) is responsible for determining the appropriate remuneration for each individual based on their specific performance results, utilizing various Key Performance Indicators (KPIs) as benchmarks. This process shall adhere to the established remuneration and benefits framework approved by the Corporate Governance, Sustainable Development, Nomination and Remuneration Committee (“Corporate Governance Committee”). In this regard, short-term incentives include annual salary adjustments and performance-based bonuses, while long-term performance incentives may include schemes such as the Employee Stock Ownership Plan (ESOP).

(4) The Board of Directors has assigned the Corporate Governance, Sustainable Development, Nomination and Remuneration Committee (“Corporate Governance Committee”) the responsibility of establishing and overseeing the performance evaluation process, as well as the remuneration and benefits framework for employees at all levels. These systems shall be implemented in strict accordance with the remuneration and benefits structure prescribed by the Board of Directors.

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Principle 4.3: Shareholder Structure and Relationships

The Board of Directors shall ensure a comprehensive understanding of the shareholder structure and any underlying relationships that may impact the management and control of the Company. This is to ensure that such factors do not create obstacles or limitations in the recruitment of directors and executives, nor impede the performance of the Board's duties. Furthermore, the Board shall oversee the appropriate disclosure of information that may affect the control and governance of the Company.

Principle 4.4: Personnel Skill Development

The Board of Directors shall oversee the management and development of personnel to ensure an appropriate headcount, as well as the necessary knowledge, skills, experience, and motivation.


- (1) The Board of Directors shall ensure that human resource management is aligned with the organization's direction and strategies. Personnel at all levels must possess the appropriate knowledge, competencies, and motivation, and be treated with fairness to ensure the retention of the organization's talented workforce.
- (2) The Board of Directors shall oversee the establishment of a Provident Fund to ensure that personnel have sufficient savings for retirement. Furthermore, the Board promotes financial literacy and management, such as selecting investment policies that correspond to age groups and risk profiles, or implementing age-based investment strategies, such as Life Path or Target-Date funds.

Principle 5: Nurture Innovation and Responsible Business

Principle 5.1: Create Innovation that Generates Business Value and Benefits Stakeholders, with Social and Environmental Responsibility

The Board of Directors prioritizes and supports the implementation and creation of innovations that generate business value while simultaneously creating benefits for customers and relevant stakeholders, with a strong commitment to social and environmental responsibility.

- (1) The Board emphasizes the cultivation of an organizational culture that fosters innovation and ensures that management incorporates innovation into strategic reviews, operational improvement planning, and performance monitoring.

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- (2) The Board promotes the creation of innovation to enhance corporate value in response to the evolving business environment. This encompasses business model transitions, conceptual perspectives in product and service design and development, research, and the improvement of production and operational processes, including collaboration with business partners. Such innovations shall not encourage inappropriate, illegal, or unethical behavior.

Principle 5.2: Social and Environmental Responsibility and Stakeholder Engagement


The Company recognizes the roles of stakeholders and prioritizes the rights of all stakeholder groups. The Company ensures that all stakeholders are treated appropriately, equitably, and fairly, based on the firm belief that maintaining strong relationships with all stakeholder groups is vital to the sustainable development and long-term success of the Group.

In this regard, the Board of Directors shall monitor the management to ensure that business operations are conducted with social and environmental responsibility, as reflected in the Operational Plan. This is to ensure that all departments within the organization operate in alignment with the Company’s primary objectives, goals, and Strategies.

Furthermore, in recognition of stakeholder roles and rights, the Board of Directors has established mechanisms to ensure that the business operates ethically, with social and environmental responsibility, and without violating stakeholder rights. A written Code of Business Conduct has been established, encompassing policies and guidelines on key issues, such as: Treatment of Customers, Treatment of Employees, Treatment of Business Partners, Treatment of Creditors, Responsibility toward the Community, Society, and Environment, Fair Competition, Anti-Corruption These guidelines serve as a framework for all parties within the organization to adhere to, enabling the achievement of the Company's primary objectives, goals, and strategies in a sustainable manner. For further information, please refer to the Code of Conduct and Business Ethics on the Company’s website at www.prtr.com

Principle 5.3: Efficient and Effective Resource Allocation

The Board of Directors shall monitor and ensure that the management allocates resources efficiently and effectively. Such allocation must take into account the impacts and the development of

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resources throughout the entire Value Chain, ensuring that the Company's primary objectives and goals are achieved in a sustainable manner.

- (1) The Board of Directors recognizes the necessity of diverse resources required for business operations, encompassing financial capital, manufactured capital, intellectual capital, human capital, social and relationship capital, and natural capital. The Board further acknowledges that the utilization of each type of capital has interrelated impacts. Different business models result in varying impacts and levels of resource efficiency; nonetheless, all operations must remain grounded in ethics, responsibility, and the creation of sustainable corporate value.
- (2) The Board of Directors shall ensure that, in striving to achieve the Company's primary objectives and goals, the management consistently reviews, develops, and oversees the utilization of resources to ensure maximum efficiency and effectiveness. This process must take into account the continuous changes in both internal and external factors.

Principle 5.4: Information Technology Management and Governance

The Board of Directors shall ensure the establishment of an enterprise-level information technology (IT) governance and management framework that aligns with the Company's business requirements. This includes overseeing the strategic adoption of information technology to enhance business opportunities, improve operational performance, and strengthen risk management, thereby enabling the Company to achieve its primary objectives and goals through the following actions:

- (1) The Board of Directors shall oversee the establishment of policies for the allocation and management of information technology resources. These policies must ensure that IT resources are sufficient for business operations and must define contingency guidelines in the event that resources cannot be allocated as specified.
- (2) The Board of Directors shall ensure that the enterprise risk management (ERM) framework encompasses the management and mitigation of information technology risks.
- (3) The Board of Directors shall oversee the implementation of policies and security measures for information systems to ensure data integrity, confidentiality, and availability.

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The Company’s enterprise-level IT governance and management framework encompasses the following key areas:

- The Company strictly adheres to all applicable laws, rules, regulations, and standards governing the utilization of information technology.
- The Company maintains a robust information security system to ensure Confidentiality, Integrity, and Availability (CIA) of data. This includes rigorous measures to prevent unauthorized use, disclosure, or modification of information.
- The Company systematically assesses information technology risks and implements comprehensive mitigation measures. This covers critical areas such as Business Continuity Management (BCM) and Information Security Incident Management to ensure operational resilience.
- The Company has established clear criteria and factors for prioritizing IT strategic plans and projects. These factors include alignment with the Company’s Strategic Plan, the potential impact on business operations, urgency of use, budget and IT human resource requirements, and consistency with the Business Model.


Principle 6: Strengthen Effective Risk Management and Internal Control

Principle 6.1: Risk Management and Internal Control Systems

The Board of Directors shall ensure that the Company establishes and maintains robust Risk Management and Internal Control systems. These systems are designed to effectively achieve the Company’s objectives and ensure full compliance with relevant laws, regulations, and industry standards.

Risk Management

The Board of Directors recognizes the critical importance of Enterprise Risk Management (ERM) in managing the Group’s risks in accordance with the Principles of Good Corporate Governance, through the following actions:

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(1) The Board of Directors understands the key risks facing the Company and determines the approved levels of acceptable risk.


(2) The Board of Directors reviews and approves the Risk Management Policy, ensuring its alignment with the Company’s primary objectives, goals, strategies, and acceptable risk levels. The Board emphasizes a robust risk management framework and systematic processes based on the standards of The Committee of Sponsoring Organizations of the Treadway Commission (COSO). This framework serves as an operational guideline for directors, executives, and employees at all levels across all business units within the Group to ensure effective risk management. Furthermore, decision-making processes must take into account Risk Appetite and Risk Tolerance to ensure a unified direction for risk management throughout the organization. The Board also prioritizes early warning signals and ensures that the Risk Management Policy is reviewed at least once (1) per year.

The Company’s Enterprise Risk Management (ERM) Structure explicitly defines the Roles and Responsibilities, as well as the Accountability, of all parties involved in the risk management process. This includes the designation of authorized decision-makers for the Group’s enterprise risk management, the risk management organizational structure, and the risk reporting protocols. For further information, please refer to the Risk Management Policy on the Company’s website at www.prtr.com

In addition, the Board of Directors prioritizes early warning signals and ensures the effective management and regular review of the Risk Management Policy.

(3) The Board of Directors shall ensure that the Company identifies and manages Key Business Risks by considering both internal and external factors that may prevent the Company from achieving its defined primary objectives, goals, and strategies. These risks include, but are not limited to: Strategic Risk, Operational Risk, Financial Risk, Compliance Risk (pertaining to laws, rules, and regulations), Sustainability Risks, encompassing Environmental, Social, and Governance (ESG Risks), Emerging Risks.

(4) The Board of Directors shall ensure that the Company conducts assessments of the impact and likelihood of identified risks. This is to prioritize risks and determine appropriate risk mitigation

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strategies suitable for the business. Furthermore, the Board shall consistently monitor and evaluate the effectiveness of the risk management process.


(5) The Board of Directors has delegated the aforementioned duties to the Audit and Risk Management Committee to review and scrutinize all related matters before presenting them to the Board of Directors for further consideration and approval.

Internal Control

The Board of Directors recognizes the significance of maintaining a robust internal control system. Such a system ensures that the Company's management and operational controls are conducted in accordance with regulations and remain aligned with the Group's long-term objectives and goals, through the following actions:

- (1) Oversee that the Company's business operations strictly comply with all relevant national and international laws and standards.
- (2) Require the Management to establish an internal control structure encompassing the following key components: Control Environment, Risk Assessment, Control Activities, Information & Communication, and Monitoring Activities. The Management is responsible for the effective implementation of this structure to achieve organizational objectives and must ensure that the internal control system remains adequate and appropriate for the current business environment through continuous development and improvement.
- (3) Delegate the Audit and Risk Management Committee to review and assess the adequacy of the Company's internal control system and report to the Board of Directors on an annual basis. The assessment specifically focuses on:

1. Efficiency and effectiveness of operations
2. Reliability of financial reporting
3. Compliance with applicable laws and regulations
4. Risk management
5. Asset management and safeguarding

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(4) Ensure the establishment of an Internal Audit Department as an independent unit within the Company, reporting directly to the Audit and Risk Management Committee. The department is responsible for auditing and evaluating both financial and non-financial data, assessing the adequacy and effectiveness of the internal control system, and reviewing compliance with internal regulations. These activities shall be conducted based on an Annual Audit Plan and a 3-year Long-term Audit Plan, formulated through risk-based assessments of operational impacts and covering all organizational activities, subject to approval by the Audit and Risk Management Committee.

In the event that the Company has subsidiaries or other businesses in which it holds a significant investment (e.g., a voting rights proportion between 20% and 50%), the Board of Directors shall incorporate the internal control and risk management assessment results of such entities into its considerations, as specified in items (1) to (4) above.


The Internal Audit Department shall report its audit findings to the Audit and Risk Management Committee on a quarterly basis. Furthermore, it is responsible for consistently monitoring the progress and implementation of audit recommendations. This is to ensure full compliance with all applicable laws and regulations, as well as the maintenance of robust corporate governance and internal control systems, enabling the Company to effectively achieve its operational objectives.

Furthermore, the evaluation of the Company's internal control and risk management systems shall encompass the assessment of the internal control and risk management systems of its subsidiaries and associates.

Principle 6.2: Independence of the Audit and Risk Management Committee

The Board of Directors has appointed the Audit and Risk Management Committee to ensure that its duties are performed effectively, independently, and with full efficiency.

(1) The Audit and Risk Management Committee shall consist of at least three (3) members. All members must be Independent Directors and possess the qualifications and perform the duties prescribed by the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

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(2) The roles, duties, and responsibilities of the Audit and Risk Management Committee are formally established in writing within the "Audit and Risk Management Committee Handbook." For further details, please refer to the handbook on the Company's website at: <https://investor.prtr.com/storage/corporate-governance/charter-board-and-subcommittee/audit-committee-handbook-th.pdf>

(3) The Board of Directors shall ensure that the Company provides mechanisms or tools that enable the Audit and Risk Management Committee to access all information necessary for the performance of its assigned duties. This includes facilitating the Committee's authority to summon relevant parties for information, hold discussions with external auditors, or seek independent opinions from professional advisors to support the Committee's deliberations.


(4) The Board of Directors requires the Management to establish an Internal Audit Department as an independent internal unit. This department is responsible for developing and reviewing the effectiveness of the risk management and internal control systems, as well as reviewing compliance with internal regulations, and reporting directly to the Audit and Risk Management Committee.

(5) The Audit and Risk Management Committee shall express its opinion on the adequacy of the risk management and internal control systems, which will be disclosed in the Form 56-1 One Report and/or the Annual Report.

Principle 6.3: Prevention of Insider Trading, Conflicts of Interest, and Disclosure of Interests

The Board of Directors shall monitor and manage potential conflicts of interest between the Company and the management, the Board, or shareholders. This includes preventing the unauthorized use of the Company's assets, information, and opportunities, as well as prohibiting improper transactions with persons connected to the Company.

The Board of Directors shall ensure the implementation of a robust Information Security System and the prevention of Insider Trading. This encompasses the establishment of policies and procedures for maintaining Confidentiality, Integrity, and Availability (CIA) of data, as well as the management of Market Sensitive Information. Furthermore, the Board shall ensure that directors, senior executives,

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employees, and relevant third parties—such as legal and financial advisors—strictly comply with the information security system.


In this regard, the Board of Directors has established the Insider Trading Policy, the Connected Transaction Policy, and the Conflict of Interest Policy, including guidelines for the Reporting of Interests, as follows:

Prevention of the use of inside information

The Board of Directors has established an Insider Trading Policy which strictly prohibits directors, executives, and employees of the Group, as well as relevant parties, from utilizing inside information for their own benefit or for the benefit of others in trading the securities of the Company, its subsidiaries, and its associates. Furthermore, the disclosure of inside information to any third parties or unauthorized persons prior to its public dissemination through the Stock Exchange of Thailand (SET) is strictly forbidden.

To ensure operational clarity and full compliance with the intent of the Securities and Exchange Act, the Board of Directors has prescribed additional guidelines to prevent the misuse of inside information. These guidelines are applicable to the Company, its subsidiaries, and all associates within the Group, as detailed below:

Restricted Persons	Restricted Securities	Blackout Period (Trading Prohibitions)	
		Financial Statement Disclosure	Significant Events Affecting Securities Price
The trading prohibition applies to the Company, its subsidiaries, and its associates, as well as the directors, executives, employees, and/or relevant parties of the Company, its subsidiaries, and its associates who hold positions or perform functions in departments with access to Inside Information.	The securities of the Company, its subsidiaries, and its associates.	One (1) month prior to the date of the Board of Directors' meeting held to consider and approve the financial statements, until one (1) business day following the official disclosure of such financial statements through the Stock Exchange of Thailand's information disclosure channels.	Fourteen (14) days prior to the date of the Board of Directors' meeting held to consider and approve matters that may affect the securities price, until one (1) business day following the official disclosure of such information through the Stock Exchange of Thailand's information disclosure channels.

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Pre-Trade Notification of Securities

All designated persons specified by the Company who intend to trade the Company’s securities must notify the Board of Directors, or its designee—specifically the Company Secretary—at least one (1) business day prior to the execution of such trade. The notification must clearly state the intention to trade the Company’s securities in accordance with the Company’s official announcements and must be submitted through the channels prescribed by the Company.

Securities Holdings of Directors and Executives


The Company’s directors and senior executives are required to report any changes in their securities holdings (including those of their spouses and minor children) to the Securities and Exchange Commission (SEC) in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 (1992) (as amended). Such disclosure of changes in securities holdings must be submitted within three (3) business days from the date of the transaction. Furthermore, a copy of the report must be submitted to the Company Secretary for record-keeping and for subsequent presentation to the Board of Directors for acknowledgment on a quarterly basis.

Connected Transactions and Potential Conflicts of Interest

The Board of Directors shall oversee the management and monitoring of transactions that may give rise to conflicts of interest. This is to prevent directors, executives, employees, and relevant parties from seeking personal gains that conflict with the Company’s best interests, and to ensure they avoid any actions that cause, or may cause, a conflict of interest. In this regard, the Board of Directors has established the Connected Transaction and Conflict of Interest Policy in accordance with the guidelines of the Stock Exchange of Thailand (SET) and the Securities and Exchange Act, as follows:

Measures and Approval Procedures for Connected Transactions

Any Connected Transactions must be reviewed and endorsed by the Audit and Risk Management Committee, or reviewed and approved by the Board of Directors, or approved by the


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Shareholders' Meeting, as the case may be. All procedures shall strictly comply with the criteria set forth in the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546 (2003) (as amended), and the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended). Furthermore, the Company shall adhere to the Securities and Exchange Act, as well as all relevant regulations, notifications, orders, or requirements issued by the Stock Exchange of Thailand (SET) concerning connected transactions, potential conflicts of interest, or any other governing regulations currently in effect (collectively referred to as "Notifications and Regulations Related to Connected Transactions").

Policy or Trend of Future Connected Transactions

The Company may find it necessary to enter into Connected Transactions with related persons or parties with potential conflicts of interest in the future. Should such cases arise, the Company shall establish terms and conditions in accordance with General Commercial Terms and at Market Prices, comparable to those offered to third parties on an Arm's Length Basis. Furthermore, the Company shall strictly adhere to all relevant Notifications and Regulations Related to Connected Transactions.

In the event of Connected Transactions between the Company or its subsidiaries and related persons, or parties with potential conflicts of interest, the Company shall require the Audit and Risk Management Committee to provide an opinion on the necessity and appropriateness of such transactions. Should the Audit and Risk Management Committee lack the specific expertise required to evaluate a potential connected transaction, the Company shall engage independent experts, Independent Financial Advisors (IFA), or the Company's external auditors to provide specialized opinions. These opinions shall serve as supporting information for the deliberations and decision-making of the Board of Directors or the Shareholders, as the case may be. Furthermore, in cases where Shareholder approval is required for a connected transaction, an Independent Financial Advisor (IFA) shall be appointed to prepare a report and provide an opinion on the transaction to the shareholders. The Company shall ensure full disclosure of all connected transactions within the Notes to the Financial

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Statements audited by the Company’s external auditors, as well as in the Form 56-1 One Report and/or the Annual Report.

Conflict of Interest Policy

To prevent any transactions that may conflict with the best interests of the Company and its shareholders, and to uphold the principles of Good Corporate Governance, the Board of Direct:

- **New Business Policy**


The Company is required to present the details of any new business entry plans to the Board of Directors or its designated person(s). Such investment plans must be evaluated based on the projected returns and benefits to the Company and its shareholders as a whole. However, the Company has no policy to engage in joint business ventures with directors, executives, major shareholders, or any persons connected to such individuals, unless it is deemed necessary or serves to support the Company’s core business and is in the best interests of the Company and its shareholders collectively. In such instances, the Company shall strictly comply with all relevant Notifications and Regulations Related to Connected Transactions.

- **Shareholding Policy in Investee Companies**

Regarding various investments, it is the Company’s policy to hold shares directly. Exceptions may be granted only when deemed necessary and in the best interests of the Company or its shareholders collectively. Any such exceptions must be presented to the Audit and Risk Management Committee and the Board of Directors for their consideration and approval. Furthermore, any individual with a conflict of interest in the matter must not be present at the Board of Directors' meeting during the deliberation of such a transaction and shall have no right to vote.

- **Policy on Loans to Joint Venture Companies**

Lending is not the core business of the Company. However, should it become necessary to provide financial support to a joint venture company in the form of shareholder loans, the Company shall provide such loans pro rata to its investment proportion. Exceptions may be granted only upon the approval of the Board of Directors on a case-by-case basis, provided there is a justifiable necessity.

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The Company has no policy to provide loans to directors, executives, major shareholders, or any persons connected to such individuals, nor to businesses in which the Company co-invests with said persons. This restriction excludes loans provided pro rata to the investment proportion or those deemed to be in the best interests of the Company and its shareholders collectively. In this regard, the Company shall strictly comply with all Notifications and Regulations Related to Connected Transactions. Furthermore, even if the transaction size falls below the threshold requiring public disclosure, the Company shall report the entry into such a transaction to the Audit and Risk Management Committee for their acknowledgment.

- **Policy on Formal Documentation**

The Company shall ensure that all Promissory Notes, Loan Agreements, and/or any other Financial Assistance Agreements are drafted with rigorous terms and executed in writing. Furthermore, all related evidentiary documents must be systematically filed and maintained. This requirement applies to all transactions, including those involving financial support provided to the Company's subsidiaries and affiliates.

- **Policy on Connected Transactions with General Commercial Terms (Arm’s Length Basis)**

The Board of Directors has approved, in principle, a policy for Connected Transactions between the Company or its subsidiaries and directors, executives, or related persons, provided that such transactions involve General Commercial Terms and/or are conducted at Market Prices. These transactions must be based on commercial agreements that a reasonable person would enter into with a general counterparty under the same circumstances, utilizing commercial bargaining power that is free from any influence arising from their status as a director, executive, or related person, in accordance with Section 89/12 of the Securities and Exchange Act B.E. 2535 (1992) (as amended). For any connected transactions that do not possess general commercial terms and/or are not conducted at market prices, the Company shall strictly comply with all relevant Notifications and Regulations Related to Connected Transactions.

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Reporting of Interests

To prevent transactions that may lead to conflicts of interest with the Company and to ensure full compliance with all relevant regulations and notifications, the Board of Directors requires all directors and executives of the Company to submit a Report of Interests concerning themselves and their related persons to the Company through the Company Secretary, under the following circumstances:

1. Initial submission upon the commencement of the term as a newly appointed director or executive of the Company.
2. Submission of an annual report to update the information at the beginning of each fiscal year (April 1st of every year).
3. Submission of an updated report whenever there is a material change in information that leads to a potential conflict of interest.


The Company Secretary shall be responsible for the custody of the Reports of Interest submitted by directors and executives. A copy of each report must be forwarded to the Chairman of the Board and the Chairman of the Audit and Risk Management Committee within seven (7) business days from the date of receipt by the Company. This procedure is established to facilitate the monitoring and oversight of potential conflicts of interest.

Furthermore, directors are required to disclose any interests at least prior to the deliberation of agenda items in which they have a stake, and such disclosures must be formally recorded in the Minutes of the Board of Directors' Meeting. The Board of Directors shall ensure that any director with a material interest—such that it may impair their ability to provide an independent opinion—refrains from participating in the meeting during the consideration of that specific agenda item.

Principle 6.4: Anti-Corruption

The Board of Directors shall oversee the establishment of clear Anti-Corruption Policies and Guidelines, ensuring they are effectively communicated across all levels of the organization and to external stakeholders to facilitate practical implementation.

Furthermore, the Board of Directors shall establish anti-corruption programs or initiatives, including the support of activities that promote and cultivate a culture of compliance with relevant laws

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and regulations among all employees. For further details regarding the Company’s anti-corruption measures, please refer to the Code of Conduct and Business Ethics, Section 12: Anti-Corruption, on the Company’s website at www.prtr.com

Principle 6.5: Complaint Handling and Whistleblowing

The Board of Directors shall oversee the establishment of effective complaint-handling mechanisms (including recording, progress tracking, remediation, and reporting) and procedures for responding to whistleblowing reports. Clear guidelines are established, covering procedures, processes, whistleblower protection, data retention, and confidentiality. Furthermore, the Company provides multiple and convenient channels for reporting complaints or whistleblowing. These whistleblowing channels are disclosed on the Company’s website at www.prtr.com, in the Form 56-1 One Report, and/or the Annual Report. For further details, please refer to the Code of Conduct and Business Ethics, Section 20: Reporting or Filing Complaints, and the Anti-Corruption Policy on the Company’s website at www.prtr.com.


Principle 7: Ensure Disclosure and Financial Integrity

Principle 7.1: Preparation of Financial Reports and Disclosure of Material Information

The Company does not grant preferential treatment to any specific group of shareholders. It ensures the disclosure of information to all shareholders and stakeholders on an equitable and consistent basis. The information disclosed must be accurate, complete, and timely, and provided in both Thai and English. Such disclosures shall strictly comply with all relevant laws and regulations, as well as international standards of Good Corporate Governance. The Company utilizes various disclosure channels to demonstrate the transparency of the Group’s business operations.

(1) The Board of Directors shall ensure that personnel involved in the preparation and disclosure of information possess the knowledge, skills, and experience appropriate to their duties and responsibilities, and that such staffing is sufficient. This includes the Chief Financial Officer (CFO), the Accounting Manager, the Internal Auditor, the Company Secretary, and the Investor Relations (IR) officer.

(2) The Board of Directors is responsible for overseeing the financial reporting system and the disclosure of both financial and non-financial information to ensure its accuracy.

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(3) The Board of Directors shall oversee that the financial reporting system and the disclosure of both financial and non-financial information are accurate, complete, sufficient, reliable, and timely, ensuring that all shareholders and stakeholders receive information equitably. This includes maintaining and updating the Company’s website to ensure information is comprehensive and current. All corporate information must be prepared with due care, in compliance with the law, and with consideration of all relevant factors. Such disclosures must be clear, transparent, and presented in concise and easy-to-understand language. For financial reports, the Board shall consider various factors, such as the adequacy of the internal control system, the auditor's opinion and observations on the financial statements and internal controls (including other auditor communications, if any), the opinion of the Audit and Risk Management Committee, and consistency with the Company’s objectives, core goals, strategies, and policies.

(4) The Board of Directors shall oversee that all disclosures, including financial statements, the Form 56-1 One Report, and/or the Annual Report, adequately reflect the Company’s financial position and operating results. The Board encourages the preparation of Management Discussion and Analysis (MD&A) to accompany the disclosure of quarterly financial statements, enabling investors to better understand the changes in the Company’s financial status and performance beyond the figures in the financial statements alone.


(5) In cases where a disclosure relates specifically to a particular director, that director shall ensure that the information disclosed regarding their part is complete and accurate.

Principle 7.2: Financial Liquidity and Solvency

The Board of Directors shall monitor and oversee the adequacy of financial liquidity and the solvency of the Company.

(1) The Board of Directors shall ensure that the Management regularly monitors and assesses the Company’s financial position and reports to the Board on a consistent basis. In this regard, the Board of Directors and the Management shall collaboratively seek prompt solutions should any indicators of financial liquidity issues or solvency concerns arise.

(2) In approving any transaction or providing opinions for shareholder approval, the Board of Directors shall ensure that such transactions do not adversely affect the continuity of business operations (going concern), financial liquidity, or the Company’s ability to meet its debt obligations.

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Principle 7.3: Addressing Financial Difficulties

In the event that the Company faces, or is likely to face, financial difficulties, the Board of Directors shall ensure that a comprehensive recovery plan or other effective mechanisms are in place to resolve such issues, while strictly considering the rights of all stakeholders.

(1) Should the Company show indications of an inability to meet its debt obligations or encounter financial distress, the Board of Directors shall closely monitor the situation, ensuring that the Company conducts its business with heightened duty of care and strictly adheres to all relevant information disclosure requirements.

(2) The Board of Directors shall ensure that the Company establishes a financial recovery plan characterized by fairness to all stakeholders, including creditors. Furthermore, the Board shall monitor the progress of such plans, requiring the Management to provide regular status reports.


(3) The Board of Directors shall ensure that any decisions made to resolve the Company's financial difficulties, regardless of the method employed, are reasonable and justifiable.

Principle 7.4: Sustainability Reporting

The Board of Directors shall consider the preparation of a Sustainability Report, as appropriate for the Company's operations.

(1) The Board of Directors shall evaluate the appropriateness of disclosing information regarding legal compliance, adherence to the Code of Business Conduct and Ethics, Anti-Corruption policies, and the treatment of employees and stakeholders. This includes ensuring fair treatment, respect for human rights, and commitment to Corporate Social and Environmental Responsibility. Such reporting shall consider nationally or internationally recognized reporting frameworks, as deemed appropriate for the nature of the business.

(2) The Board of Directors shall oversee that the disclosed information focuses on material issues and reflects practices that lead to long-term sustainable value creation for the enterprise.

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Principle 7.5: Investor Relations


The Board of Directors shall oversee that the Management establishes an Investor Relations (IR) function responsible for the appropriate, equitable, and timely communication and dissemination of beneficial information to shareholders, investors, analysts, and relevant stakeholders.

(1) The Board of Directors shall establish a Communication Policy and a Disclosure Policy to ensure that information disclosure to external parties is conducted appropriately, equitably, and timely through suitable channels, while safeguarding confidential information and price-sensitive information. The Board shall also ensure that these policies are clearly communicated and understood across the entire organization. Examples of such practices include:

- Communicating the Company’s financial position to shareholders, investors, analysts, and relevant parties through diverse and context-appropriate channels, such as quarterly earnings presentations, analyst meetings, participation in the SET’s Opportunity Day, press releases, or newsletters.
- Communicating and disclosing IR-related information via the Company’s website, including financial data, securities information, major reports, shareholder information, inquiry services, and automated e-mail alerts for new announcements or website updates, as well as providing direct contact channels for Investor Relations.


(2) The Board of Directors shall ensure that the Management designates specific authorized persons responsible for disclosing information to external parties. These individuals must possess the appropriate qualifications for their duties, a profound understanding of the Company’s business, including its objectives, core goals, and corporate values, and the ability to communicate effectively with the capital market.

(3) The Board of Directors shall oversee that the Management clearly defines the direction, duties, and responsibilities of the Investor Relations (IR) function to ensure efficient communication and disclosure. This includes the establishment of an Investor Relations Code of Conduct to serve as operational guidelines, ensuring that the Group’s IR activities are grounded in ethics and aligned with the

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principles of Good Corporate Governance. Emphasis shall be placed on the strict disclosure of information and compliance with all relevant laws and regulations, prioritizing the interests of shareholders and all stakeholders. All IR officers, directors, executives, and employees involved in the Group’s investor relations activities must strictly adhere to the Investor Relations Code of Conduct, which includes the following principles:

1. Perform duties with full capability, responsibility, and professionalism. Adhere to professional integrity, acting on the basis of correctness and equality without discrimination or granting preferential treatment to any specific person.
2. Strictly comply with all laws, notifications, regulations, and guidelines of relevant regulatory bodies, such as the SEC and the SET, as well as the Company’s Articles of Association and the Group’s policies.
3. Disclose material information necessary for investment decisions in an accurate, clear, precise, complete, timely, and fair manner. Exercise utmost caution to avoid misunderstandings or misinterpretations, and refuse the disclosure of trade secrets or confidential information that could disadvantage the Group or result in a loss of competitive advantage.
4. Provide all relevant stakeholders with equal opportunity to access and inquire about information.
5. Maintain strict confidentiality and refrain from disclosing or using any inside information of the Group that has not yet been released to the public for personal gain and/or the undue benefit of others.
6. Respond to inquiries and concerns from shareholders, investors, analysts, and all stakeholders in a prompt and timely manner.
7. Refrain from holding meetings or providing information briefings to investors and analysts for a period of 15 days prior to the announcement of the Group’s quarterly financial results.
8. Refrain from trading the Company’s securities during the Blackout Period, in accordance with the Company’s Insider Trading Policy.

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9. In the event of becoming aware of any breach of this IR Code of Conduct, such violation and its impact must be reported without delay to the Head of Investor Relations, and/or the Chief Executive Officer (CEO), and/or the Executive Committee (as the case may be).


Principle 7.6: Dissemination of Information via Information Technology

The Board of Directors shall promote the utilization of information technology for the dissemination of corporate information. In addition to disclosures made in accordance with prescribed regulations and through the Stock Exchange of Thailand (SET) channels, the Board of Directors shall ensure that information is disclosed in both Thai and English via other platforms, such as the Company’s website, and shall ensure that all such information is regularly updated to remain current.

Principle 8: Ensure Engagement and Communication with Shareholders

The Company recognizes and places great importance on the Rights of Shareholders as the owners of the Company. It actively encourages all shareholder groups including retail investors, major shareholders, institutional investors, and foreign shareholders—to exercise their fundamental shareholder rights. These rights include, but are not limited to, the trading or transfer of shares, sharing in the Company’s profits, and receiving accurate, complete, sufficient, timely, and equitable corporate information through the Stock Exchange of Thailand (SET), the Company’s website, or other designated channels. Furthermore, the Company promotes participation in Shareholders' Meetings to acknowledge annual operating results and to exercise voting rights on significant matters as prescribed by law. Such matters include the appointment or removal of directors, the determination of directors' remuneration, the appointment of and fee setting for external auditors, the approval or omission of dividend payments, capital increases, and the issuance of new securities. Shareholders are also encouraged to raise inquiries and express opinions on various matters reported or submitted for approval by the Board of Directors.

The Board of Directors has established policies and guidelines for organizing the Company’s Shareholders' Meetings, aimed at promoting and facilitating the exercise of rights by

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all groups of shareholders. These practices are grounded in the principles of respect for shareholder rights and equitable treatment of all shareholders, as detailed below:

- **Principle 8.1: Shareholder Participation**

The Board of Directors shall ensure that shareholders are actively involved in making decisions regarding the Company’s significant matters, as follows:

(1) The Annual General Meeting of Shareholders (AGM) shall be convened within the timeframe prescribed by law. Furthermore, the Board may call additional meetings, referred to as Extraordinary General Meetings of Shareholders (EGM), as deemed necessary and appropriate.

(2) The Board shall ensure that significant matters including those mandated by law and those that may impact the Company's business direction are submitted for consideration and/or approval by the shareholders. Such matters must be formally included as agenda items in the Shareholders' Meeting.


(3) To promote the fair and equitable treatment of all shareholders, the Company shall provide an opportunity for minority shareholders to propose agenda items and/or nominate qualified candidates for election as directors in advance of the AGM, through channels and in accordance with the criteria prescribed by the Company.

(4) The Board shall oversee that the Notice of the Shareholders' Meeting contains information that is accurate, complete, and sufficient for shareholders to exercise their rights. Specifically:

1. The Notice of the Shareholders' Meeting, along with all complete and relevant supporting documents, shall be dispatched to shareholders prior to the meeting date within the timeframe prescribed by law. This ensures that shareholders have sufficient time to study the information in advance of the meeting.

2. The Company provides opportunities for shareholders to submit questions regarding the meeting agendas or the Company’s operations prior to the meeting date. Such submissions must be made through designated channels and in accordance with the criteria for pre-submitting questions published on the Company’s website or other platforms prescribed by the Company.

3. The Notice of the Shareholders' Meeting and all related meeting documents shall be prepared and disseminated in accordance with the rules and procedures stipulated by relevant laws or notifications.

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4. The Company actively supports and encourages participation from all groups of shareholders including major shareholders, retail investors, institutional investors, and foreign shareholders to attend and participate in the Shareholders' Meetings.

Principle 8.2: Conducting Shareholders' Meetings


The Board of Directors shall ensure that the proceedings of the Shareholders' Meeting are conducted in an orderly, transparent, and efficient manner, facilitating the shareholders' ability to exercise their rights as follows:

(1) The Board of Directors shall determine the date, time, and venue of the meeting with due consideration for the convenience of shareholders. This includes ensuring appropriate and sufficient time for discussion and deliberation, as well as selecting a location that is easily accessible. Furthermore, the Company may consider organizing the meeting via electronic means (E-Meeting) or any other format in accordance with the rules and procedures stipulated by relevant laws and notifications to facilitate shareholder participation.

(2) The Board of Directors shall ensure that no actions are taken to restrict meeting attendance or impose undue burdens on shareholders. In the event that a shareholder is unable to attend in person, the Company provides the opportunity for the shareholder to appoint an Independent Director or any other person as their proxy to attend and vote on their behalf. This can be exercised using any of the Proxy Forms provided by the Company alongside the Notice of the Shareholders' Meeting.

(3) The Board of Directors shall promote the integration of technology for Shareholders' Meetings, encompassing shareholder registration, voting, and tabulation of results. This is to ensure that meeting proceedings are conducted with efficiency, accuracy, and precision.

(4) The Chairman of the Board shall serve as the Chairman of the Meeting. It is the Chairman's responsibility to ensure that the meeting is conducted in strict compliance with relevant laws, regulations, and the Company's Articles of Association. This includes allocating sufficient and appropriate time for

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each designated agenda item and providing shareholders with the opportunity to express their opinions and raise inquiries regarding the agenda items and/or the Company’s affairs, as deemed appropriate.


(5) To ensure that shareholders can effectively participate in the decision-making process for significant matters, the Shareholders' Meeting shall proceed in strict accordance with the agenda items as notified in the Notice of the Shareholders' Meeting. There shall be no undisclosed agendas or additional items included under other categories that were not specified in the Notice, except in cases of urgent necessity.

(6) The Board of Directors encourages all directors, the Chief Executive Officer (CEO), relevant senior executives, the external auditor, and the Company Secretary to attend the Shareholders' Meeting. This is to ensure that shareholders have the opportunity to raise inquiries regarding any relevant issues, except in cases of unavoidable necessity or appropriate justification that prevents their attendance.

(7) Prior to the commencement of the meeting, shareholders shall be informed of the number and proportion of shareholders attending both in person and by proxy. Furthermore, the meeting procedures, as well as the methods for voting and the tabulation of votes, shall be clearly explained to the meeting.

(8) In cases where an agenda item consists of multiple entries, the Chairman of the Meeting shall ensure that separate voting is conducted for each individual entry. For example, regarding the appointment of directors, shareholders are entitled to exercise their voting rights to appoint directors on an individual basis, and the voting results for each director shall be announced accordingly.

(9) The Company encourages the use of voting ballots and promotes the involvement of independent parties such as minority shareholders, legal advisors, or independent auditors to act as inspectors or witnesses for the tabulation of votes during the Shareholders' Meeting. The voting results for each agenda item, categorized by votes in favor, against, and abstentions, shall be disclosed to the meeting and formally recorded in the Minutes of the Meeting.

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Principle 8.3: Resolutions and Minutes of Shareholders' Meetings

The Board of Directors shall ensure that the disclosure of shareholders' resolutions and the preparation of the Minutes of the Shareholders' Meeting are conducted accurately and comprehensively.

(1) The Board of Directors shall ensure that the Company discloses the resolutions of the Shareholders' Meeting, including the voting results, through the SET Digital Platform and the Company's website, or other designated channels, within the timeframe and as prescribed by relevant laws or regulatory requirements.


(2) The Board of Directors mandates the Company to submit a copy of the Minutes of the Shareholders' Meeting to the Stock Exchange of Thailand (SET) and other relevant regulatory bodies within the timeframe and as prescribed by relevant laws or regulatory requirements.

(3) The Board of Directors mandates the Company to submit a copy of the Minutes of the Shareholders' Meeting to the Stock Exchange of Thailand (SET) and other relevant regulatory bodies within the timeframe and as prescribed by relevant laws or regulatory requirements.

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6. Revision History

No.	Operator	Review Date	Effective Date	Revision Details
0	Narita Adulkaewphaluek	1 Apr 2019	1 May 2018	Documentation for the first time.
1	Narita Adulkaewphaluek	21 Nov 2019	1 Dec 2019	Review and adjust annual policies.
2	Narita Adulkaewphaluek	13 May 2022	13 May 2022	Review and adjust annual policies.
3	Narita Adulkaewphaluek	1 Oct 2022	1 Oct 2022	Change of the Company's name and review of regulations.
4	Narita Adulkaewphaluek	10 Oct 2023	10 Oct 2023	Annual Policy Review.
5	Narita Adulkaewphaluek	25 Feb 2024	25 Feb 2024	Annual policy review and update Amendments to the Prevention of the Use of Inside Information Prior Notice of Securities Trading Securities Holdings of Directors and Executives Reporting of Interests.
6	Narita Adulkaewphaluek	10 Nov 2025	10 Nov 2025	Annual policy review and update Revised to be in line with the principles of good corporate governance.

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Attached Details

Securities and Exchange Act, B.E. 2535 (1992)

Section 89/7: In conducting the Company’s business, directors and executives must perform their duties with responsibility, due care, and integrity. Furthermore, they must act in compliance with the law, the Company’s objectives, the Articles of Association, and the resolutions of the Board of Directors, as well as the resolutions of the Shareholders’ Meeting.

Section 89/8: In performing their duties with responsibility and due care, directors and executives must act in such a manner as a prudent person operating such a business would under similar circumstances.

Any act by a director or executive which can be proven that, at the time of consideration, such decision met all of the following criteria, shall be deemed as having performed their duties with responsibility and due care as stipulated in the first paragraph:


- (1) The decision was made with a good faith belief and on a reasonable basis that it was in the best interests of the Company as a priority.
- (2) The decision was made based on information honestly believed to be sufficient.
- (3) The decision was made without any direct or indirect interest in the matter being decided.

Section 89/9: In determining whether each director or executive has performed their duties with responsibility and due care, the following factors shall also be taken into consideration:

- (1) The position held by such person within the Company at that time
- (2) The scope of responsibilities of such position, as prescribed by law or as assigned by the Board of Directors
- (3) The qualifications, knowledge, competence, and experience, as well as the purpose of the appointment.

Section 89/10: In performing their duties with integrity, directors and executives must:

- (1) Act in good faith for the best interests of the Company as a priority.

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- (2) Act for lawful and appropriate purposes.
- (3) Refrain from any act that constitutes a material conflict of interest with the Company.

Appendix: List of Companies Subject to This Policy

This policy applies to **PRTR Group Public Company Limited**, as well as its subsidiaries under its direct or indirect control.

The companies within the scope of this policy include the following:

1. PRTR Recruitment Company Limited
2. PRTR Recruitment and Outsourcing (Eastern Seaboard) Company Limited
3. Nexmove Platform Recruitment Company Limited
4. The Blacksmith Company Limited
5. Pinno Solutions Company Limited
6. PRTR Global Recruitment Company Limited
7. Biz Resource Company Limited

Remarks:

- Newly established subsidiaries or subsequent investments shall automatically fall within the scope of this policy, unless otherwise specified.
- For companies not under the Company's control, this policy may be adopted and applied as appropriate.

Additional Note: This appendix shall be deemed an integral part of this policy and shall have the same full force and effect as the main policy in all respects.