

**Criteria and Procedures for shareholder to propose of Agenda  
and Qualified Candidate for Director Position  
For the 2024 Annual General Meeting of Shareholders**

**1. Rationale**

According to the principle of the Good Corporate Governance, PRTR Group Public Company Limited (“the Company”) recognizes the importance of the right of shareholders as well as the equitable treating to shareholders; therefore, the shareholders are invited to propose agenda items and/or director nomination for the coming Annual General Meeting of Shareholders for the year 2024.

The Company set up clear and transparent criteria in accordance with the Good Corporate Governance to open opportunity for the shareholders to propose AGM agenda and director nominee in advance with the purpose of ensuring that the agenda will be carefully selected and truly beneficial to the company, and that the candidate has suitable qualification in compliance with related laws and regulations for the Nomination and Compensation Committee’s consideration and suggestion to the Board of Directors to further recommend to the shareholders’ meeting for the election as the company’s director.

**2. The Qualifications of Shareholders who wish to propose the agenda or to nominate the candidate.**

2.1 Being the shareholder(s) of the Company which can be either one shareholder or combined shareholders.

2.2 Minimum Number of Shares Being Held

2.2.1 Hold the company shares of not less than 5% of the total voting rights of the Company or

2.2.2 Holding not less than 0.2% of the total voting rights of the Company for a continuous period of at least one year.

2.3 The shareholder must be able to present the proof of identity of shareholding such as the Statement issued by a broker, or any document issued by the Stock Exchange of Thailand (“SET”) regarding the proof of identity of shareholding and juristic entity shareholders must submit a copy of the juristic person certificate and the identification card or passport (in case of a foreigner) of the authorized director(s), certified a true copy.

**3. The Qualification of the Candidate**

The Candidate must have the following qualifications:

3.1 Having qualifications and not have prohibitive characteristics under the Public Limited Companies Law, Securities and Exchange law, rules and regulations of relevant regulators, articles of association and the corporate governance policy of the Company. In case of nomination of member(s) of the Audit Committee, such nominated person shall possess additional qualifications in accordance with the laws.

3.2 Holding a public company’s director position not more than 4 companies.

3.3 Not being director of a competitor or the Company in the same industry.

- 3.4 Possessing the relevant knowledge of the Company's business, capability and independency. A person shall be able to contribute his/her time to the Company sufficiently and attend the Board of Directors' meeting regularly. He/she shall also possess a good working record and morality.
- 3.5 In case of an independent director nomination, possessing a qualification complying with the regulations regarding the independent director of the Securities and Exchange Commission Thailand.

#### 4. Consideration Procedure of the Candidate

- 4.1 Shareholders completing the required qualifications stated in item no.2 shall file the "**The Proposed Qualified Candidate for Director Position Form**" to the Company. The shareholders may informally send the filled-in form via the Company Secretary's e-mail address [CompanySecretary@prtr.com](mailto:CompanySecretary@prtr.com) and send the original form within **December 30, 2023**. The Company acknowledges the submission date by the stamped date at the postal office. The supporting documents include the following.
  - 4.1.1 Shareholding evidence according to item no. 2.2 and 2.3, i.e., a certificate issued by a securities company or other relevant evidence issued by the Stock Exchange of Thailand.
  - 4.1.2 Valid consent made by the candidate in the Proposed Qualified Candidate for Director Position Form.
  - 4.1.3 Supporting documents such as educational background or curriculum vitae of the nominated director.
  - 4.1.4 Additional documents supporting the nomination (if any).
- 4.2 Group of shareholders wishing to collectively nominate director, each shareholder of such group must possess eligible qualifications under item no.2. The first shareholder in the group shall complete the Proposed Qualified Candidate for Director Position Form and sign. Other shareholders of such a group shall fill in the information in Part 3 of the Proposed Qualified Candidate for Director Position Form and sign. The complete form and required evidence of shareholders shall be combined into a single package and submitted to the Company Secretary.
- 4.3 Any shareholder(s) wishing to nominate more than one person to be directors, each of shareholder must possess eligible qualifications under item no.2. Each nominated director shall be filled in a separate form. The mentioned evidence in items no. 4.1.2 to 4.1.4 shall be attached along with the completed form.
- 4.4 The Company Secretary is to gather the forms and evidence submitted by the shareholders to the top management for preliminary consideration before proposing to the Board of Directors. However, the following events may apply.
  - 4.4.1 The shareholders shall be informed, by 12<sup>th</sup> January 2024, if the given information is incomplete or inaccurate. Failing to amend and return the form by 19<sup>th</sup> January 2024, the Company Secretary is to acknowledge the shareholders in written the termination of such proposal.
  - 4.4.2 The shareholder shall be informed, by 12<sup>th</sup> January 2024, if the nominated director possesses incomplete or forbidden characters as stated in item no. 3, or the shareholder does not meet the qualification requirement is stated in item no. 2.

4.4.3 If none of the above is applied, the Company Secretary shall propose to the Nomination and Remuneration Committees' Meeting, within February 2024.

4.5 The Nomination and Remuneration Committees is in charge of the preliminary consideration of each nominated director for the suitability and shall propose to the Board of Directors.

4.6 Approved by the Board of Directors, the nominated director shall be included as an agenda in the Shareholders' meeting with the Board of Directors' opinion. Otherwise, the refusal shall be informed to the shareholder(s) who nominate the director after the meeting of the Nomination and Remuneration Committee or the Board of Directors or the following working day. It shall also be announced on the Company's website, <https://www.prtr.com/>

## 5. Agenda Proposal

**Matters that are not to be included in the meeting agenda are the following.**

5.1 Matters in violation of the laws, notifications, orders, or regulations of competent authorities or units governing the Company's operation, as well as the objectives, Articles of Associations, shareholders' resolutions and the good corporate governance of the Company.

5.2 Matters that benefit a specific person or group.

5.3 Matters intervening the management control of the Board of Directors, unless resulting in a significant damage to a majority of the shareholders.

5.4 Matters that already implemented.

5.5 Matters beyond the Company's ability to pursue.

5.6 Matters lack of information or owned by a missing shareholder.

5.7 Matters proposed by the shareholder possessing incomplete qualification as mentioned in item no.2.

## 6. Consideration Procedure of Agenda Proposal

6.1 The eligible shareholder shall submit the Agenda Proposal Form to propose the matter to be considered included in the shareholders' meeting. The form can be informally submitted via email address [CompanySecretary@prtr.com](mailto:CompanySecretary@prtr.com). The original shall be sent to the Company by 30<sup>th</sup> of December 2023. The Company acknowledges the submission date by the stamped date at the postal office. Shareholding evidences referred in item No. 2 shall be included as attachment to the form.

6.2 Group of shareholders wishing to collectively propose the agenda, each shareholder of such group must possess eligible qualifications under item no.2. The first shareholder in the group shall complete the form and sign. Other shareholders of such group shall fill in the information in Part 3 of the form and sign. The complete form and required evidences of shareholders shall be combined into a single package and submitted to the Company.

6.3 The Company Secretary is to gather the received forms and evidences, and submit to the top management for the preliminary consideration before propose to the Board of Directors. However, the following events may apply

- 6.3.1 The shareholders shall be informed, by 12<sup>th</sup> January 2024, if the given information is incomplete or inaccurate. Failing to amend and return the form by 19<sup>th</sup> January 2024, the Company Secretary is to acknowledge the shareholders in written the termination of such proposal.
- 6.3.2 The shareholder shall be informed, by 12<sup>th</sup> January 2024, if the shareholder does not meet the qualification requirements stated in item no. 2.
- 6.3.3 If none of the above is applied, the Company Secretary shall propose to the Board of Directors' Meeting, within February 2024.
- 6.4 The Board of Directors is in charge of the consideration of the proposed matter which does not fall into any matter description in item no. 5
- 6.5 Matters approved by the Board of Directors shall be included as an agenda in the shareholders' meeting with the Board of Directors' opinion. Otherwise, the refusal shall be informed to the shareholder(s) who propose the matter after the meeting of the Nomination and Remuneration Committee or the Board of Directors or the following working day. It shall also be announced on the Company's website, <https://www.prtr.com/>
- 7. Period of Submission**
- From 1<sup>st</sup> of October 2023 to 30<sup>th</sup> of December 2023
- 8. Related Forms**
- The Agenda Proposal Form for the 2024 Annual General Meeting of Shareholders
  - The Proposed Qualified Candidate for Director Position Form for the 2024 Annual General Meeting of Shareholders

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