

No. PRTR 05/2026

March 27, 2026

Subject: Invitation to the 2026 Annual General Meeting of Shareholders via Electronic Means (E-AGM)

To: Shareholders
PRTR Group Public Company Limited

- Enclosure:
1. Copy of the Minutes of the 2025 Annual General Meeting of Shareholders
 2. 2025 Annual Registration Statement / Annual Report (Form 56-1 One Report) with Financial Statements (QR Code)
 3. Profiles of nominated candidates for appointments as Directors
 4. Profiles of proposed Auditors
 5. Proxy form A, B and C
 6. Definition of Independent Director and profiles of the Independent Directors for the appointment of proxies
 7. Articles of Association of the Company relating to the Shareholders' Meeting
 8. Guidelines for attending the E-AGM, proxy appointment, meeting registration, and voting via the IR Plus AGM application
 9. Form for the submission of questions prior to the AGM through electronic media (E-AGM)
 10. Personal Data Protection Notice (Privacy Notice) in accordance with the Personal Data Protection Act B.E. 2562 (2019)

The Board of Directors of PRTR Group Public Company Limited (the “Company”) has resolved to convene the 2026 Annual General Meeting of Shareholders on Monday, April 27, 2026 at 14:00 hours. The meeting will be conducted solely via electronic means (E-AGM) and will be broadcast from the Company’s meeting room located at No. 2034/82, Italthai Tower, 18th Floor, New Phetchaburi Road, Bang Kapi Sub-district, Huai Khwang District, Bangkok, via the IR PLUS AGM system, which is a platform certified by the Electronic Transactions Development Agency (ETDA).

The meeting will be conducted in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the notifications of the Ministry of Digital Economy and Society regarding security standards for electronic meetings (as amended).

In this regard, the meeting will be conducted in compliance with the Company’s Data Privacy Policy in accordance with the Personal Data Protection Act B.E. 2562 (2019). The Company will collect, use, and disclose shareholders’ personal data only as necessary for the purpose of organizing the shareholders’ meeting.

Shareholders are hereby invited to attend the meeting to consider the matters in accordance with the following agenda items:

Agenda 1: Message from the Chairman to the Meeting**Objective and Rationale:**

The Company has provided an opportunity for minority shareholders to propose agenda items and nominate qualified candidates for election as directors at the 2026 Annual General Meeting of Shareholders in advance via the Company's website during the period from October 1 to December 31, 2025. The Company has also duly informed the Stock Exchange of Thailand of such process. However, no minority shareholder proposed any agenda item or nominated any candidate for election as director through the channels specified by the Company.

Opinion of the Board of Directors:

The Board of Directors deems it appropriate to propose that the Meeting acknowledge the matters informed by the Chairman.

Resolution:

No voting is required as this agenda is for acknowledgment.

Agenda 2: To consider and adopt the Minutes of the 2025 Annual General Meeting of Shareholders.**Objective and Rationale:**

The Company held the 2025 Annual General Meeting of Shareholders on April 22, 2025. The details are set out in the Minutes of the 2025 Annual General Meeting of Shareholders, which have been delivered to the shareholders together with this Notice of Meeting. The Company has also submitted a copy of such minutes to the Stock Exchange of Thailand and published them on the Company's website on May 6, 2025, as detailed in Attachment 1.

Opinion of the Board of Directors:

The Board of Directors deems it appropriate to propose that the shareholders' meeting consider and adopt the Minutes of the 2025 Annual General Meeting of Shareholders.

Resolution:

Approval by a majority vote of the shareholders present and voting.

Agenda 3: To acknowledge the report of the Board of Directors and the Company's operating results for the year 2025 ended December 31, 2025**Objective and Rationale:**

Pursuant to Section 113 of the Public Limited Companies Act B.E. 2535 (1992) (as amended), the Board of Directors is required to prepare and submit the Company's annual report to the shareholders together with

the notice of the Annual General Meeting of Shareholders. In this regard, the Company has summarized its operating results for the fiscal year ended December 31, 2025 as follows:

(Unit: Million Baht)

	Consolidated Financial Statement	Separate Financial Statement
Current Assets	2,111.86	2,098.58
Total Assets	2,418.45	2,379.05
Current Liabilities	504.19	457.24
Total Liabilities	688.82	615.89
Total Equity	1,729.63	1,763.16
Total Revenue	7,611.85	7,343.80
Net Profit	211.15	251.74
Profit attributable to equity holders of the parent company	215.93	251.74

Opinion of the Board of Directors:

The Board of Directors deems it appropriate to propose that the shareholders' meeting acknowledge the Company's operating results and those of its subsidiaries for the fiscal year ended December 31, 2025, as detailed above and in the 2025 Annual Registration Statement / Annual Report (Form 56-1 One Report) as set out in Attachment 2, which is available for download via the QR Code provided in the documents enclosed with the Notice of the Shareholders' Meeting and the abbreviated agenda.

Resolution:

No voting is required as this agenda is for acknowledgment.

Agenda 4: To consider and approve the Financial Statements for the year ended December 31, 2025.

Objective and Rationale:

Pursuant to Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 55 of the Company's Articles of Association, the Company is required to prepare the statement of financial position and the statement of comprehensive income for the year 2025 for the fiscal year ended December 31, 2025, which have been audited by the Company's auditor, and to propose them to the Annual General Meeting of Shareholders for approval.

Opinion of the Board of Directors:

The Board of Directors deems it appropriate to propose that the shareholders' meeting consider and approve the Company's Financial Statements for the fiscal year ended December 31, 2025, which have been audited by the Company's auditor and reviewed by the Audit and Risk Management Committee, and approved by

the Board of Directors, as presented in the 2025 Annual Registration Statement / Annual Report (Form 56-1 One Report), which has been delivered to the shareholders together with the Notice of the Shareholders' Meeting.

Resolution:

Approval by a majority vote of the shareholders present and voting.

Agenda 5: To consider and approve the allocation of profit as legal reserve and the dividend payment for the operating results of the year 2025.

Objective and Rationale:

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 50 of the Company's Articles of Association, the Company is required to allocate at least 5% of its annual net profit, after deducting accumulated losses brought forward (if any), to a legal reserve until such reserve reaches at least 10% of the Company's registered capital.

The Company has a dividend policy to pay dividends at a rate of not less than 40% of net profit based on the separate financial statements after corporate income tax and legal reserves. However, the actual dividend payment may vary depending on the Company's operating results, financial position, liquidity, working capital requirements, investment plans, business expansion, market conditions, appropriateness, and other relevant factors relating to the operations and management of the Company and its subsidiaries. Dividends shall be paid equally per share and must be approved by the Board of Directors and proposed to the shareholders' meeting for approval, except for interim dividends, which may be approved by the Board of Directors and subsequently reported to the shareholders at the next meeting.

In compliance with the above laws and the Company's Articles of Association, the Company has considered the allocation of its net profit for the year 2025 as a legal reserve. As of the fiscal year ended December 31, 2025, the Company has registered capital of THB 300,000,000 and has already appropriated a legal reserve of THB 30,000,000, representing 10% of its registered capital, which fully complies with the legal requirement. Therefore, no additional allocation to the legal reserve is required for the year 2025.

For the year 2025, the Company reported a net profit (attributable to the parent company) of THB 251,740,482 based on the separate financial statements. Details are set out in the Company's financial statements and the auditor's report under the "Financial Statements" section in the 2025 Annual Registration Statement / Annual Report (Form 56-1 One Report) as set out in Attachment 2.

The Company therefore proposes to pay a dividend for the year 2025 at the rate of THB 0.30 per share for 600,000,000 ordinary shares, totaling THB 180,000,000, representing 71.5% of the net profit based on the separate financial statements after legal reserve.

Description	Unit	2023	2024	2025
1. Net profit after legal reserve (based on separate financial statements)	THB	171,357,269	233,787,058	251,740,482
2. Dividend payment	THB	90,000,000	150,000,000	180,000,000
3. Dividend payout ratio (based on separate financial statements)	%	52.5	64.2	71.5
4. Dividend per share (based on 600,000,000 shares)	THB/share	0.15	0.25	0.30

Opinion of the Board of Directors:

The Board of Directors deems it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the non-allocation of net profit for the year 2025 as a legal reserve and the dividend payment for the year 2025 for the fiscal year ended December 31, 2025, with the following details:

- The Board of Directors proposes that the Annual General Meeting of Shareholders approve the non-allocation of net profit for the year 2025 as a legal reserve, as the Company has already fully appropriated its legal reserve in the amount of THB 30,000,000, representing 10% of its registered capital, in compliance with the legal requirement. Therefore, no additional allocation of net profit is required.
- The Board of Directors proposes that the Annual General Meeting of Shareholders approve the dividend payment for the year 2025 to shareholders in cash at the rate of THB 0.30 per share for a total of 600,000,000 ordinary shares, totaling THB 180,000,000, from the operating results for the period from January 1, 2025 to December 31, 2025. The dividend payment is scheduled for May 20, 2026, with the Record Date set on March 16, 2026. The entitlement to receive such dividend remains subject to approval by the 2026 Annual General Meeting of Shareholders.

The dividend payment is in accordance with the Company's dividend policy.

The dividend is paid from net profit after corporate income tax at the rate of 20%. Individual shareholders are entitled to claim a dividend tax credit, calculated as the dividend multiplied by 20/80, in accordance with the Revenue Code, Section 47 bis.

Resolution:

Approval by a majority vote of the shareholders present and voting.

Agenda 6: To consider and approve the appointment of directors in replacement of those who retire by rotation.

Objective and Rationale:

Pursuant to Section 71 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 18 of the Company's Articles of Association, at every Annual General Meeting of Shareholders, one-third (1/3) of the directors must retire from office. If the number of directors cannot be divided into three parts, the number nearest to one-third shall retire. In the first and second years following the Company's registration, directors shall retire by drawing lots. In subsequent years, directors who have held office for the longest period shall retire. Retiring directors are eligible for re-election.

The Company currently has nine (9) directors. At the 2026 Annual General Meeting of Shareholders, three (3) directors are due to retire by rotation, namely:

Name – Surname		Position
1.	Ms. Risara Charoenpanich	Director / Member of the Corporate Governance, Sustainability, Nomination and Remuneration Committee / Chief Executive Officer
2.	Mr. Luck Dendee	Director / Executive Director
3.	Ms. Onrudee Kettawee	Director / Executive Director

In order to promote good corporate governance and ensure fair and equitable treatment of all shareholders, the Company provided an opportunity for shareholders holding not less than 5% of the total voting rights of the Company to propose candidates for appointment as directors at the 2026 Annual General Meeting of Shareholders during the period from October 1 to December 31, 2025. The Company published the relevant criteria via the Stock Exchange of Thailand's information disclosure system and the Company's website. Upon the expiration of such period, no shareholder proposed any candidate for appointment as director of the Company.

In the nomination process, the Corporate Governance, Sustainability, Nomination and Remuneration Committee (excluding interested directors) (the "CG&NR Committee") has considered the diversity of the Board of Directors (Board Diversity), the appropriateness of qualifications, and the required skills that are necessary and lacking within the Board, through the preparation of the Board Skill Matrix.

The CG Committee has reviewed the qualifications of the three directors who are due to retire by rotation and is of the opinion that they possess the knowledge, capabilities, experience, and expertise beneficial to the Company's operations. They also have qualifications and do not possess any prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (as amended), the Securities and Exchange Act B.E. 2535 (1992) (as amended), and relevant regulations.

The CG Committee (excluding interested directors) proposes the appointment of the three directors to continue serving as directors of the Company for another term.

Therefore, it is deemed appropriate to propose that the shareholders' meeting consider and approve the appointment of (1) Ms. Risara Charoenpanich, (2) Mr. Luck Dendee, and (3) Ms. Onrudee Kettawee to serve as directors for another term, as well as to serve on the relevant sub-committees. The profiles of the nominated candidates are provided in [Attachment 3](#).

Opinion of the Board of Directors:

The Board of Directors (excluding interested directors) has duly considered and screened the candidates proposed by the Corporate Governance, Sustainability, Nomination and Remuneration Committee and is of the opinion that such persons possess qualifications suitable for the Company's business and are in compliance with the applicable laws and requirements relating to directors.

Therefore, the Board of Directors deems it appropriate to propose that the shareholders' meeting consider and approve the appointment of the three directors, namely (1) Ms. Risara Charoenpanich, (2) Mr. Luck Dendee, and (3) Ms. Onrudee Kettawee, to serve as directors of the Company for another term, as well as to serve on the relevant sub-committees.

Resolution:

Approval by a majority vote of the shareholders present and voting at the meeting, with the following voting procedures:

1. Each shareholder shall have votes equal to the number of shares he/she holds.
2. Each shareholder may use all of his/her votes under item 1 to appoint one or more persons as directors, but may not allocate votes to any person in unequal proportions.
3. To comply with good corporate governance principles, the appointment of directors shall be conducted on an individual basis.

Agenda 7: To consider and approve the determination of directors' remuneration for the year 2026.

Objective and Rationale:

Pursuant to Section 90 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 33 of the Company's Articles of Association, directors are entitled to remuneration in the form of rewards, meeting allowances, gratuities, bonuses, or other benefits as determined by the shareholders' meeting with a vote of not less than two-thirds of the total votes of the shareholders present at the meeting. Such remuneration may be fixed or prescribed on a specific basis and may remain effective until amended by a resolution of the shareholders' meeting. Directors are also entitled to allowances and welfare benefits in accordance with the Company's regulations.

The Company has established policies and criteria for determining the remuneration of directors and sub-committee members as follows:

1. The remuneration of directors and sub-committee members shall be reviewed and proposed for approval by the shareholders' meeting on an annual basis.
2. The remuneration of each director and sub-committee member shall be determined in accordance with their duties and responsibilities, with reference to comparable practices in the same industry.
3. The determination of directors' remuneration shall be considered by the Board of Directors and reviewed by the Corporate Governance, Sustainability, Nomination and Remuneration Committee, taking into account the appropriateness in accordance with the remuneration policy, comparison with industry practices, the Company's business expansion, and profit growth, in order to ensure that the remuneration is appropriate to retain qualified directors and motivate them to perform their duties effectively, under a transparent process that builds confidence among shareholders.

In determining the directors' remuneration, the Board of Directors, with the recommendation of the Corporate Governance, Sustainability, Nomination and Remuneration Committee, has taken into consideration the size of the business, as well as the duties and responsibilities of the Board, and has benchmarked against listed companies of similar market capitalization and within the same industry. The Board therefore deems it appropriate to propose that the shareholders' meeting approve the directors' remuneration for the year 2026, at the same rate as that of 2025, with a total amount not exceeding THB 3.0 million, with details as follows:

1. Meeting Allowance (per meeting):

Committee	2025		2026 (Proposed)	
	Chairman	Director	Chairman	Director
Board of Directors	60,000	40,000	60,000	40,000
Audit and Risk Management Committee	40,000	25,000	40,000	25,000
Corporate Governance, Sustainability, Nomination and Remuneration Committee	20,000	15,000	20,000	15,000

Remarks:

1. The meeting allowance is paid per meeting based on actual attendance.
2. Meeting allowances are paid only to independent directors.
3. In the absence of the Chairman, a director acting on behalf of the Chairman shall receive the same rate as the Chairman.
4. For online meetings with an agenda for acknowledgment only and lasting no longer than 15 minutes, no meeting allowance shall be paid.

2. Other Benefits: -None -

For the year 2025, the Company paid total remuneration to the Board of Directors and sub-committees in the amount of THB 1,300,000, in accordance with the criteria approved by the 2025 Annual General Meeting of Shareholders. Details are disclosed under “8. Key Corporate Governance Report,” sub-section 8.1.2 “Meeting Attendance and Individual Remuneration of Directors,” in the 2025 Annual Registration Statement / Annual Report (Form 56-1 One Report), which has been delivered to the shareholders together with this Notice of Meeting ([Attachment 2](#)).

Opinion of the Board of Directors:

The Board of Directors has considered and deems it appropriate to propose that the shareholders’ meeting approve the determination of directors’ remuneration as detailed above.

Resolution:

Approval by not less than two-thirds of the total votes of the shareholders present at the meeting.

Agenda 8: To consider and approve the appointment of the auditor and the determination of the audit fee for the year 2026 ended December 31, 2026.

Objective and Rationale:

Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (as amended), the Annual General Meeting of Shareholders is required to appoint the auditor and determine the audit fee of the Company on an annual basis.

The Audit and Risk Management Committee has selected the auditor in accordance with the criteria under the Public Limited Companies Act and relevant notifications of the Capital Market Supervisory Board. The Committee has considered the performance of the auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. (“Deloitte”), who has performed duties with responsibility and has a good understanding of the Group’s business. Therefore, it is deemed appropriate to propose that the shareholders’ meeting consider and approve the appointment of the following auditors from Deloitte as the Company’s auditors for the year 2026 ended December 31, 2026, whereby any one of the following auditors shall be authorized to audit and express an opinion on the Company’s financial statements:

1. Ms. Porakoch Jongkolsiri, Certified Public Accountant No. 7150 (who has signed the Company’s financial statements for the year ended 2024-2025, totaling 2 years); and/or
2. Ms. Juntira Juntrachaichoat, Certified Public Accountant No. 6326 (who has never signed the Company’s financial statements); and/or
3. Mr. Wee Sujarit, Certified Public Accountant No. 7103 (who has never signed the Company’s financial statements); and/or
4. Ms. Lasita Magut, Certified Public Accountant No. 9036 (who has never signed the Company’s financial statements)

The proposed auditors have no relationship or interest with the Company, its subsidiaries, management, major shareholders, or related persons, and are therefore independent in auditing and expressing opinions on the Company’s financial statements. In addition, none of the proposed auditors has served as the Company’s auditor for seven consecutive fiscal years, in compliance with the relevant regulations of the Capital Market Supervisory Board. Profiles of the proposed auditors are provided in [Attachment 4](#).

In addition, the Board of Directors, having been reviewed and endorsed by the Audit and Risk Management Committee, has considered the audit fee for the fiscal year 2026 ending December 31, 2026, and is of the opinion that such fee is appropriate in relation to the quality and scope of the audit work. Therefore, it is deemed appropriate to propose that the Shareholders’ Meeting consider and approve the Company’s audit fee for the said fiscal year in an amount not exceeding Baht 2,460,000.

For 2025, the Company’s approved audit fee was Baht 2,580,000 (comprising audit fee of Baht 2,430,000 and IT audit fee of Baht 150,000). The audit fee for 2026 represents an increase of Baht 30,000 from that of 2025.

Comparative Audit Fee

Unit : Baht

Description	2025	2026 (Proposed)
Audit Fee	2,430,000	2,460,000
IT Audit	104,673	100,000

Remarks:

1. The above audit fees exclude actual out-of-pocket expenses.
2. The audit fee for the Company for the year 2026 has increased from the previous year as there has been no adjustment since 2024. Such increase is to align with rising operating costs, particularly personnel costs.

Opinion of the Board of Directors:

The Board of Directors, having considered the recommendation of the Audit and Risk Management Committee, deems it appropriate to propose that the shareholders’ meeting consider and approve the appointment of auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., namely Ms. Porakoch Jongkolsiri, and/or Ms. Juntira Juntrachaichoat, and/or Mr. Wee Sujarit, and/or Ms. Lasita Magut, as the Company’s auditors for the year 2026 ended December 31, 2026, and the determination of the audit fee of not exceeding THB 2,460,000, as detailed above.

Any one of the above auditors shall be authorized to audit and express an opinion on the Company’s financial statements. In the event that such auditors are unable to perform their duties, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. is authorized to assign another certified public accountant of the firm to perform the audit in their place. The Company and its subsidiaries use the same audit firm. Profiles and experience of the auditors are provided in [Attachment 4](#).

Resolution:

Approval by a majority vote of the shareholders present and voting.

Agenda 9: To consider other matters (if any)**Opinion of the Board of Directors:**

In order to comply with Section 105 of the Public Limited Companies Act B.E. 2535 (1992) (as amended), which provides that shareholders holding not less than one-third of the total issued shares may request the meeting to consider matters other than those specified in the Notice of Meeting, and to provide an opportunity for shareholders to raise questions or express additional opinions (if any), the Board of Directors deems it appropriate to include this agenda item in every shareholders' meeting to allow shareholders to ask questions, discuss, and/or provide suggestions to the Board of Directors and/or the management.

The Company has fixed the Record Date on March 16, 2026, for determining the shareholders entitled to attend the 2026 Annual General Meeting of Shareholders. The meeting will be conducted solely via electronic means (E-AGM) through the IR PLUS AGM system in accordance with the applicable laws and regulations governing electronic meetings. The Company has appointed Online Asset Co., Ltd. as the service provider for the meeting control system and the IR PLUS AGM application, which is certified by the Electronic Transactions Development Agency (ETDA), to facilitate the electronic shareholders' meeting in all aspects.

To ensure readiness prior to the meeting, shareholders or proxies are required to register through the IR PLUS AGM system to verify their identity (KYC) and submit the relevant documents in advance from April 10, 2026 at 9:00 hours until the completion of the meeting on April 27, 2026. Shareholders may study the guidelines for attending the electronic meeting (E-AGM), proxy appointment, registration, and voting procedures via the IR PLUS AGM application as detailed in [Attachment 8](#).

Upon successful verification of the submitted information and documents, the Company will approve the registration through the IR PLUS AGM system, enabling shareholders or proxies to set their own PIN code for accessing the meeting. For security purposes and to protect your rights, please keep your PIN code confidential and do not disclose it to any third party.

To preserve shareholders' rights and benefits, if a shareholder is unable to attend the meeting, such shareholder may appoint any one independent director of the Company as proxy to attend and vote on their behalf. Details of the independent directors and the definition of independent directors are provided in [Attachment 6](#). The Company has provided Proxy Forms A (General Form), B (Specific Details Form), and C (for foreign investors appointing a custodian in Thailand) as set out in [Attachment 5](#). Shareholders may use only one of these proxy forms or download them from the Company's website at <https://investor.prtr.com/th/downloads/shareholders-meeting>.

For convenience in document verification, shareholders are requested to submit the proxy form to the Company by April 24, 2026 via the following channels:

Email : ir@prtr.com

Mail : PRTR Group Public Company Limited

Investor Relations

No. 2034/82 Italthai Tower, 18th Floor, New Petchburi Road

Bangkapi Subdistrict, Huai Khwang District, Bangkok 10320



For convenience and orderly conduct of the meeting, the system will be available for log-in 2 hours prior to the meeting, from 12:00 hours, while the live broadcast of the meeting will commence at 14:00 hours. Shareholders are advised to study the procedures for registration, submitting questions during the meeting, and voting via electronic means as detailed in [Attachment 8](#).

Shareholders are cordially invited to attend the 2025 Annual General Meeting of Shareholders via electronic means (E-AGM) only, on the date and time specified above. No physical meeting venue will be provided.

Yours sincerely

-Niphon Bundechanan-

(Mr. Niphon Bundechanan)

Chairman (Acting)