

Criteria for granting rights to minority shareholders to propose meeting agenda items and to nominate candidates for election as directors at the 2027 Annual General Meeting of Shareholders of PRTR Group Public Company Limited

PRTR Group Public Company Limited (the “**Company**”) recognizes the importance of treating shareholders equitably and fairly in order to promote good corporate governance, which is one of the factors contributing to the success of the Company’s business. The Company, therefore, allows minority shareholders to propose meeting agenda items and to nominate candidates for election as directors in advance of the annual general meeting of shareholders, which is scheduled to be held in April of every year.

For the 2027 Annual General Meeting of Shareholders, shareholders are cordially invited to propose meeting agenda items and to nominate candidates for election as the Company’s directors in advance, during the period from 1 October 2026 to 31 December 2026. The criteria and procedures are as follows:

1. Qualifications of the shareholders

A shareholder who wishes to propose a meeting agenda item or to nominate a candidate for election as a director must possess the following qualifications:

- 1) The shareholder(s) of the Company who individually or collectively hold the Company’s shares of not less than 5 percent of the total voting rights of the Company as at the proposal date
- 2) The shareholder(s) of the Company who individually or collectively hold the Company’s shares of not less than 3 percent of the total voting rights of the Company and have been holding such shares for not less than 1 consecutive year from the date of share acquisition to the proposal date.

2. Proposal of meeting agenda

2.1 The Company reserves the right not to include in the agenda of the shareholders’ meeting any matter having any of the following characteristics:

- 1) any matter that is contrary to laws, notifications, regulations, rules and orders of governmental agencies or authorities supervising the Company, or that is not in accordance with the Company’s objectives, Articles of Association, resolutions of the shareholders’ meetings or principles of good corporate governance;
- 2) any matter relating to the Company’s ordinary course of business, where the facts alleged by the shareholder do not show any irregularity in such matter;
- 3) any matter that relates to day-to-day operations or falls within the managerial authority of the Board of Directors, unless it is a case that causes material damage to shareholders as a whole;
- 4) any matter that is beyond the Company’s authority to carry out;
- 5) any matter that is for the particular benefit of any person or group of persons;

- 6) any matter that a shareholder previously proposed to the shareholders' meeting within the past 12 months and that received supporting votes of less than 10 percent of the total number of voting shares of the Company, where the facts relating to the matter proposed have not materially changed;
- 7) any matter that the Company has already carried out;
- 8) any matter for which the information or supporting documents are incomplete or insufficient, contain untrue statements or ambiguous proposals, or are submitted after the specified deadline;
- 9) any matter that is not beneficial to the Company's operations; or
- 10) any matter proposed by a shareholder who does not have all the qualifications specified in Clause 1.

2.2 Supporting documents for proposing a meeting agenda

- 1) Evidence of shareholding showing that the shareholder has all the qualifications specified in Clause 1, i.e., a confirmation letter issued by a securities company or any other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- 2) Form to Propose Agenda to the 2027 Annual General Meeting of Shareholders (Form A) attached to these criteria, duly signed by the shareholder
- 3) A certified true copy of the shareholder's valid identification document, as follows:
 - In the case of individuals: Copy of identification card/passport (in case of foreigners)
 - In the case of legal entities: Copy of affidavit issued not later than 3 months and copy of identification card/passport (in case of foreigners) of the authorized representative(s) who executed Form A
- 4) If a shareholder has changed their title, name or surname, a certified true copy of evidence of such change must be enclosed.
- 5) One Form A may be used for one agenda item only. If a shareholder proposes several agenda items, a separate Form A must be completed for each agenda item.
- 6) In case several shareholders collectively propose an agenda item, each of those shareholders must fill in his/her details and sign Form A, and must enclose evidence of his/her shareholding and identification document in full. In this regard, one shareholder must be designated by all the shareholders as their representative to be contacted by the Company, and the Company's contact with such designated person shall be deemed to be contact with all the relevant shareholders.
- 7) Any other supplementary documents that would be useful for the consideration of the Board of Directors (if any)

2.3 Submission procedures

- 1) The documents listed in Clause 2.2 must arrive at the Company by 31 December 2026, via registered mail, to the address below, so that the Company can screen the information and examine the relevant documents, and so that the Board of Directors has sufficient time to consider the meeting agenda:

Company Secretary Division

PRTR Group Public Company Limited

2034/82 Ital – Thai Tower, 18th Floor,

New Petchburi Road, Bangkok, Huaykwang,

Bangkok 10310

Email: companysecretary@prtr.com

Tel: 02-716-0000

- 2) Before submitting the original copies of the documents listed in 1), the shareholder may informally send copies of such documents to the Company Secretary Division by email at companysecretary@prtr.com.

2.4 Review process

- 1) The Company Secretary will preliminarily review the proposals for the Board of Directors and undertake the following actions:
 - (a) If it appears that the shareholder(s) do not possess all the qualifications specified in Clause 1, the Company Secretary will send a written notice to such shareholder(s) for acknowledgment of the closing of the matter by 8 January 2027.
 - (b) If it appears that the shareholder(s) possess all the qualifications specified in Clause 1, but the information or documents are incomplete or incorrect, the Company Secretary will send a written notice to such shareholder(s) by 8 January 2027, and if such shareholder(s) do not correct or supply the information or documents completely and correctly by 18 January 2027, the Company Secretary will send a written notice to such shareholder(s) for acknowledgment of the closing of the matter.
 - (c) For any other cases not falling within the scope of (a) or (b), the Company Secretary will gather those matters and propose the same to the Board of Directors for consideration.
- 2) The Board of Directors will consider the appropriateness of the agenda items to be proposed to the shareholders' meeting. The matters to be included in the agenda of the shareholders' meeting shall not have any of the prohibited characteristics under Clause 2.1, unless the Board of Directors considers otherwise.
- 3) Matters approved by the Board of Directors will be included in the agenda of the shareholders' meeting, and the Company will state in the invitation to the shareholders' meeting that the item is an agenda item proposed by shareholders, together with the opinion of the Board of Directors.

- 4) For matters not approved by the Board of Directors, the Company will send a written notice of the resolution of the Board of Directors' meeting, together with the reasons, to the shareholder who proposed such matters within 3 business days from the date on which the Board of Directors passed the resolution, and will report the matter again for acknowledgment at the annual general meeting of shareholders, stating the reasons for refusing to include such matter in the agenda.

3. Nomination of candidate(s) to be elected as the Company's director(s)

3.1 A person to be considered for election as a director of the Company must have the qualifications and must not have any prohibited characteristics, as follows:

- 1) Having the correct qualifications and not having any prohibited characteristics under the laws on public limited companies, the laws on securities and exchange, and the rules, regulations, requirements and criteria prescribed by the relevant regulatory authorities, as well as the principles of good corporate governance of the Company

In case of nomination of a person for the position of independent director and/or Audit Committee member of the Company, such person must also possess all additional qualifications as required by law.

- 2) Having knowledge and competence that are significantly beneficial to the Company's business
- 3) Being independent, physically healthy and mentally sound, able to perform the duties of the Company's director with due care and honesty, and able to devote full dedication to working for the Company
- 4) Having a good work history and not engaging in a business, or being a partner in an ordinary partnership, or an unlimited-liability partner in a limited partnership, or a director or shareholder of any other juristic person that carries on a business of the same nature as, or in competition with, the Company's business

3.2 Supporting documents required for the nomination of candidate(s) to be elected as the Company's director(s)

- 1) Evidence of shareholding confirming that the shareholder has all the qualifications specified in Clause 1, i.e., a confirmation letter issued by a securities company or any other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- 2) Form to Nominate Candidate(s) for Election as Director(s) (Form B) attached to these criteria, duly signed by the shareholder
- 3) Form of Information of the Person Nominated as Director and Consent Letter (Form C) attached to these criteria, duly signed by the nominated person
- 4) Documents supporting the consideration of qualifications, namely the education and work history (Curriculum Vitae) of the nominated person, certified as a true copy by the nominated person
- 5) A certified true copy of the shareholder's valid identification document, as follows:

In the case of individuals: Copy of identification card/passport (in case of foreigners)

In case of legal entities: Copy of affidavit issued not later than 3 months and copy of identification card/passport (in case of foreigners) of the authorized representative(s) who executed Form B

- 6) If a shareholder has changed his/her title, name or surname, a certified true copy of evidence of such change must be enclosed.
- 7) One Form B and one Form C may be used for the nomination of one director only. If several persons are nominated as directors, a separate Form B and Form C must be completed for each nominated person.
- 8) In case several shareholders collectively nominate a candidate for election as a director, each of those shareholders must fill in his/her details and sign Form B, and must enclose evidence of his/her shareholding and identification document in full. In this regard, one shareholder must be designated by all the shareholders as their representative to be contacted by the Company, and the Company's contact with such designated person shall be deemed to be contact with all the relevant shareholders.
- 9) Any other supplementary documents that would be useful for the consideration of the Board of Directors (if any)

3.3 Submission procedures

- 1) The documents listed in Clause 3.2 must arrive at the Company by 31 December 2026, via registered mail, to the address below, so that the Company can screen the information and examine the relevant documents, and so that the Board of Directors has sufficient time to consider the meeting agenda:

Company Secretary Division

PRTR Group Public Company Limited
2034/82 Ital – Thai Tower, 18th Floor,
New Petchburi Road, Bangkok, Huaykwang,
Bangkok 10310
Email: companysecretary@prtr.com
Tel: 02-716-0000

- 2) Before submitting the original copies of the documents listed in 1), the shareholder may informally send copies of such documents to the Company Secretary Division by email at companysecretary@prtr.com.

3.4 Review process

- 1) The Company Secretary will preliminarily review the proposals for the Corporate Governance, Sustainable Development, Nomination and Remuneration Committee (the "Committee") and undertake the following actions:

- (a) If it appears that the shareholder(s) do not possess all the qualifications specified in Clause 1, the Company Secretary will send a written notice to such shareholder(s) for acknowledgment of the closing of the matter by 8 January 2027.
 - (b) If it appears that the shareholder(s) possess all the qualifications specified in Clause 1, but the information or documents are incomplete or incorrect, the Company Secretary will send a written notice to such shareholder(s) by 8 January 2027, and if such shareholder(s) do not correct or supply the information or documents completely and correctly by 18 January 2027, the Company Secretary will send a written notice to such shareholder(s) for acknowledgment of the closing of the matter.
 - (c) For any other cases not falling within the scope of (a) or (b), the Company Secretary will gather those matters and propose the same to the Committee for consideration.
- 2) The Committee will consider the appropriateness of the persons nominated for election as directors and propose them to the Board of Directors for further consideration. Such persons must have all the qualifications and must not have any prohibited characteristics specified in Clause 3.1, unless the Committee or the Board of Directors considers otherwise.
 - 3) Persons approved by the Board of Directors will be included in the list of persons nominated for election as directors at the 2027 Annual General Meeting of Shareholders, and the Company will state in the invitation to the shareholders' meeting that they were nominated by shareholders, together with the opinion of the Committee.
 - 4) For persons not approved by the Committee or the Board of Directors, the Company will send a written notice of the resolution of the Committee or the Board of Directors, as the case may be, to the shareholder(s) who nominated such person(s) within 3 business days from the date on which the Committee or the Board of Directors, as the case may be, passed the resolution.