

Document of Annual General Meeting of Shareholders

Year 2024

PRG Corporation Public Company Limited



Wednesday of April 24, 2024 at 10:00 a.m.

ELECTRONIC MEETING (e-AGM)

Table of Contents

Supporting documents for the Annual General Meeting of Shareholders Year 2024	Page
<ul style="list-style-type: none"> ● Invitation letter to attend AGM of Shareholders 2024 	3 - 22
<ul style="list-style-type: none"> ● The Minutes of the Extraordinary General Meeting of Shareholders No.1/2023 (supporting document for Agenda 1) 	23 - 40
<ul style="list-style-type: none"> ● Form 56-1 One report in which the statement of financial position (Balance Sheet) and statement of comprehensive income for the year ended December 31, 2023 in QR Code. (supporting document for Agenda 2 and 3) 	
<ul style="list-style-type: none"> ● Information on the Directors who are retired by rotation and the proposed Directors to the shareholders by the Board of Directors for reelection (supporting document for Agenda 5) 	41 - 51
<ul style="list-style-type: none"> ● Information on the approve the increase in the number of directors and the appointment of the new director (supporting document for Agenda 6) 	52 - 55
<ul style="list-style-type: none"> ● Information on the remuneration and other benefits of various committees (supporting document for Agenda 7) 	56 - 57
<ul style="list-style-type: none"> ● Information on the auditors and the audit fees for the fiscal year 2024 (supporting document for Agenda 8) 	58 - 59
<ul style="list-style-type: none"> ● Capital Increase Report Form (F53-4) (for considering Agenda 9, 12 - 13 and Agenda 15 - 16) 	60 – 68
<ul style="list-style-type: none"> ● Key Features of the Warrants to Purchase Ordinary shares of PRG Corporation Public Company Limited No.4 (PRG-W4) (for considering Agenda 11 - 12 and Agenda 15) 	69 - 76
Supporting documents for attending the Annual General Meeting of Shareholders for the Year 2024	
<ul style="list-style-type: none"> ● Documents for the Rights to Attend the Meeting 	77 – 78
<ul style="list-style-type: none"> ● Profiles of Independent Directors for proxy case 	79
<ul style="list-style-type: none"> ● The Company's Articles of Association regarding the AGM of Shareholders 	80 – 82
<ul style="list-style-type: none"> ● Guidelines for attending the Annual General Meeting of Shareholders by Electronic Means via Inventech Connect 	

PRG.MD. 016/2024

April 3, 2024

Subject: Invitation to attend 2024 Annual General Shareholders' Meeting

Attention: Dear Shareholders,
PRG Corporation Public Company Limited

Enclose: **1. Supporting documents for the Annual General Meeting of Shareholders
for the Year 2024**

- 1.1 The Minutes of the Extraordinary General Meeting of Shareholders No.1/2023
- 1.2 Form 56-1 One report in which the statement of financial position (Balance Sheet) and statement of comprehensive income for the year ended December 31, 2023
- 1.3 Information on the Directors who are retired by rotation and the proposed Directors to the shareholders by the Board of Directors for reelection
- 1.4 Information on the approve the increase in the number of directors and the appointment of the new director
- 1.5 Information on the remuneration and other benefits of various committees
- 1.6 Information on the auditors and the audit fees for the fiscal year 2023
- 1.7 Capital Increase Report Form (F53-4)
- 1.8 Key Features of the Warrants to Purchase Ordinary shares of PRG Corporation Public Company Limited No.4 (PRG-W4)

**2. Supporting documents for attending the Annual General Meeting of Shareholders
for the Year 2024**

- 2.1 The Company's Articles of Association regarding the AGM of Shareholders
- 2.2 Documents for the Rights to Attend the Meeting
- 2.3 Profiles of Independent Directors for proxy case
- 2.4 Procedures for QR Code Downloading for Form 56-1 One Report
- 2.5 Guidelines for attending the Annual General Meeting of Shareholders by Electronic Means via Inventech Connect
- 2.6 Proxy Form
- 2.7 Requisition Form for the Printed Copy of 2023 One Report

At the Meeting No.3/24 on March 8, 2024, the Board of the Directors of PRG Corporation Public Company Limited has made a resolution to call for an Annual General Meeting of Shareholders on Wednesday of April 24, 2023 at 10.00 a.m. By changing the participation method of the meeting to an electronic media meeting (e-AGM) from the MBK Company's meeting room, 444 8 Floor, MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok. Details of the meeting agenda are as follows:

Agenda 1 To certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2023 (the EGM)

Objective and Rationale

The Company convened the Extraordinary General Meeting of the Shareholders No. 1/2023 on October 17, 2023 to consider issues as required by the Agenda of invitation. The minutes of the meeting is sent to the Stock Exchange of Thailand and the Ministry of Commerce within the period of time set by law and also available on the Company's web site (www.prg.co.th) as per the details shown on page 23-40.

The opinion of the Board of Directors

The minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 was correctly reported. Thus, the AGM should approve the minutes.

Agenda 2 To report the company's performances for the year 2023

Objective and Rationale

The Company's operating results of the year, January 1, 2023 to December 31, 2023 is sent and disclosed to the Stock Exchange of Thailand reported and can be found in Form 56-1 One Report which is attached together with this invitation.

The opinion of the Board of Directors

The company's performances for the year 2023 should be reported for acknowledgement of the shareholders.

Agenda 3 To approve the statement of financial position and statement of comprehensive income for the fiscal year ended December 31, 2023

Objective and Rationale According to the Public Limited Company Act 1992 and the company's articles of association, the company must issue a statement of financial position and statement of comprehensive income as at the end of company fiscal year. These financial statements must be audited by auditor before presenting to the meeting for approval. A statement of financial position and statement of comprehensive income ended December 31, 2023 is included in Form 56-1 One Report and it has been audited by auditor. The company audit committee and the board of directors have approved these statements.

The opinion of the Board of Directors

The mentioned the statements of financial position and statement of comprehensive income for the fiscal year ended December 31, 2023 have already been audited as unqualified opinion by the auditor and certified by both the Audit Committee and the Board of Directors, thus the AGM should approve the statements of financial position and statement of comprehensive income for the fiscal year ended December 31, 2023

Agenda 4 To consider and approve the omission of the allocation of net profit as a legal reserve fund and the omission of dividend payment for the year 2023

Objective and Rationale

According to the Public Limited Company Act 1992, Article 115, and the Company Article of Association, the dividend payment must be approved by the General Meeting of Shareholders. The company must allocate at least 5% of the annual net profit to be legal reserve less any accumulated loss until the legal reserve is not less than the legal requirement of 10% of registered capital. For the fiscal year of January 1, 2023 through December, 31, 2023, the company has a net profit of Baht 360,675,061 (Three hundred and sixty million, six hundred and seventy-five thousand and sixty-one baht) and a legal reserve of Baht 90,000,000 (Ninety million Baht) as required by law which do not require any further reserve.

The opinion of the Board of Directors

The Board of Directors deems it appropriate to propose the following matters to the meeting for consideration

1. To acknowledge the non-appropriation of 2023 net profit as a legal reserve fund due to the company has a legal reserve of Baht 90,000,000 (Ninety million Baht) as 10% of registered capital by law which do not require any further reserve.
2. To consider the omission of dividend payment for the year 2023 To maintain the financial liquidity of the company

The Company has the policy to pay out dividend to shareholders at the rate of not less than the dividend paid in the previous year and depending on economic condition and company's projects in the future.

Agenda 5 To appoint the directors to replace those whose tenures end and independent directors who have completed 9 years

Objective and Rationale

According to article 18 of the company's articles of association, it is required that every annual general meeting of shareholders, one-third of company directors must be retired. If the number of directors that will be retired cannot be divided by three then a closest number will be used but not more than one-third. In 2023 meeting, there are three directors that will be retired namely

Mr. Suvait Theeravachirakul	Vice Chairman of the Board of Directors / Vice Chairman of the Executive Committee / Member of Nomination and Remuneration Committee and Member of the Good Corporate Governance and Sustainability Committee
Assco.Prof. Dr. Sathit Parniangtong	Chairman of the Compensation and Nomination Committee / Independent Director / Member of the Audit Committee / Chairman of Technology Information and Digital Committee and Member of the Good Corporate Governance and Sustainability Committee

Mr. Somkiat Makcayathorn

Director / Executive Director / Member of Technology Information and Digital Committee / Managing Director and Member of the Good Corporate Governance and Sustainability Committee

Profiles of the proposed directors are shown on page 41 - 51

The Company announced on the website of company's investor relation for invitation to shareholders to nominate qualified candidate(s) for an election of the Company's director(s) and propose advance agenda since September 29, 2023 to December 31, 2023. However, there was no shareholders proposing such agenda and any lists of candidate(s) to company. Therefore, shareholders had to elect directors to replace the retired Directors. The shareholders can reappoint the retired Directors by rotation to take a position for another term.

The opinion of the Board of Directors

The Board of Directors considered the opinion given by the Nomination and Remuneration Committee and agreed that the Directors whose terms of office expired namely Mr. Suvait Theeravachirakul, Assoc.Prof. Dr. Sathit Parniangtong and Mr. Somkiat Makcayathorn should be proposed to the Annual General Meeting for consideration that Mr. Suvait Theeravachirakul and Mr. Somkiat Makcayathorn should be re-appointed to continue their positions as Directors. and appoint Mr. Senathip Sripaipan as Independent Director, Member of the Audit Committee, Chairman of the Information Technology Governance and Digital Committee and Member of the Good Corporate Governance and Sustainability Committee Instead Assoc.Prof. Dr. Sathit Parniangtong Directors who retire by rotation This completes the term of office of the independent directors for 9 years since 2016 and served as an independent director of the company for a total of 15 years. These 3 nominated Directors have full qualifications according to the Public Limited Company Act B.E. 2535 and their knowledge and experiences in businesses related to the Company's operations can help contribute to the development of the Company. They are appropriate for working as the Company's Directors. The Board considered that the appointment of

Mr. Suvait Theeravachirakul to continue their positions as Directors in the companies, which operate the same businesses as the Company, will not cause any damages to the Company.

Agenda 6 To Consider and approve the increase in the number of directors and appoint additional directors.

Objective and Rationale

The Nomination and Remuneration Committee has considered qualifications according to the selection criteria. Taking into account suitability, including qualifications, knowledge, abilities, expertise, and experience. Ready to perform duties as a company director It was deemed appropriate to propose an increase in the number of directors. and appointed additional directors as follows:

1. Mr. Kraivin Srikraivin
2. Mr. Praisun Wongsmith

Currently, the company has 9 directors. If the shareholder meeting approves the appointment of 2 more directors, the company will have 11 directors, with the proportion of independent directors. Accounting for 36.36 percent, which is in line with and in accordance with the announcement of the Capital Market Supervisory Board No. TorChor. 39/2016, Section 17, which requires that the company must have at least one-third of the total number of independent directors of the board.

The opinion of the Board of Directors

The Board of Directors considered the opinion given by the Nomination and Remuneration Committee and agreed that and the shareholder meeting approved increasing the number of directors and appointing more directors of the company from the original number of directors of the company of 9 persons by appointing 2 more people, the company will have 11 directors. The appointment of Mr. Kraivin Srikraivin as Director, Executive Director and Member of the Good Corporate Governance and Sustainability Committee and Mr. Praisun Wongsmith as Director, Independent Director, Chairman of the Compensation and Nomination Committee and Member of the Good Corporate Governance and Sustainability Committee due to have full qualifications according to the Public Limited Company Act B.E.2535 and their knowledge and experiences in businesses related to the Company's operations can help contribute to the development of the Company. They are appropriate for working as the Company's Directors.

Agenda 7 To approve the director's remuneration and pension

Objective and Rationale

Board of Directors have policy and principle to give the remuneration to the members of the Board and any sub committees include to give the pension to the Board of directors as appropriate level and in line with their duties and responsibilities which require them to fulfill the expectations of the interested persons' groups to comply with the law and related regulations. As a result, the company not only has to look for and select directors with proper experience and qualifications, but also to give policy to set the remuneration for each director which reflect their respective duties and responsibilities, and be the rate which be compared to the other listed company in same size. Moreover, in compliance with the good corporate governance principles, the compensations of the directors should be reviewed annually.

The opinion of the Board of Directors

Due to the Compensation and Nomination Committee and the Board of Directors have considered to propose to the Shareholder Meeting for consideration and approval of the remuneration for Directors in the rate of THB 8,400,000 (Eight million four hundred thousand Baht) per annum, and approve any privilege of THB 600,000 (six hundred thousand Baht) per annum. Total amounting of THB 9,000,000 (Nine million Baht) per annum for the Board of Directors, the Executive Committee, the Audit Committee, the Compensation and Nomination Committee and the Technology Information and Digital Committee are detailed as follows;

1. Remuneration for Board of Directors meeting

- Chairman 55,000 Baht/per person/per month
- Vice Chairman 33,000 Baht/per person/per month
- Director 27,500 Baht/per person/per month

2. Remuneration for the Executive Committee

- Chairman 55,000 Baht/per person/per attendance
- Vice Chairman 33,000 Baht/per person/per attendance
- Member (non-executive) 27,500 Baht/per person/per attendance

3. Remuneration for the Audit Committee

- Chairman 55,000 Baht/per person/per month
- Director 27,500 Baht/per person/per month

4. Remuneration for the Compensation and Nomination Committee

- Chairman 55,000 Baht/per person/per attendance
- Director 27,500 Baht/per person/per attendance

5. Remuneration for the Technology Information and Digital Committee

- Chairman 55,000 Baht/per person/per attendance
- Director 27,500 Baht/per person/per attendance

6. Remuneration and privilege for the Board of Directors

- Chairman 50,000 Baht/per person/per year
- Vice Chairman 50,000 Baht/per person/per year
- Director 50,000 Baht/per person/per year

To approve pension for the Board of Directors of THB 2,000,000 (Two million Baht) and the Board of Directors will allocate the amount among its members.

It has been the Board of Directors' policy and principle to provide members of the Board and the various committees for the Board of Directors with compensation at an appropriate level to be in line with their duties and responsibilities, laws and regulations of the company.

Agenda 8 To consider the appointment of auditors and determining the audit fee for the year 2024

Objective and Rationale

Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 and Article 33 of the Company's Articles of Association, the shareholders at the annual general meeting are required to appoint the Company's auditors and determine the audit fees. In this connection the shareholders at the shareholder meeting may appoint the current auditors to continue giving their auditing services for another term.

The opinion of the Board of Directors

The AGM should consider appointing from EY Office Limited to audit the Company financial statement for the year 2024. the following people;

- | | | |
|------------------|-----------------|---|
| 1. Mrs.Gingkarn | Atsawarangsalit | Certified Public Accountant no. 4496 and/or |
| 2. Miss Rosaporn | Decharkom | Certified Public Accountant no. 5659 and/or |
| 3. Ms.Sumana | Punpongsanon | Certified Public Accountant no. 5872 and/or |
| 4. Ms.Kirdsiri | Kanjanaprakasit | Certified Public Accountant no. 6014 |

From EY Office Company Limited to audit the Company financial statement for the year 2024. The annual audit fee is in amount of Baht 795,000 (Seven hundred ninety-five thousand baht) as per the details shown on page 58-59.

Agenda 9 To approve the decrease of the registered capital of the company from the original registered capital of THB 894,980,249 to new registered capital of THB 694,980,249 by reducing of the unpaid capital amount of 200,000,000 shares with a par value of THB 1 per share which have been not allocated in the whole according to the resolution EGM no.1/2023

Objective and Rationale

As the company increased its registered capital by 200,000,000 baht to support the capital increase under the general mandate in the Extraordinary General Meeting of Shareholders No.1/2023, but the company has not yet issued and offered the said capital increase shares. Therefore, in order to comply with the Public Limited Act 2535 on capital increase under Section 136, the company has to decrease its registered capital.

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM, has approved to decrease of the registered capital of the company from the original registered capital of THB 894,980,249 to new registered capital of THB 694,980,249 by reducing of the unpaid capital amount of 200,000,000 shares as per the details shown on page 60 - 68.

Agenda 10 To approve to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital

Objective and Rationale

To be in accordance with the reduction of the Company's registered capital of the company in Agenda 9

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM, has approved to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital as follows:

Article 4. Registered capital	:	694,980,249 baht	(Six hundred and ninety-four million nine hundred and eight thousand two hundred and forty-nine baht)
Dividend into	:	694,980,249 shares	(Six hundred and ninety-four million nine hundred and eight thousand two hundred and forty-nine shares)
Value per share	:	1 baht	(one baht)
Dividend into	:		
Ordinary share	:	694,980,249 share	(Six hundred and ninety-four million nine hundred and eight thousand two hundred and forty-nine shares)
Preferred share	:	-not exist-	(--)"

Agenda 11 To approve to the offering or the allocation of the Company's warrants to purchase ordinary shares No.4 (PRG- W4) in the amount not more than 34,723,216 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings

Objective and Rationale

This is to prepare and strengthen and provide financial flexibility in the implementation of future projects. And to reserve money for the Company's working capital In addition, the company It intends to provide compensation to the shareholders of the Company Therefore, it is deemed appropriate to propose to The Annual General Meeting of Shareholders 2024 to consider and approve the issuance and allocation of warrants to purchase the newly issued ordinary shares of PRG Corporation Public Company Limited No.4 (Warrants). Right of PRG-W4 in the amount not exceeding 34,723,216 units to the Company's shareholders.

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM 2024, has approved to the issuance of the Company's warrants to purchase ordinary shares No.4 (PRG-W4) in the amount of not more than 34,723,216 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings at no offering price, (zero Baht) at the ratio of 20 ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down), with a term of not more than 3 years from the issuance date, having an exercise ratio of 1 unit of warrant per 1 ordinary share at an exercise price THB 5 (the "Exercise Price"), (the "PRG-W4 Warrants") and details with regards to the issuance of the PRG-W4 Warrants are determined. Please refer to the preliminary details of the PRG-W4 Warrants **shown on page 69-76**.

In this regard, the Company's Board of Directors opined to empower Mr. Somkiat Makcayathorn, Managing Director, and/or the Company's Executive Committee Informing an additional information of PRG-W4 Warrants through the invitation to the Annual General Meeting of Shareholders 2024 after the number off exercised PRG-W1 Warrants, PRG-W2 Warrants and PRG-W3 Warrants to subscribe for the newly issued ordinary shares of the Company exercise date, which will take place by March 15, 2024, has been recognized under the conditions: (1) the allocation ratio of 20 ordinary shares to 1 unit of Warrants (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down) and (2) the sum of shares allocated to accommodate the PRG-W1 Warrants, PRG-W2

Warrants, PRG-W3 Warrants and PRG-W4 Warrants shall not be over 50 percent of the number paid-up shares of the Company according to the Notification of the Capital Market Supervisory Board No. TorChor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares (as amended) (“Notification of the Capital Market Supervisory Board No. TorChor. 34/2551”).

In this regard, the Company has set the date for determining the names of the shareholders who shall be entitled to receive the offering or the allocating of the PRG-W4 Warrants on March 25, 2024 (Record Date). However, the determination of such right remains uncertain and subject to an approval of the AGM.

In offering or the allocating the PRG-W4 Warrants in the Rights Offering discussed above, there is still a risk to shareholders which possibly imposes an obligation on the Company according to international law. Therefore, in order to manage the above-mentioned risk, the Board of Directors may exercise its discretion not to offer or not to allocate the warrants to any shareholders who is residing in France, Singapore, the United Kingdom, China, the United States of America, India, Switzerland, Japan, Vietnam or any Countries as deemed appropriate by the Company, if the offering or the allocation of the such warrants causes or is likely to cause the Company.

(a) to violate any laws, rules or regulations of Thailand or any foreign countries and/or the Company's Articles of Association;

(b) to have additional and excessive obligations or duties to perform anything other than those required under the relevant laws or regulations of Thailand on securities offering;

(c) to have additional expenses and/or excessive risks when compared to the benefits that the Company will receive if the PRG-W4 Warrants are offered or allocated to the relevant subscribers or groups or executing the relevant processes; or

(d) to breach the requirements, methods or conditions provided in relation to the offering or allocation of the PRG-W4 Warrants.

The factors used by the Company to support its consideration to not offer or not allocate the PRG-W4 Warrants include, but not limited to, the additional obligations that the Company will have under foreign laws, or the burden to examine legal points and/or to comply with the duties under foreign laws, the additional expenses in examining and seeking advice and recommendations on foreign laws, and/or

the potential risks compared to the benefits that the Company will receive if the PRG-W4 Warrants are offered or allocated to existing shareholders of the company. Furthermore, the Company may offer or allocate the PRG-W4 Warrants to existing shareholders of the company is entitled to offering or the allocation the PRG-W4 Warrants subject to international practices or an exemption under foreign laws that are effective and to the Company's ability to carry out the offering or the allocation at relevant times.

In this connection, the Company has the right to not offer or not allocate of the PRG-W4 Warrants from the shareholders who have their mailing addresses outside Thailand. In this regard, the Company has the right to use its discretion in considering changing the relevant details as appropriate by taking into account the factors as stated above, which includes without limitation, the determination of a list of non-restricted countries and/or a list of restricted countries, for the successful completion of the offering or the allocation of the PRG-W4 Warrants. The Company shall further announce the additional terms and/or conditions of the offering or the allocation of the PRG-W4 Warrants for your information (if any).

The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to actions

- (a) determine the terms and conditions and any other details in relation to the offering and allocating of the PRG-W4 Warrants;
- (b) proceed with and sign applications and evidences that are necessary for or relevant to the offering and allocating of the PRG-W4 Warrants, including contacting and filing applications, waiver requests, documents, and such evidences with the relevant government authorities or agencies, as well as listing the PRG-W4 Warrants and newly issued shares occurred from the exercise of the PRG-W4 Warrants on the Stock Exchange of Thailand (“SET”);
- (c) undertake any other actions that are necessary for or relevant to this the offering and allocating of the PRG-W4 Warrants;

Remark In this regard, the Company’s Board of Directors opined to empower Mr. Somkiat Makcayathorn, Managing Director, and/or the Company’s Executive Committee Informing an additional information of PRG-W4 Warrants through the invitation to the Annual General Meeting of Shareholders 2024 (after the number off exercised PRG- W1, PRG-W2 and PRG-W3 Warrant to subscribe for the newly issued ordinary shares of the Company exercise date) on March 15, 2024, There were 7,656 shares of shareholders exercising their rights to convert PRG-W1, PRG-W2 and PRG-W3 warrants before the date of determining the names of those entitled to receive PRG-W4 on March 25, 2024 (Record

Date) Therefore, the allocation of the newly issued ordinary shares to support the issuance of warrants to purchase the company's ordinary shares No. 4 (PRG-W4) this time not more than 34,723,216 shares, it is calculated based on the assumption that the warrant holders PRG-W1, PRG-W2 and PRG-W3 exercise the right to convert the warrants to ordinary shares in the date stated above

Agenda 12 To approve to increase the registered capital of the company from the original registered capital of THB 694,980,249 to THB 729,723,465 by issuing not more than 34,743,216 new ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company's warrants to purchase original shares of the PRG-W4 Warrants and to accommodate the adjustment of right of the PRG-W2 and PRG-W3 Warrants

Objective and Rationale

To provide the company with financial flexibility for business expansion and/or the Company's working capital in the future. In addition, the company It intends to provide compensation to the shareholders of the Company. It is of the view that the issuance and allocation of PRG-W1, PRG-W2, PRG-W3 and PRG-W4. warrants to the shareholders in proportion to the fund raising that may reduce the financial burden of the Company in borrowing from financial institutions in the future.

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM 2024, has approved to increase the registered capital of the company from the original registered capital of THB 694,980,249 to THB 729,723,465 by issuing not more than 34,743,216 new ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company's warrants to purchase ordinary shares of the PRG-W4 Warrants and to accommodate the adjustment of right of the PRG-W2 and PRG-W3 Warrants The details of the allocation of newly issued ordinary shares appear in accordance with Enclosed with Capital increase report form (F53-4)

Agenda 13 To approve to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings from THB 729,723,465 to THB 929,723,465 by issuing 200,000,000 new ordinary shares with a par value of THB 1 per share

Objective and Rationale

In order to conduct business of the company in line with the conservative financial management policy of Shareholders to consider and approve the increase of the Company's registered capital General Mandate. In this regard, if there is an unexpected situation in the future, the company will have reserved funds for financial management without affecting the company's operation.

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM, has approved to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings from THB 729,723,465 to THB 929,723,465 by issuing 200,000,000 new ordinary shares with a par value of THB 1 per share as per **the details shown on page 60 - 68**.

The Company's increase in registered capital under General Mandate was to accord with its conservative financing policy. If in the future, there are situations above expectations, the Company will be able to maintain its conservative financial management to be flexible without affecting normal operation.

Agenda 14 To approve to amend the Article 4 of the memorandum of the company to be in accordance with the increase of the registered capital

Objective and Rationale

To be in accordance with the increase of the registered capital of the company in Agenda 13

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM, has approved to amend the Article 4 of the memorandum of the company to be in accordance with the increase of the registered capital above the details as follows:

Article 4. Registered capital : 929,723,465 baht (nine hundred twenty- nine million seven hundred twenty-three thousand four hundred sixty-five baht only)

Dividend into : 929,723,465 shares (nine hundred twenty- nine million seven hundred twenty-three thousand four hundred sixty-five shares)

Value per share : 1 baht (one baht)

Dividend into

Dividend into : 929,723,465 shares (nine hundred twenty- nine million seven hundred twenty-three thousand four hundred sixty-five shares)

Preferred share : -not exist- (--)"

Agenda 15: To approve to allocate of newly issued ordinary shares of the Company not more than 34,743,216 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of right of the PRG-W2 Warrants and PRG-W3 Warrants and the exercise of the PRG-W4 Warrants

Objective and Rationale

According to Agenda 13, the Company intends to increase the Company's registered capital in the amount not exceeding 34,743,216 baht in order to reserve for the exercise of warrants to purchase ordinary shares of the Company. Therefore, it is deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the allocation of the Company's newly issued ordinary shares of not more than 34,743,216 shares with a par value of 1 baht per share.

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM has approved to allocate not more than 34,743,216 newly issued ordinary shares with a par value of THB 1 per share, the details as follow:

1. At present, there are enough shares to accommodate the adjustment of right of the PRG-W1 Warrants. Therefore, there is not allocate of newly issued ordinary shares.
2. To allocate not more than 10,000 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of PRG-W2
3. To allocate not more than 10,000 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of PRG-W3
4. To allocate not more than 34,723,216 newly issued ordinary shares with a par value of THB 1 per share for the exercise of the PRG-W4 Warrants, which will be issued to existing shareholders of the Company in proportion to their respective shareholdings in accordance with the details set out in agenda 11.

The details of the allocation of newly issued ordinary shares appear in accordance with Enclosed with Capital increase report form (F53-4)

Agenda 16 To approve to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 200,000,000 shares with a par value of THB 1 per share

Objective and Rationale

According to the company proposed to the AGM has approve the increase the registered capital of the company under the General Mandate in agenda 13, therefore propose to the AGM approve the allocation of 200,000,000 new ordinary shares with a par value of 1 baht to the existing shareholders, to comply with the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM, has approved to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 200,000,000 shares with a par value of THB 1 per share as follows:

- Allocation of not more than 200,000,000 new ordinary shares or equivalent to 28.84 % of the paid-up capital, offering to the shareholders in proportion to their shareholding.

Whereby, the Board of Directors shall be authorized to allot and offer in the same time or to separate into partial for offering in lots from time to time and have the right to take any actions necessary as appropriate regarding to the offering of such increased ordinary shares, e.g. set XR date, and objective of the issuance and offering of such ordinary shares, specify offering price and ratio for allotment including subscription period, allotment method and the payment process, etc., including change of the subscription period and payment and determining other conditions and details in issuing and offering of such increased shares as deemed appropriate, including the authority to correct wording or contents for minutes of shareholders' meeting or Memorandum of Association and/or the various actions necessary in compliance with the order of Registrar in relation to the registration of registered capital increase with Department of business Development, Ministry of Commerce from time to time in accordance with the payments of the subscriber (S) in each time, including listing the increased shares in the Stock Exchange of Thailand and submission of information and documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce or other relevant authorities.

The allocation of newly issued ordinary shares to existing shareholders in General Mandate must be completed within the next date of the Annual General Meeting of Shareholders which be determined by the Company or within the date of the Meeting of Shareholders which be determined by the law, whichever date is earlier.

The details of the allocation of newly issued ordinary shares appear in accordance with Enclosed with Capital increase report form (F53-4) The supporting document from Pages 60 - 68

Agenda 17 Other (if any)

Objective and Rationale

In line with the practice which the Company has always adhered to, although the Company does not set aside any matter for discussion under the agenda item on other business, it provides the shareholders with opportunities to put questions or express their opinions about the matters related to the various agenda or other matters throughout the meeting, which takes quite some time. At this meeting, the Company deems it appropriate to include the agenda on other business for the shareholders. However, in an event that the shareholders wish to consider and adopt a resolution on any matter other than those specified in the notice of the meeting, the shareholders have to comply with the requirement specified in the second paragraph of Section 105 of the Public Limited Companies Act, B. E. 2535, which says: "When the consideration of the matters under paragraph one is finished, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting."

The opinion of the Board of Directors

The opinion of the Board of Directors

The Board of Directors deems it appropriately to provide shareholders with this agenda so that they can raise questions and/or express opinions on various matters without having to adopt any resolution. However, if shareholders wish to propose any matter for consideration and approval, they are required to fulfill the conditions mentioned above in the second paragraph of Section 105 of the Act.

(3) To set the date that the Board of Directors has set a list of names on the shareholders' registration, who are entitled to attend the AGM 2024 of shareholders' meeting and entitled to receive the PRG-W4 Warrants.

- The Board of Directors has set a list of names on the shareholders' registration, who are entitled to attend the AGM 2024 of shareholders' meeting and entitled to receive PRG-W4 Warrants on March 25, 2024 (Record Date). However, the determination of such right remains uncertain and subject to an approval of the AGM.

- For the shareholders who wish to attend e-AGM, please thoroughly study registration procedures and granting of proxy to attend the e-AGM, which will be delivered to the shareholders together with Notice of Meeting.

All shareholders are cordially invited to attend the Annual General Meeting of Shareholders on the date and at time and place as mentioned.

Sincerely yours,

By Order of the Board of Directors

-Signed-

Somkiat Makcayathorn

Director and Managing Director

PRG Corporation Public Company Limited

Please prepare the following documents for proxy:

Personal shareholder

1. The complete duly signed proxy form with stamp duty of Baht 20.
2. The grantor's and the grantee's copies of ID cards certified true with each original signature.

Organization shareholder

1. The complete duly signed proxy form with stamp duty of Baht 20.
2. The juristic person certificate issued by the Ministry of Commerce, with the original signatures of authorized directors.
3. The copies of ID cards of the authorized directors certified true with their original signatures.



PRG Corporation Public Company Limited

[Head Office] 88 Moo 2, Tiwanon Road, Tumbol Bangkadee, Amphur Mueng Pathumtani, Pathumtani 12000

Telephone: +66 [0] 2501 2175 Facsimile: +66 [0] 2501 2176 Registration No. 0107536001702 Website: www.mahboonkrongrice.com

[Branch 2] 109/3 Moo 14 Mitraparp Road 90 KM., Tumbol Lardbuakhow, Amphur Sikhiu, Nakhonratchasima 30340

[Branch 3] 444, MBK Center, 5th Floor, Phayathai Road, Wangmai, Pathumwan, Bangkok, 10330

Minutes of the Extraordinary General Meeting of Shareholders No.1/2023

Conducted Through the Electronic Meeting

of

PRG Corporation Public Company Limited

Date and time: Tuesday October 17, 2023. at 10.00 a.m.

Venue: The Meeting Room of MBK Public Company Limited,
No.444, on the 8th Floor, MBK Center Building, Phayathai Road,
Khwaeng Wang Mai, Khet Pathumwan, Bangkok.

Before the Meeting

The Company's Board of Directors assigned **Ms. Sattakamol Worakul** as a master of ceremonies to conduct the Extraordinary General Meeting of Shareholders No. 1/2023. Before the Meeting, the Meeting's preliminaries were informed as follows.

The Company's Board of Directors then resolved to hold the Extraordinary General Meeting of Shareholders No.1/2023 of MBK Public Company Limited, 444, 8th Floor, MBK Center Building, Phayathai Road, Shareholders only through the electronic meeting (Cisco Webex Meeting) at the meeting room Wangmai, Pathumwan, Bangkok, no walk-in registration, and no live broadcasting of the Meeting through any media except the electronic media. Inventech Systems (Thailand) Company Limited was a meeting conductor under the Emergency Decree on Electronic Meetings, B.E. 2563 (2020), the Notification of Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings through Electronic Means, B.E. 2563 (2020), and relevant laws or regulations.

The shareholders could verify their identities and register to attend the Meeting according to the details the Company has sent to the shareholders together with the Meeting invitation letter.

Ms. Sattakamol Worakul informed the Meeting that shareholders and proxies were attending the Meeting as follows:

- 2 shareholders attended the Meeting in person, holding a total of 110 shares.
- 28 shareholders granted a proxy, holding a total of 682,851,926 shares.
- 30 shareholders both attended the Meeting in person and granted the proxy to proxies, holding a total of 682,852,036 shares.

The Company had a total of 1,277 shareholders, holding a total of 693,386,248 shares. The shareholders attended the Meeting in person and granted the proxy to proxies, represented 98.4807% of the total shares of the Company, constituted a quorum. The Meeting was declared open.

At the Meeting

Ms. Sattakamol Worakul invited Mr. Suphadej Poonpipat, Chairman to open the Meeting.

Mr. Suphadej Poonpipat, Chairman of the Meeting, welcome shareholders for attending the Meeting and opened the Extraordinary General Meeting of Shareholders No.1/2023, conducted through the Electronic Meeting. The Meeting's moderators were assigned as follows:

- Mr. Somkiat Makcayathorn Managing Director was the Meeting's moderator for agendas 1 and agendas 9.
- Mr. Suvait Theeravachirakul Director and Vice Chairman of the Board was the Meeting's moderator for agendas 2 to agendas 8.
- Ms. Kanuengnuch Thongprayud Company Secretary, was assigned as the Meeting's secretary and to record the Meeting
- Mr. Apichat Kamoltham and Ms. Satakamol Worakul, were the Meeting's moderator and explained the today's meeting method and criteria.

Ms. Satakamol Worakul informed the Meeting that 8 directors were attending the Meeting as follows:

1. Mr. Suphadej Poonpipat Chairman of the Board of Directors, and Chairman of the Good Corporate Governance and Sustainability Committee

2. Mr. Suvait Theeravachirakul Vice Chairman of the Board, Vice Chairman of the Executive Committee, Member of the Compensation and Nomination Committee and Member of the Good Corporate Governance and Sustainability Committee
3. Dr. Pornsiri Poonakasem Independent Director, Chairman of Audit Committee, Member of the Compensation and Nomination Committee, and Member of the Good Corporate Governance and Sustainability Committee
4. Assoc.Prof.Dr. Sathit Parniangtong Independent Director, Member of Audit Committee, Chairman of the Compensation and Nomination Committee, Chairman of the Information Technology and Digital Governance Committee and Member of the Good Corporate Governance and Sustainability Committee
5. Ms. Veena Arunyakasem Independent Director, Member of Audit Committee, and Member of the Good Corporate Governance and Sustainability Committee
6. Mr. Wichak Praditavanij Director, Member of the Executive Committee, Member of the Information Technology and Digital Governance Committee and Member of the Good Corporate Governance and Sustainability Committee
7. Mr. Kasemsuk Chongmankhong Director, Member of the Information Technology and Digital Governance Committee and Member of the Good Corporate Governance and Sustainability Committee
8. Mr. Somkiat Makcayathorn Director, Member of the Executive Committee, Member of the Information Technology and Digital Governance Committee, Member of the Good Corporate Governance and Sustainability Committee, and Managing Director

Mr. Suvait Theeravachirakul, Mr. Somkiat Makcayathorn, Mr. Wichak Praditavanij and Mr. Kasemsuk Chongmankhong presented at the Meeting. The rest 4 directors attended the Meeting through electronic means.

In this meeting There was 1 director who did not attend the meeting due to a mission:

1. Mr. Pakit lamopas Director, Chairman of the Executive Committee and Member of the Good Corporate Governance and Sustainability Committee

The number of directors attending the Meeting was 8 directors representing 88.89 percent.

There were 10 members of the Senior Executive Management attended the Meeting as follows:

1. Mr. Somkiat Makcayathorn Managing Director
2. Ms. Pimonrat Chitpavanaskul Assistant Managing Director of Sales Domestic
3. Mr. Satawat Laklaem Assistant Managing Director of Food Center
4. Mr. Thirachai Issara Assistant Managing Director of OEM
5. Mr. Jirachan Kampiranond Assistant Managing Director of Marketing
6. Mr. Abhimongkol Kitjawatra Vice President of Property Management Department
7. Mr. Phatjai Siu Vice Presiden of Foreign Trade
8. Mr. Nalin Harnmanorom Senior Vice President of Finance & Administration Division
9. Ms. Preeyanuch Nuntachote Senior Vice President of Finance Department
10. Ms. Prisana Klankaew Vice President of Accounting Department

Mr. Somkiat Makcayathorn and Mr. Nalin Harnmanorom 2 Executive Management members, presented at the Meeting. The rest of 8 Executive Management member attended the Meeting through electronic means.

The vote counter and the auditor were:

1. Ms. Kanuengnuch Thongprayud Company Secretary, was assigned as the Meeting's secretary and to record the Meeting
2. Mr. Somkid Sirimaneewattana Independent Auditor who is not related to the Company, was an honored representative of the shareholders to verify the votes in the Meeting.

Prior to the commencement of the Meeting, **Mr. Apichat Kamoltham** explained the meeting procedures method and criteria of the Meeting as follows:

1. **To conduct the Meeting:** The Meeting will consider agenda items in order as listed in the Meeting's invitation. The Meeting's Moderator will present information about each agenda. This Meeting is composed of 9 agendas.

2. **Voting:** For the convenience and promptness of votes counted in each agenda, when the shareholders finished the inquiries, the Chairman will request the shareholders to follow the voting procedures as follows:

(1) The shareholders or proxies can vote for approval, disapproval, or abstention on each agenda. One share will be counted as one vote.

(2) The shareholders or proxies can vote on each agenda either for approval, disapproval, or abstention. The shares must not be split to divide the vote, except only for the proxies of the custodians of foreign investors. In such a case, the split shares to divide the vote are allowed.

(3) The announcement of vote results in any agenda will specify the proportion of the vote on approval, disapproval, or abstention. Further details are provided on the Meeting procedures.

3. Voting on each agenda through the electronic meeting

(1) The Meeting would proceed according to the sequence of agendas listed in the meeting invitation and the shareholders would be given an opportunity to ask questions before vote-casting. The voting results would be announced to the Meeting

(2) To vote, the shareholders should select an agenda to vote, then click "vote". The system would display 3 voting boxes:

1. Approve
2. Disapprove
3. abstain

* If the shareholders would like to cancel the vote, click "cancel vote". For any shareholders who did not cast their vote within the specified time, the Company would deem that you approved the agenda, and the voting was changeable until the closing of voting was notified.

* The shareholders would have 1 minute to vote. After the voting results on each agenda were finalized, they would be further announced to the Meeting.

(3) If the shareholders have proxies from several shareholders, click the "user account" menu and click "switch account" to sign in to the accounts of other shareholders. The system would not remove the vote out of the meeting database.

(4) If the shareholders wished to leave the Meeting before the voting closed in any agenda, their vote would not be counted as part of the quorum in such agenda and not be counted in the remaining agendas immediately. However, leaving the quorum on any agenda would not be deemed a deprivation of rights of the shareholders or the proxies in reentering the Meeting and voting in the next agenda in the system.

4. Asking questions or giving opinions at the Meeting

(1) Before adopting a resolution in each agenda, the Company would present an opportunity to the shareholders to ask questions or make comments on issues pertinent to the agenda as appropriate. An agenda for which to make an inquiry or a comment shall be chosen, then click "questions"

(2) The Company would present an opportunity to meeting attendants to ask questions or make additional comments on issues pertinent to the agenda as appropriate. Questions could be asked in the Q&A or as defined by the system. Questions could be submitted to the system throughout the Meeting, and the Company would answer them while waiting for voting or during other agendas.

(3) If there were a large quantity of pertinent questions submitted to the system, the Company would select the questions as appropriate.

(4) In this regard, the Company reserved the right to edit images and audio of shareholders who made inappropriate inquiries or comments, or insulted others, or violated any laws and rights of other persons, interrupted the Meeting, or caused disturbance to other attendants.

(5) If the shareholders had trouble attending the meeting system or the voting system, please study and follow the instructions in the meeting invitation or select the "help" menu in the system. The shareholders could also contact Inventech Call Center staff.

Mr. Somkiat Makcayathorn, Managing Director, started the Meeting according to the agenda assigned by the Chairman as follows.

Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders 2023 (the AGM)

Mr. Somkiat Makcayathorn, Managing Director requested the Meeting to certify the minutes of the Annual General Meeting of Shareholders 2023 which was held on 19 April 2023. The details of such minutes had been submitted to all shareholders total 31 pages as presented in the supporting document on pages 11 – 41.

Mr. Somkiat Makcayathorn, asked the Meeting to consider the Minutes and to notify him if anyone would like to revise any content in the Minutes. The shareholders or proxies also had an opportunity to ask questions.

None of the shareholders or proxies requested to amend the minutes, the shareholders or proxies were asked to vote on Agenda 1. This agenda requires the majority vote of the shareholders who attend the Meeting and have the right to vote.

Resolution for agenda 1 to certify the minutes of the Annual General Meeting of Shareholders 2023, as detailed below:

Approved	totaling	682,852,037	votes or	100.0000%
Disapproved	Totaling	0	votes or	0.0000%
Voided Ballot	Totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,852,037 votes or 100.0000%

Conclusion The Meeting, by an unanimously vote of 100.0000% , approved the certification of the minutes of the Annual General Meeting of Shareholders 2023 as proposed by the Board of Directors.

Agenda 2 Approved the decrease of the registered capital of the company from the original registered capital of THB 874,970,249 to new registered capital of THB 694,970,249 by reducing the ordinary shares reserved for the increase of registered capital under the General Mandate amount of 180,000,000 shares with a par value of THB 1 per share which have been not allocated in the whole according to the resolution AGM 2023.

Mr. Suvait Theeravachirakul explained to the Meeting that the Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No.1/2023 to consider and approve the reduction of the Company's registered capital from the original registered capital of THB 874,970,249 to new registered capital of THB 694,970,249 by reducing the ordinary shares reserved for the increase of registered capital under the General Mandate amount of 180,000,000 shares with a par value of THB 1 per share which have been not allocated in the whole according to the resolution AGM 2023, according to the supporting document on pages 42 and 47

Mr. Apichat Kamoltham asked if the shareholders or proxies would like to ask any questions or propose any opinion.

None of the shareholders or proxies had questions, asked the shareholders to vote on Agenda 2. This agenda requires the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 2, to consider and approve to approve the decrease of the registered capital of the company from the original registered capital of THB 874,970,249 to new registered capital of THB 694,970,249 by reducing the ordinary shares reserved for the increase of registered capital under the General Mandate amount of 180,000,000 shares with a par value of THB 1 per share which have been not allocated in the whole according to the resolution AGM 2023. The vote results are as follows:

Approved	totaling	682,852,037	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,852,037 votes, or 100.0000%

Conclusion The Meeting, by an unanimously vote of 100.0000% , which is the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote, approved the decrease of the registered capital of the company from the original registered capital of THB 874,970,249 to new registered capital of THB 694,970,249 by reducing the ordinary shares reserved for the increase of registered capital under the General Mandate amount of 180,000,000 shares with a par value of THB 1 per share as proposed by the Board of Directors.

Agenda 3 Approved to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital

Mr. Suvait Theeravachirakul explained to the Meeting that to be in accordance with the reduction of the registered capital of the Company on Agenda 2, it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to approve to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital as follows:

Article 4. Registered capital	:	694,970,249 baht (Six hundred ninety-four million nine hundred seventy thousand and two hundred forty-nine baht only)
Dividend into	:	694,970,249 shares (Six hundred ninety-four million nine hundred seventy thousand and two hundred forty-nine shares)
Value per share	:	1 baht (one baht)
Dividend into		
Ordinary share	:	694,970,249 share (Six hundred ninety-four million nine hundred seventy thousand and two hundred forty-nine shares)
Preferred share	:	-not exist- (--)"

Mr. Apichat Kamoltham asked if the shareholders or proxies would like to ask any questions or propose any opinion.

None of the shareholders or proxies had questions, asked the shareholders to vote on Agenda 3. This agenda requires the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 3, to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital. The vote results are as follows:

Approved	totaling	682,852,037	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,852,037 votes, or 100.0000%

Conclusion The Meeting, by an unanimously vote of 100.0000% , which is the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote, approved to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital, as proposed by the Board of Directors.

Agenda 4 Approved to increase the registered capital of the company from the original registered capital of THB 694,970,249 to THB 694,980,249 by issuing not more than 10,000 new ordinary shares with a par value of THB 1 per shares to accommodate the adjustment of right of the PRG-W3 Warrants from interim dividend payment to shareholders.

Mr. Suvait Theeravachirakul explained to the meeting that the issuing not more than 10,000 new ordinary shares with a par value of THB 1 per share to accommodate the adjustment of right of the PRG-W3 Warrants from interim dividend payment to shareholders are as follows:

Allocation of Ordinary Shares to Support	Allocated Shares	Exercise Ratio (Unit : Share)	Exercise Price (Share : Baht)
PRG-W1 right adjustment	-	1 : 1.0664	1 : 4.6886
PRG-W2 right adjustment	-	1 : 1.0370	1 : 4.8218
PRG-W3 right adjustment	10,000	1 : 1.0092	1 : 4.9543
Total	10,000	-	-

Remark Since there are currently sufficient shares to support the adjustment of the rights of the PRG-W1 and PRG-W2 warrants, there is no need to allocate additional shares.

The Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No.1/2023 to approve the increase of registered capital of THB 694,970,249 to THB 694,980,249 by issuing not more than 10,000 new ordinary shares with a par value of THB 1 per share to accommodate the adjustment of right of the PRG-W3 Warrants from interim dividend payment to shareholders. The details regarding the increase of the Company's registered capital under the increased capital report (F53-4) as presented in the supporting document on pages 42 –47.

Mr. Apichat Kamoltham asked if the shareholders or proxies would like to ask any questions or propose any opinion.

None of the shareholders or proxies had questions, asked the shareholders to vote on Agenda 4. This agenda requires the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 4, Approved to increase the registered capital of the company from the original registered capital of THB 694,970,249 to THB 694,980,249 by issuing not more than 10,000 new ordinary shares with a par value of THB 1 per shares to accommodate the adjustment of right of the PRG-W3 Warrants from interim dividend payment to shareholders. The vote results are as follows:

Approved	totaling	682,852,037	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,852,037 votes, or 100.0000%

Conclusion The Meeting, by an unanimously vote of 100.0000% which was not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote to approve to increase the registered capital of the company from the original registered capital of THB 694,970,249 to THB 694,980,249 by issuing not more than 10,000 new ordinary shares with a par value of THB 1 per shares to accommodate the adjustment of right of the PRG-W3 Warrants from interim dividend payment to shareholders, as proposed by the Board of Directors.

Agenda 5 Approved to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings from THB 694,980,249 to THB 894,980,249 by issuing 200,000,000 new ordinary shares with a par value of THB 1 per share.

Mr. Suvait Theeravachirakul explained to the meeting that the increase of the Company's registered capital by general mandate corresponded to the conservative financial management policy. When an unexpected situation occurs in the future, the Company will have a conservative reservation on financial management with flexibility without affecting normal operations.

The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the increase of the Company's registered capital by general mandate from the original registered capital from THB 694,980,249 to THB 894,980,249 by issuing 200,000,000 new ordinary shares with a par value of THB 1 per share according to the supporting document on pages 42 - 47.

Therefore, the Meeting was requested to consider and approve to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings from THB 694,980,249 to THB 894,980,249 by issuing 200,000,000 new ordinary shares with a par value of THB 1 per share.

Mr. Apichat Kamoltham asked if the shareholders or proxies would like to ask any questions or propose any opinion.

None of the shareholders or proxies had questions, asked the shareholders to vote on Agenda 5. This agenda requires the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 5, Approved to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings from THB 694,980,249 to THB 894,980,249 by issuing 200,000,000 new ordinary shares with a par value of THB 1 per share. The vote results are as follows:

Approved	totaling	682,851,037	votes or	99.9998%
Disapproved	totaling	1,000	votes or	0.0001%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,852,037 votes, or 100.0000%

Conclusion The Meeting, by a majority vote of 99.9998% which was not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote to approve to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings from THB 694,980,249 to THB 894,980,249 by issuing 200,000,000 new ordinary shares with a par value of THB 1 per share as proposed by the Board of Directors.

Agenda 6 Approved to amend the Article 4 of the memorandum of the company to be in accordance with the increase of the registered capital

Mr. Suvait Theeravachirakul explained to the Meeting that to be in accordance with the increase of the registered capital of the Company in Agenda 4 and Agenda 5, it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 has approved to amend the Article 4 of the memorandum of the company to be in accordance with the increase of the registered capital above the details as follows:

Article 4. Registered capital	:	894,980,249 baht (Eight hundred ninety-four million nine hundred eighty thousand and two hundred forty-nine baht only)
Dividend into	:	894,980,249 shares (Eight hundred ninety-four million nine hundred eighty thousand and two hundred forty-nine shares)
Value per share	:	1 baht (one baht)
Dividend into		
Ordinary share	:	894,980,249 share (Eight hundred ninety-four million nine hundred eighty thousand and two hundred forty-nine shares)
Preferred share	:	-not exist- (--)"

Mr. Apichat Kamoltham asked if the shareholders or proxies would like to ask any questions or propose any opinion.

None of the shareholders or proxies had questions, asked the shareholders to vote on Agenda 6. This agenda requires the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 6, Approved to amend the Article 4 of the memorandum of the company to be in accordance with the increase of the registered capital. The vote results are as follows:

Approved	totaling	682,852,037	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,852,037 votes, or 100.0000%

Conclusion The Meeting, by an unanimously vote of 100.0000% which was not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote to approve to amend the Article 4 of the memorandum of the company to be in accordance with the increase of the registered capital, as proposed by the Board of Directors.

Agenda 7 To consider and approve the allocate of newly issued ordinary shares of the Company not more than 10,000 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of right of the PRG-W3 Warrants

Mr. Suvait Theeravachirakul explained to the meeting that to be in line with the increase of the registered capital of the Company on Agenda 4, it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the allocation of the Company's ordinary shares to increase the capital of the Company of not more than 10,000 shares with the par value of 1 Baht per share as follows:

To support the adjustment of the rights of PRG-W3 warrants, the allocation of additional common shares. The details are as follows.

- 1) To allocate not more than 10,000 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of the PRG-W3 Warrants from interim dividend payment to shareholders.
- 2) Since there are currently enough shares to accommodate the adjustment of rights of the PRG-W1 and PRG-W2 warrants, there is no need to allocate the capital increase shares.

The details regarding the increase of the Company's registered capital under the increased capital report (F53-4) as presented in the supporting document on pages 42 – 47

Mr. Apichat Kamoltham asked if the shareholders or proxies would like to ask any questions or propose any opinion.

None of the shareholders or proxies had questions, asked the shareholders to vote on Agenda 8. This agenda requires the majority votes of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 7, to consider and approve to allocate of newly issued ordinary shares of the Company not more than 10,000 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of the PRG-W3 Warrants. The vote results are as follows:

Approved	totaling	682,852,037	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,852,037 votes, or 100.0000%

Conclusion The Meeting, by an unanimously vote of 100.0000% approve to allocate of newly issued ordinary shares of the Company not more than 10,000 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of the PRG-W3 Warrants, as proposed by the Board of Directors.

Agenda 8 Approve to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 200,000,000 shares with a par value of THB 1 per share

Mr. Suvait Theeravachirakul explained to the meeting that to be in line with the increase of the Company's registered capital in Agenda 5, it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 has approved to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 200,000,000 shares with a par value of THB 1 per share as follows:

- Allocation of newly issued ordinary shares to increase the capital of the Company by not more than 200,000,000 shares or equivalent to 28.85% of the paid-up capital to offer to the existing shareholders in proportion to the shareholding percentage.

Whereby, the Board of Directors shall be authorized to allot and offer in the same time or to separate into partial for offering in lots from time to time and have the right to take any actions necessary as appropriate regarding to the offering of such increased ordinary shares, e.g. record date for the right to allocate shares, and objective of the issuance and offering of such ordinary shares, specify offering price and ratio for allotment including subscription period, allotment method and the payment process, etc., including change of the subscription period and payment and determining other conditions and details in issuing and offering of such increased shares as deemed appropriate, including the authority to correct wording or contents for minutes of shareholders' meeting or Memorandum of Association and/or the various actions necessary in compliance with the order of Registrar in relation to the registration of registered capital increase with Department of business Development, Ministry of Commerce from time to time in accordance with the payments of the subscriber (S) in each time, including listing the increased shares in the Stock Exchange of Thailand and submission of information and documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce or other relevant authorities.

The allocation of newly issued ordinary shares to existing shareholders in General Mandate must be completed within the next date of the Annual General Meeting of Shareholders which be determined by the Company or within the date of the Meeting of Shareholders which be determined by the law, whichever date is earlier.

The details of the allocation of newly issued ordinary shares appear in accordance with Enclosed with Capital increase report form (F53-4) as the supporting document on pages 42 and 47

Mr. Apichat Kamoltham asked if the shareholders or proxies would like to ask any questions or propose any opinion.

None of the shareholders or proxies had questions, asked the shareholders to vote on Agenda 9. This agenda requires the majority votes of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 8, Approved the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 200,000,000 shares with a par value of THB 1 per share. The vote results are as follows:

Approved	totaling	682,851,037	votes or	99.9998%
Disapproved	totaling	1,000	votes or	0.0001%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,852,037 votes, or 100.0000%

Conclusion The Meeting, by a majority vote of 99.9998% approved to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 200,000,000 shares with a par value of THB 1 per share, as proposed by the Board of Directors.

Agenda 9 Other (if any)

Mr. Somkiat Makcayathorn informed to the Meeting that on this agenda if the shareholders wish the Meeting to consider and vote on other matters (if any) other than those specified in the Meeting invitation letter, they must be raised according to the conditions as provided in the second paragraph of Section 105 of the Public Limited Companies Act B.E. 2535 which states that "When the consideration of the matters under paragraph one is finished, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting".

When there are no shareholders proposing other matters for consideration, this agenda is set for shareholders to ask questions or have suggestions for the Board of Directors to clarify any questions or inquiries to the shareholders. Therefore, no other matters will be presented for the meeting to consider and approve and there is no vote on this agenda.

Whereby, Mr. Apichat Kamoltham informed to the Meeting that for Good Corporate Governance purpose, the company will complete the minutes of the meeting within 14 days from the date of the meeting and Publish on the company website, Shareholders can verify the accuracy of the minutes of the meeting.

None of the shareholders or proxies had additional questions and none of the shareholders raised any additional agenda to the Meeting, therefore, I would like to have the Chairman close the meeting.

Mr. Suphadej Poonpipat, Chairman announced to the Meeting that on behalf of the Board of Directors I would like to thank all shareholders who attend the Meeting today. If there are any inconveniences or errors, please accept our apology. And closed this meeting.

The Meeting adjourned 10.55 a.m.

Signed Suphadej Poonpipat Chairman of the Meeting

(Mr. Suphadej Poonpipat)

Chairman of the Board of Directors

Signed Kanuengnuch Thongprayud Recorder of the Meeting

(Ms. Kanuengnuch Thongprayud)

Company Secretary

Supporting Document

Annual General Meeting of Shareholders for the year 2024

Agenda 5 To appoint the directors to replace those whose tenures end

1. According to article 18 of the Company's articles of association, it is required that every annual general meeting of shareholders, one-third of company directors must be retired. If the number of directors that will be retired cannot be divided by three, then a closest number will be used but not more than one-third. In 2024 meeting, there are three directors that will be retired namely Mr. Suvait Theeravachirakul, Assco.Prof. Dr. Sathit Parniangtong and Mr. Somkiat Makcayathorn
2. In 2023 from January 1, 2023 to December 31, 2023 the Board of Directors held 12 meetings. The details of attendance of the three directors are as follows.

Name	Position	Meeting Attendance (Times)	Terms (Years)
1. Mr.Suvait Theeravachirakul	Vice Chairman of the Board of Directors / Vice Chairman of the Executive Committee / Member of Nomination and Remuneration Committee and Member of the Good Corporate Governance and Sustainability Committee	12/12	21
2. Assco.Prof. Dr. Sathit Parniangtong	Independent Director / Member of the Audit Committee / Chairman of the Compensation and Nomination Committee / Chairman of the Technology Information and Digital Committee and Member of the Good Corporate Governance and Sustainability Committee	12/12	15
3. Mr. Somkiat Makcayathorn	Director / Executive Director / Member of the Technology Information and Digital Committee / Member of the Good Corporate Governance and Sustainability Committee and Managing Director	12/12	19

3. Criteria and method of selecting the directors of the Company. Candidates must have at least a Bachelor degree and must be selected by the Compensation and Nomination Committee.

4. Definition and qualifications of Independent Directors.

PRG Corporation Public Company Limited has defined the definition of the Independent directors which comply with the minimum rules of SEC and SET. Each independent director shall comply with the following rules.

4.1 Holding shares not more than 1 percent of total number of shares with voting rights of the Company, subsidiary company, associated company, major shareholder or controlling person, including shares held by persons related to such Independent Director.

4.2 Is not now and never has been an executive Director, employee, staff, advisor who receives salary, or a controlling person of the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the appointment date. This restriction does not include cases in which the Independent Director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company.

4.3 Not being a person related by blood or registration under laws such as father, mother, spouse, sibling and child, including spouse of children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling person of the Company or its subsidiary company.

4.4 Does not have and never had a business relationship with the Company, subsidiary company, associated company or major shareholder or controlling person that may have a conflict of interest that obstructs the independent opinion. As well, any Independent Director is not now and never have been a significant shareholder, controlling person of any person having a business relationship with the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment date.

4.5 Is not now and never has been an auditor of the Company, subsidiary company, associated company, major shareholder or controlling person. Not being a significant shareholder, controlling person or partner of an audit firm which employs auditors of the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment date.

4.6 Is not now and never has been a professional service provider, including a legal advisor or a financial advisor who receives service fees of more than two million Baht per year from the Company, subsidiary company, associated company, major shareholder or controlling person. Not being a significant shareholder, controlling person or partner or the professional service provider, unless the foregoing relationship has ended not less than two years prior to the appointment.

4.7 Not being a Director appointed as a representative of any Director of the Company, any major shareholder or a shareholder related to the major shareholders.

Tenure of the Independent Director

The Independent Directors shall not hold office for a period longer than 9 years starting from the year 2016 onwards.

The Board of Directors considered the opinion given by the Nomination and Remuneration Committee and agreed that the Directors whose terms of office expired Mr. Suvait Theeravachirakul, Assoc.Prof. Dr. Sathit Parniangtong and Mr. Somkiat Makcayathorn and should be proposed to the Annual General Meeting for consideration that Mr. Suvait Theeravachirakul and Mr. Somkiat Makcayathorn should be re-appointed to continue their positions as Directors. and appoint Mr. Senathip Sripaipan as Independent Director, Member of the Audit Committee, Chairman of the Technology Information and Digital Committee and Member of the Good Corporate Governance and Sustainability Committee Instead Assoc.Prof. Dr. Sathit Parniangtong Directors who retire by rotation This completes the term of office of the independent directors for 9 years since 2016 and served as an independent director of the company for a total of 15 years. These 3 nominated Directors have full qualifications according to the Public Limited Company Act B.E.2535 and their knowledge and experiences in businesses related to the Company's operations can help contribute to the development of the Company. They are appropriate for working as the Company's Directors. The Board considered that the appointment of Mr. Suvait Theeravachirakul to continue their positions as Directors in the companies which operate the same businesses as the Company will not cause any damages to the Company.

The said persons, who have been elected as the director of the company, have passed the screen process of the Board of Directors that to be qualified persons. Due to the Board of Directors have considered any persons who will take a position as Audit Committee but no one has qualified. Therefore, the Directors have nominated Mr. Senathip Sripaipan as Independent Director, Member of the Audit Committee, Chairman of the Technology Information and Digital Committee and Member of the Good Corporate Governance and Sustainability Committee Instead Assoc.Prof. Dr. Sathit Parniangtong Directors who retire by rotation This completes the term of office of the independent directors for 9 years since 2016 and served as an independent director of the company for a total of 15 years

The profiles and qualifications of the directors whom the Board of Directors recommends to the shareholders at the shareholder meeting for re-election are given in the supporting documents.

Supporting Document
Annual General Meeting of Shareholders for the year 2024

Agenda 5 To appoint the directors to replace those whose tenures end and independent directors who have completed 9 years

Biographies of the retired directors proposed to be reappointed



Mr. Suvait Theeravachirakul

(Executive Director)

Vice Chairman of the Board of Directors / Vice Chairman of the Executive Committee / Member of Nomination and Remuneration Committee and Member of the Good Corporate Governance and Sustainability Committee

Age: 65 years old

Appointment date as the Director: November 28, 2003

Number of year as the Director: 21 years

Type of director nominated: Director

Area of expertise: Management, Accounting, Finance and Investment, Risk Management, Human Resource Management, Strategic Management, Leadership Development and Legal

Education:

- Master of Business Administration, Wagner College, New York, USA
- Senior Executive Course Capital Market Academy (CMA)
- Advanced anti-corruption strategy executive course
National Anti-Corruption Institute Sanya Thammasak (National Anti-Corruption Institute)
- Course for senior executives in energy science Energy Science Institute
(Institute of Energy Science)
- Course for senior executives in trade and commerce Trade Science Institute
University of the Thai Chamber of Commerce (TEPCoT)

Seminar on role and responsibility of directors: Thai Institute of Directors Association (IOD)

- Director Certification Program (DCP) Course, Year 2001
- Audit Committee Program (ACP) course, year 2006
- Successful Formulation & Execution of Strategy (SFE) course, year 2010

Experience:

● Listed Companies (Current 5 Companies)

- | | |
|--------------------|--|
| 2017- Present | - Vice Chairman of the Board of Director
PRG Corporation Public Company Limited |
| 2016 – Present | - Member of the Good Corporate Governance and Sustainability Committee,
Member of the Compensation and Nomination Committee
PRG Corporation Public Company Limited |
| 2009 – Present | - Vice Chairman of the Executive Committee
PRG Corporation Public Company Limited |
| Jan 2024 – Present | - Member of the Compensation and Nomination Committee
MBK Public Company Limited |
| Jan 2023 – Present | - Vice Chairman of the Executive Committee
MBK Public Company Limited |
| 2002 - Present | - Director, MBK Public Company Limited |
| 2015 - Present | - Member of the Good Corporate Governance and Sustainability Committee
MBK Public Company Limited |
| 2020 – Present | - Independent Director and Member of the Audit committee
Kiattana Transport Public Company Limited |
| 2019 – Present | - Independent Director and Chairman Member of the Audit Committee
Dohome Public Company Limited |
| 2017 – Present | - Independent Director and Member of the Audit Committee
Thai Rung Union Car Public Company Limited |
| 2005 – Present | - Member of Risk Management Committee
Thai Rung Union Car Public Company Limited |
| 2002 – Dec 2022 | - Chief Executive Officer
MBK Public Company Limited |
| 2002 - Dec 2022 | - Member of the Executive Committee
MBK Public Company Limited |
| 2007 – 2019 | - Independent Director and Member of the Audit Committee
IFS Capital (Thailand) Public Company Limited |
| 2007 – 2018 | - Chairman of the Executive Committee
Royal Orchid Hotel (Thailand) Public Company Limited |
| 2005 – 2017 | - Independent Director and Member of the Audit Committee
Thai Rung Union Car Public Company Limited |
| 2000 – 2007 | - Member of the Executive Committee
Royal Orchid Hotel (Thailand) Public Company Limited |

● **Non-Listed Companies** (Current 88 Companies)

May 2023 – Present	- Director, Inno Precast Company Limited
Jun 2023 – Present	- Director, Xponential Company Limited
Apr. 2021 – Present	- Director, Thai Listed Companies Association
May 2019 - Present	- Director, Duang Capital Company Limited
2017 - Present	- Chairman, PRG Food Service Company Limited
2013 - Present	- Chairman, PRG Gobal Company Limited
2012 - Present	- Chairman, PRG Food Product Company Limited
2009 - Present	- Chairman, PRG Logistic Company Limited
2006 - Present	- Chairman, PRG Food Island Company Limited
2005 - Present	- Chairman, PRG Properties Company Limited (Change of the Company name from PRG Granary Company Limited)
2005 - Present	- Chairman, Ratchasrima Rice Company Limited
1997 - Present	- Chairman, Khao Maboonkrong Company Limited
Present	- Chairman of the Board of Directors and Director the Subsidiaries and associates of MBK

Other companies/entities which may cause a conflict of interest: -None-

PRG shareholding: 0.029% (As at book closing date on September 25, 2023)

Family relationship (with directors/management): Brother-in-law, Mr.Somkiat Makcayathorn

Prohibited Qualifications for Being a Director/Offender: -None-

Meeting attendance in 2023:

- Board of Directors' Meeting	12/12 times (100%)
- Executive Committee' Meeting	12/12 times (100%)
- Nomination and Remuneration Directors' Meeting	3/3 times (100%)
- Good Corporate Governance and Sustainability Committee's Meeting	1/1 times (100%)

Remark : - As a Director that be subsidiary of MBK which make business which manage the same business and not cause any damages.

Supporting Document for consideration of Agenda 5

Biographies of the retired directors proposed to be reappointed



Mr. Somkiat Makcayathorn

(Executive Director)

Director / Executive Director / Member of the Strategy Committee /

Member of the Information Technology and Digital Committee / Member of the Good Corporate Governance and Sustainability Committee and Managing Director

Age: 57 years old

Date appointed as director: October 25, 2005

Tenure as director: 19 years

Type of director nominated: Director

Area of expertise: Finance, Marketing, Administrative Management, Strategic Management, Laws, Risk Management, Industry and Engineering technical

Education: Master of Marketing, Thammasat University

Seminar on role and responsibility of directors: Thai Institute of Directors (IOD)

- TMB Lean Six Sigma Blue Belt 2015
- TLCA Executive Development Program 2010
- Director Certification Program (DCP) 2007
- Director Accreditation Program (DAP) 2006
- Top Executive Program in Commerce and Trade (TEPCoT), Commerce Academy
- Diploma, National Defence Course (Class of 49th), The National Defence College
- Successful Formulation & Execution of Execution of strategy (SFE) 2021

Experience:

● Listed Company (Current 1 Company)

Jan 2021 – Present	Member of the Technology Information and Digital Committee PRG Corporation Public Company Limited
2016 – Present	Member of the Good Corporate Governance and Sustainability Committee PRG Corporation Public Company Limited
2005 – Present	Director, Executive Director and Managing Director PRG Corporation Public Company Limited
2001 – 2004	Director of Sales and Marketing Advance Agro Public Company Limited

● **Non-Listed Company (Current 12 Company)**

2017 – Present	Director MBK Food Service Company Limited
2016 – Present	Member of the Rice Inspection Committee, Office of Rice Inspection Committee, Board of Trade of Thailand
2014 – Present	Honorary Chairman, Thai Rice Packers Association
2014 – Present	Member of the Executive Committee and Secretary General, Thai Rice Packers Association
2014 – Present	Director, MBK Restaurant Company Limited
2013 – Present	Chairman of the Executive Committee, PRG Food Island Company Limited Khao Maboonkrong Company Limited
2008 – Present	Member of the Executive Committee, PRG Gobal Company Limited
2005 – Present	Member of the Executive Committee, PRG Properties Company Limited
2005 – Present	Member of the Executive Committee, PRG Logistic Company Limited
2005 – Present	Member of the Executive Committee, Ratchasima Rice Company Limited
2014 – 2015	Arbitration Sub-Committee, The Thai Chamber of Commerce and Board of Trade of Thailand
2011 – 2014	Chairman, Thai Rice Packers Association
2001 – 2004	Deputy Managing Director, Hi-Tech Paper Company Limited
1999 – 2001	Chief Marketing Officer and Acting Managing Director J&J Marine Foods Company Limited
1987 – 1999	General Manager, I.C.C. Cosmos Company Limited

Other companies/entities which may cause a conflict of interest: -None-

PRG shareholding: -None- (As at book closing date on September 25, 2023)

Family relationship (with directors/management): Brother-in-law of Mr. Suvait Theeravachirakul

Prohibited Qualifications for Being a Director/Offender: -None-

Meeting attendance in 2023:

- Board of Directors' Meeting	12/12 times (100%)
- Executive Committee's Meeting	12/12 times (100%)
- Information Technology and Digital Committee's meeting	5/5 times (100%)
- Good Corporate Governance and Sustainability Committee's Meeting	1/1 times (100%)

Supporting Document for consideration of Agenda 5

Biographies of the retired directors proposed to be reappointed



Mr. Senathip Sripaipan

Independent Director / Member of Audit Committee / Chairman of the Information Technology and Digital Committee and Member of the Good Corporate Governance and Sustainability Committee

Age: 52 years old

Date appointed as director: September 25th, 1971

Type of Director Nominated Independent Director

- Education:**
- Chartered Financial Analyst CFA Institute, USA
 - Master of Business Administration, University of north Carolina at Chapel Hill, USA
 - Master of Computer Information Systems, Assumption University
 - Bachelor of Georesources Rngineering, Chulalongkorn University

Seminar on role and responsibility of directors: Thai Institute of Directors (IOD)

- Director Certification Program (DCP) 133/2017
- Role of The Chairman Program (RCP) 53/2023

Experience in the past 5 years:

2022 – Present	Independent Director, Member of Audit Committee and Chairman of Nomination and Remuneration Committee T Leasing Company Limited
Nov 2022 – Present	Independent Director, Member of Audit Committee and Chairman of Nomination and Remuneration Committee Jaspal Public Company Limited
July 2023 - Present	Management Committee Advisor Betagro Public Company Limited
2021 – Mar 2022	Chief Wholesale Banking Officer TMB Thanachart Bank Public Company Limited

2020 – 2021	Chief Wholesale Banking Officer and Chief Mergers and Acquisitions Officer TMB Bank Public Company Limited
2017 – 2019	Chief Wholesale Banking Officer TMB Bank Public Company Limited
2012 – 2017	Managing Director S Ventures Company Limited
2007 – 2017	Managing Director Business Navigator Consulting Company Limited

Consideration of independence: This is in accordance with the definition of independent directors of the company, and in accordance with the announcement of the Capital Market Supervisory Board No. TorChor. 39/2016 regarding requesting permission and granting permission to offer for sale of newly issued shares (Section 17)

Other companies/entities which may cause a conflict of interest: -None-

PRG shareholding: -None- (As at book closing date on September 25, 2023)

Family relationship (with directors/management): -None-

Remark : The Board has determined that the person to be nominated as an independent director to be able to comment freely and in accordance with the relevant rules.

Supporting Document
Annual General Meeting of Shareholders for the year 2024

Agenda 6. To approve the increase in the number of directors and the appointment of the new director

Biographies and qualifications of persons nominated to be appointed as new directors of the Company



Mr. Kraivin Srikraivin

Age: 57 years old

Type of director nominated: Director / Executive Director / Member of the
Good Corporate Governance Committee

Education:

- Master of Business Administration, California University of Pennsylvania
- Bachelor of Business Administration, California University of Pennsylvania

Seminar on role and responsibility of directors: Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) ปี 2005

Experience in the past 5 years:

Jan 2023 – Present	Deputy Chief Executive Officer MBK Public Company Limited
May 2022 – Present	Member of the Executive Committee PRG Corporation Public Company Limited
Jul. 2006 – Present	Director, Srikraivin Development Company Limited
Present	Director, The subsidiaries and associates of MBK
Mar. 2022 - Dec. 2022	Managing Director 2 MBK GROUP MBK Public Company Limited
Mar. 2014 - Oct. 2022	Director, Navavej International Public Company Limited
May. 2014 - May 2022	Director, KPN Academy Company Limited

Other companies/entities which may cause a conflict of interest: -None-

PRG shareholding: -None- (As at book closing date on September 25, 2023)

Family relationship (with directors/management): -None-

Prohibited Qualifications for Being a Director/Offender: -None-

Remark : - As a Director that be subsidiary of MBK which make business which manage the same business and not cause any damages.

Supporting Document for consideration of Agenda 6

Biographies and qualifications of persons nominated to be appointed as new directors of the Company



Mr. Praisun Wongsmith

Age: 57 years old

Type of director nominated: Independent Director / Chairman of Nomination and Remuneration Committee and Member of the Good Corporate Governance and Sustainability Committee

Education:

- Master of Science (Economics), Oklahoma State University, USA
- Bachelor of Science (Economics and Finance), Oklahoma State University, USA

Seminar on role and responsibility of directors: Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) 11/2004
- Director Certification Program (DCP) 92/2007
- Role of the Chairman Program (RCP) 37/2015
- Board that Make a Difference (BMD) 1/2016
- Advanced Audit Committee Program (AACP) 24/2016
- Ethical Leadership Program (ELP) 10/2017
- IT Governance and Cyber Resilience Program (ITG) 8/2018
- Boardroom Success Through Financing and Investment (BFI) 9/2020
- Director Leadership Certification Program (DLCP) 2/2021
- Risk Management Program for Corporate Leaders (RCL) 26/2022
- Subsidiary Governance Program (SGP) 2/2022

Seminar on role and responsibility of directors (Other):

- Advanced Change Leadership Course (Green Team Work Company Limited) 2008
- Senior Executive Course Capital Market Academy (CMA)
- Security Management and Leadership for Executives Program
- Director Briefing (Managing Technology & Disruption) 4/2016
- Digital Transformation – A Must for all companies 2018

Experience in the past 5 years:

May 2022 – Present	Chairman of Audit Committee, Member of the Compensation and Nomination Committee and Independent Director T Leasing Company Limited
Jan 2022 – Present	Director Keycapital Company Limited
July 2018 – Present	Member of the Audit Committee, Member of the Compensation and Nomination Committee and Independent Director S Hotel and Resorts Public Company Limited
Jan 2018 – Present	Director, P Advisory Company Limited
April 2014 – Present	Chairman Of Board and Independent Director Thantawan Industry Public Company Limited
July 2012 – Present	Director PWB Consultant Company Limited
July 2018 – Apr 2022	Chairman of Audit Committee and Independent Director Jakpaisan Estate Public Company Limited
July 2017 – Aug 2019	Independent Director Islamic Bank Asset Management Company Limited
Feb 2016 – Jan 2022	Chairman of Audit Committee and Independent Director TMBThanachart Bank Public Company Limited
Jan 2016 – Nov 2018	Independent Director CAT Telecom Public Company Limited

Other companies/entities which may cause a conflict of interest: -None-

PRG shareholding: -None- (As at book closing date on September 25, 2023)

Family relationship (with directors/management): -None-

Prohibited Qualifications for Being a Director/Offender: -None-

Supporting Document
Annual General Meeting of Shareholders for the year 2024

Agenda 7 To consider the appointment of auditors and determining the audit fee for the year 2024

The remuneration paid to directors from May 1, 2024 to April 30, 2025, which is being proposed to the shareholders for approval at the Annual General Meeting for the Year 2024

Committee	Position Allowances (Baht)		Meeting Allowances (Baht)		Other Benefits (Baht)	
	2024 (Proposed Year)	2023	฿ 2024 (Proposed Year)	2023	2024 (Proposed Year)	2023
Director's remuneration Meeting allowance						
Board of Directors						
Chairman	27,500	27,500	27,500	27,500		
Vice Chairman	16,500	16,500	16,500	16,500		
Director	13,750	13,750	13,750	13,750		
Executive Committee						
Chairman			55,000	55,000		
Vice Chairman			33,000	33,000		
Director (non-Executive)			27,500	27,500		
Audit Committee						
Chairman	27,500	27,500	27,500	27,500		
Director	13,750	13,750	13,750	13,750		
Compensation and Nomination Committee						
Chairman			55,000	55,000		
Director			27,500	27,500		
Technology Information and Digital Committee						
Chairman			55,000	55,000		
Director			27,500	27,500		
Remuneration and privilege for the Board of Directors					50,000	50,000

Directors' Pension paid to directors from January 1, 2022 to December 31, 2022

	Directors' pension (Baht)
Directors	2,000,000.-

The Pension paid to directors from January 1, 2023 to December 31, 2023, which is being proposed to the shareholders for approval at the Annual General Meeting for the Year 2024

	Directors' pension (Baht)
Directors	2,000,000.-

Remark: The remuneration for the Board directors and all committee have considerate and approved from the compensation and Nomination Committee

Supporting Document
Annual General Meeting of Shareholders for the Year 2024

Agenda 8 To consider the appointment of auditors and determining the audit fee for the year 2024

- Approved the appointment of auditors of EY Office Limited as the Company's auditor for 2024 with the names and CPA license numbers as follow:

No.	Name	Certified Auditor no.	Years of auditing for the company
1	Mrs. Gingkarn Atsawarangsalit	4496	5 years (For year ended December 31, 2019 – 2023)
3	Ms. Rosaporn Decharkom	5659	Never has been the Company's auditor
4	Ms. Sumana Punpongsanon	5872	Never has been the Company's auditor
5	Ms. Kirdsiri Kanjanaprakasit	6014	Never has been the Company's auditor

One of the above auditors has the authority to audit and certify the financial statements for the year ended December 31, 2024. It is also the auditors of the subsidiaries and associated companies.

- Auditor's Fees**

For the fiscal year 2024, EY Office Limited proposes the auditor's fees is 795,000 Baht (Seven hundred ninety five thousand baht) only These could be compared with the auditor's fees for prior year as follows;

Audit Fees	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2023	Fiscal year ended December 31, 2022
1 st Quarter	315,000	100,000	166,666.67
2 nd Quarter	315,000	100,000	166,666.67
3 rd Quarter	315,000	100,000	166,666.67
Annual Audit	480,000	400,000	650,000
Non Audit Fee	-	-	-
Total	795,000.-	700,000-	1,150,000-

- **Relationship with the Company**

The auditors who are proposed to the shareholders for appointment do not have any relationship or conflict of interest with the Company, its subsidiaries, its executives, its major shareholders, or persons related to the above parties.

- **Being the auditors of the Company's subsidiaries and associated companies**

In view of the fact that its subsidiaries and associated companies belong to PRG Corporation Public Company Limited's Group, the Company also appoints EY Office Limited as the auditor for the fiscal year 2024

The company is planning and meeting entrance prior to the audit and coordination with the external auditor the auditor of the company and the parent of subsidiaries and associated companies, then the audit offices of the same affiliation. In order to ensure that the financial statements were prepared according to the schedule

(Translation)

(F 53-4)

Capital increase report form
PRG Corporation Public Company Limited
March 21, 2024

PRG Corporation Public Company Limited would like to report the Board of Directors Meeting No. 3/24 held on March 21, 2024, capital increase and the allocation of shares in order to support the issuance of the PRG-W4 Warrants.

On March 21, 2024, the Company had already known the market price per share of the Company's ordinary shares for use in calculating the adjustment of PRG-W1, PRG-W2 and PRG-W3 Warrants rights. Therefore, the Company will re-report the adjusted the exercise price and exercise ratio to ensure that the benefits of the PRG-W1 Warrant, PRG-W2 Warrant and PRG-W3 Warrant holders are not less than the existing status in accordance with the conditions on the exercise of the Warrants as stipulated in the "Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Newly Issued Ordinary Shares of PRG Corporation Public Company Limited No. 1 (PRG-W1), No. 2 (PRG-W2) and No. 3 (PRG-W3) (the "Terms and Conditions")" set forth.

1. Capital Decrease and Increase

1.1 Capital decrease

Resolution from Board of Directors Meeting resolves to approve decrease of the Company's registered capital from THB 894,980,249 to new registered capital of THB 694,980,249 by reducing the ordinary shares reserved for the increase of registered capital under the General Mandate which have been not allocated in the whole amount of 200,000,000 shares

1.2 Capital increase

Resolution from Board of Directors Meeting resolves to approve increase of the Company's registered capital from THB 694,980,249 to new registered capital of THB 929,723,465 by issuing ordinary shares amounting of 234,743,216 shares (par value of THB 1) by following details

Type of capital increase	Type of share	Number of shares (shares)	Par Value (Baht/share)	Total (Baht)
<input checked="" type="checkbox"/> Specify the purpose of utilizing proceeds	Ordinary Share	34,743,216	1.00	34,743,216
<input checked="" type="checkbox"/> General Mandate	Ordinary Share	200,000,000	1.00	200,000,000

2. Allotment of new shares

2.1 If specifying the purpose of utilizing proceeds

Allotted to	Number of share (share)	Ratio (old: new)	Sale price (Baht/share)	Subscription and payment period	Remark
1) To accommodate the adjustment of right under warrants to purchase ordinary shares of PRG Corporation Public Company Limited No. 1 (the "PRG-W1 Warrants" or the Warrants)	Not more than - new ordinary shares	<u>Exercise Ratio</u> (Existing): 1 unit of the Warrants to 1.0664 newly issued ordinary share. <u>Exercise Ratio</u> (New): 1 unit of the Warrants to 1.0950 newly issued ordinary share. Please see Remark No1)	<u>Exercise Price</u> (Existing) : THB 4.6886 per share <u>Exercise Price</u> (New): THB 4.5663 per share. Please see Remark No. 1)	The exercise of the rights to purchase the newly issued ordinary shares of the Company under the PRG-W1 Warrants shall be in accordance with the conditions on the exercise of the Warrants as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase Ordinary Shares of PRG Corporation Public Company Limited No. 1 (PRG-W1) (the "Terms and Conditions")	Please see Remark Below No.1)
2) To accommodate the adjustment of right under warrants to purchase ordinary shares of PRG Corporation	Not more than 10,000 new ordinary shares	<u>Exercise Ratio</u> (Existing): 1 unit of the Warrants to 1.0370 newly issued ordinary share. <u>Exercise Ratio</u> (New):	<u>Exercise Price</u> (Existing): THB 4.8218 per share <u>Exercise Price</u> (New): THB 4.6990 per share. Please see Remark No. 2)	The exercise of the rights to purchase the newly issued ordinary shares of the Company under the PRG-W2 Warrants shall be in accordance with the conditions on the exercise of the Warrants as stipulated in	Please see Remark below No.2)

Allotted to	Number of share (share)	Ratio (old: new)	Sale price (Baht/share)	Subscription and payment period	Remark
Public Company Limited No. 2 (the “PRG-W2 Warrants” or the Warrants)		1 unit of the Warrants to 1.0641 newly issued ordinary share. Please see Remark No 2)		the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase Ordinary Shares of PRG Corporation Public Company Limited No. 2 (PRG-W2) (the “Terms And Conditions”)	
3) To accommodate the adjustment of right under warrants to purchase ordinary shares No. 3 (PRG-W3), which will be issued to existing shareholders of the Company in proportion to their respective shareholdings	Not more than 10,000 new ordinary shares	<u>Exercise Ratio</u> (Existing): 1 unit of the Warrants to 1.0092 newly issued ordinary share. <u>Exercise Ratio</u> (New): 1 unit of the Warrants to 1.0349 newly issued ordinary share. Please see Remark No 3)	<u>Exercise Price</u> (Existing): THB 4.9543 per share <u>Exercise Price</u> (New): THB 4.8311 per share. Please see Remark No. 3)	The exercise of the rights to purchase the newly issued ordinary shares of the Company under the PRG-W3 Warrants shall be in accordance with the conditions on the exercise of the Warrants as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase Ordinary Shares of PRG Corporation Public Company Limited No. 3 (PRG-W3) (the “Terms And Conditions”)	Please see Remark below No.3)
4) To allocate for the exercise of the Company’s warrants to purchase ordinary shares No. 4 (PRG-W4), which will	Not more than 34,723,216 new ordinary shares	Allocation Ratio: 1 ordinary shares to 1 unit of warrant (any fractions resulting from the calculation	The PRG-W4 Warrants will be issued at no offering price, (zero Baht) at an Exercise Price THB 5	The exercise of the rights to purchase the newly issued ordinary shares of the Company under the PRG-W4 Warrants shall be in accordance with the	Please see Remark below No.5)

Allotted to	Number of share (share)	Ratio (old: new)	Sale price (Baht/share)	Subscription and payment period	Remark
be issued to existing shareholders of the Company in proportion to their respective shareholdings		based on the allocation ratio such fraction of shares shall be rounded down)		conditions on the exercise of the Warrants as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase Ordinary Shares of PRG Corporation Public Company Limited No. 4 (PRG-W4) (the "Terms And Conditions")	

Remark :

The Board of Directors Meeting No. 3/67 of the Company on March 8, 2024 resolved to propose that the Annual General Meeting of Shareholders 2024 to increase the registered capital of the company from the original registered capital of THB 694,980,249 to THB 729,723,465 by issuing not more than 34,743,216 new ordinary shares with a par value of THB 1 per share and the allocation of such newly issued ordinary shares, the details of which are as follows:

- 1) At present, there are enough shares to accommodate the adjustment of right of the PRG-W1 Warrants. Therefore, there is not allocate of newly issued ordinary shares.
- 2) The allocation of not exceeding 10,000 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of the PRG-W2 Warrants.
- 3) The allocation of not exceeding 10,000 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of the PRG-W3 Warrants.
- 4) The Company calculates the exercise price (new) and exercise ratio (new) of the PRG-W1 Warrants, PRG-W2 Warrants, and PRG-W3 Warrants on the assumption that there is no any holder of the PRG-W1 Warrants, PRG-W2 Warrants and PRG-W3 Warrants. Due to on March 21, 2024, the Company had already known the market price per share of the Company's ordinary shares for use in calculating the adjustment of PRG-W1, PRG-W2 and PRG-W3 rights.
- 5) The allocation of not exceeding 34,723,216 newly issued ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company's warrants to purchase ordinary shares No.4 (PRG-W4) in the amount of not more than 34,723,216 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings, at no offering price, (zero Baht) at the ratio of 20 ordinary shares to 1unit of warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down), with a term of not more than 3 years from the issuance date, having an exercise ratio of 1 unit of warrant per 1 ordinary share at an exercise price THB 5 (the "Exercise Price"), (the "PRG-W4 Warrants") the Company will allocate the PRG-W4 Warrants to the

shareholders according to the relevant law and regulation. Please refer to the preliminary details of the PRG-W4 Warrants in Enclosure 2.

In this regard, the Company's Board of Directors opined to empower Mr. Somkiat Makcayathorn, Managing Director, and/or the Company's Executive Committee Informing an additional information of PRG-W4 Warrants through the invitation to the Annual General Meeting of Shareholders 2024 after the number off exercised PRG-W1 Warrant, PRG-W2 Warrant and PRG-W3 Warrant to subscribe for the newly issued ordinary shares of the Company exercise date, which will take place by March 15, 2024 has been recognized under the conditions: (1) the allocation ratio of 20 ordinary shares to 1 unit of the Warrants (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down) and (2) the sum of shares allocated to accommodate the PRG-W1 Warrants, PRG-W2 Warrants, PRG-W3 Warrants and PRG-W4 Warrants shall not be over 50 percent of the number paid-up shares of the Company according to the Notification of the Capital Market Supervisory Board No. TorChor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares (as amended) ("Notification of the Capital Market Supervisory Board No. TorChor. 34/2551").

In this regard, the Company has set the date for determining the names of the shareholders who shall be entitled to receive the offering or the allocating of the PRG-W4 Warrants on March 25, 2024 (Record Date). However, the determination of such right remains uncertain and subject to an approval of the AGM.

In offering or the allocating the PRG-W4 Warrants to existing shareholders and there is still a risk to shareholders which possibly imposes an obligation on the Company according to international law. Therefore, in order to manage the above-mentioned risk, the Board of Directors may exercise its discretion not to offer or not to allocate the warrants to any shareholders who is residing in France, Singapore, the United Kingdom, China, the United States of America, India, Switzerland, Japan, Vietnam or any Countries as deemed appropriate by the Company, if the offering or the allocation of the such warrants causes or is likely to cause the Company.

(a) to violate any laws, rules or regulations of Thailand or any foreign countries and/or the Company's Articles of Association;

(b) to have additional and excessive obligations or duties to perform anything other than those required under the relevant laws or regulations of Thailand on securities offering;

(c) to have additional expenses and/or excessive risks when compared to the benefits that the Company will receive if the PRG-W4 Warrants are offered or allocated to the relevant subscribers or groups or executing the relevant processes; or

(d) to breach the requirements, methods or conditions provided in relation to the offering or allocation of the PRG-W4 Warrants.

The factors used by the Company to support its consideration to not offer or not allocate the PRG-W4 Warrants include, but not limited to, the additional obligations that the Company will have under foreign laws, or the burden to examine legal points and/or to comply with the duties under foreign laws, the additional expenses in examining and seeking advice and recommendations on foreign laws, and/or the potential risks compared to the benefits that the Company will receive if the PRG-W4 Warrants are offered or allocated to existing shareholders of

the company. Furthermore, the Company may offer or allocate the PRG-W4 Warrants to existing shareholders of the company is entitled to offering or the allocation the PRG-W4 Warrants subject to international practices or an exemption under foreign laws that are effective and to the Company's ability to carry out the offering or the allocation at relevant times.

In this connection, the Company has the right to not offer or not allocate of the PRG-W4 Warrants from the shareholders who have their mailing addresses outside Thailand. In this regard, the Company has the right to use its discretion in considering changing the relevant details as appropriate by taking into account the factors as stated above, which includes without limitation, the determination of a list of non-restricted countries and/or a list of restricted countries, for the successful completion of the offering or the allocation of the PRG-W4 Warrants. The Company shall further announce the additional terms and/or conditions of the offering or the allocation of the PRG-W4 Warrants for your information (if any).

The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to actions

(a) determine the terms and conditions and any other details in relation to the issuance and offering of the PRG-W4 Warrants;

(b) proceed with and sign applications and evidences that are necessary for or relevant to the issuance and offering of the PRG-W4 Warrants, including contacting and filing applications, waiver requests, documents, and such evidences with the relevant government authorities or agencies, as well as listing the PRG-W4 Warrants and newly issued shares occurred from the exercise of the PRG-W4 Warrants on the Stock Exchange of Thailand ("SET"); and

(c) undertake any other actions that are necessary for or relevant to this issuance and allocation of the PRG-W4 Warrants;

6) The Company's plan in case there is a fraction of shares remaining

6.1 In the event that there is an adjustment to the exercise ratio upon the occurrence of event pursuant to the conditions concerning the right adjustment as stipulated in the Terms and Conditions of PRG-W1 or the Terms and Conditions of PRG-W2 or the Terms and Conditions of PRG-W3 and Conditions of PRG-W4 resulting in a fraction of shares that will be allocated under the PRG-W1 Warrants or the PRG-W2 Warrants or the PRG-W3 Warrants or the PRG-W4 Warrants, such fraction of shares shall be rounded down.

6.2 In the event, there is a fraction of shares derived from the calculation under the PRG-W4 Warrants exercise ratio, such fraction of shares shall be disregarded.

2.2 If specifying the purpose of utilizing proceeds

Allotted to	Type of share	Number of share (Shares)	Percentage of paid-up capital	Note
1.Right Offering: RO	Ordinary share	Not more than 200,000,000	28.84	-

Note : Percentage of paid-up capital on the date that the Board of Directors resolves to increase capital under a General Mandate

Which must be completed within the next date of the Annual General Meeting of Shareholders which be determined by the Company or within the date of the Meeting of Shareholders which be determined by the law, whichever date is earlier.

3. Schedule of the Shareholders' meeting to approve the capital increase and the allocation of the newly issued shares

The Annual General Meeting of Shareholders for the year 2024 to an electronic meeting set the date on April, 24 2024 at 10.00 a.m., using an electronic approach (e-AGM) The determine the list of shareholders entitled to attend the Annual General Meeting of Shareholders for the year 2024 (Record Date) on March 25, 2024.

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

4.1 The Company is required to register the decrease and increase of registered and paid-up capital and the amendment of its Memorandum of Association with the Department of Business Development, Ministry of Commerce.

4.2 The Company is required to obtain an approval from the Stock Exchange of Thailand for accepting Warrants to be securities listed in the Stock Exchange Thailand.

4.2.1 The newly issued ordinary shares of the Company from the exercise of the PRG-W1 Warrants which has been issued.

4.2.2 The newly issued ordinary shares of the Company from the exercise of the PRG-W2 Warrants which has been issued, including the additional shares to accommodate the rights adjustment of the PRG-W2 Warrants.

4.2.3 The newly issued ordinary shares of the Company from the exercise of the PRG-W3 Warrants which has been issued, including the additional shares to accommodate the rights adjustment of the PRG-W3 Warrants.

4.2.4 The Warrants to purchase ordinary shares of PRG Corporation Public Company Limited No. 4 (PRG-W4) issued to shareholders of the Company in proportion to their shareholding.

4.2.5 The newly issued ordinary shares of the Company from the exercise of right under the PRG-W4 Warrants.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

5.1 The Company will decrease its registered capital to cancel the unissued ordinary shares.

5.2 The Company will issue and allocate the newly issued ordinary shares at the amount not exceeding 10,000 shares in accommodate the rights adjustment of the PRG-W2, issue and allocate the newly issued ordinary shares at the amount not exceeding 10,000 shares in accommodate the rights adjustment of the PRG-W3 in order to preserve the interests of the warrants holders and not to be less favorable than those currently available to them.

5.3 The Company will issue and allocate the PRG-W4 Warrants at the amount not exceeding 34,723,216 units in order to enhance financial flexibility for future investment including an investment in purchasing

6. Benefits which the company will receive from the capital increase/share allotment

This capital increase will enhance the financial strengths and increase liquidity for the Company's operation.

7. Benefits which shareholders will receive from the capital increase/share allotment

In the event, the warrant holders exercise their rights under the Warrants to purchase the ordinary shares and become shareholders of the Company, the shareholders would gain the benefits from the fact that the Company will be able to utilize such proceeds

In addition, the shareholders who exercise the right to purchase ordinary shares under the PRG-W1 Warrants and/or PRG-W2 Warrants and/or PRG-W3 Warrants and/or PRG-W4 Warrants shall receive all the same rights as the Company's existing shareholders, such as the right to receive dividends, the right to attend and to vote in the shareholders meeting.

8. Other details necessary for shareholders to approve the capital increase/share allotment

The Company will subsequently file an application to the SET for its approval on the listing of PRG-W4 Warrants and new ordinary shares to be issued upon the exercise of the Company's warrants allotted to existing shareholders of the Company pursuant to the relevant rules and regulations

9. Schedule of action where the board of directors of the company passes resolutions approving the capital increase/ share allotment

Procedure	Date/Month/Year
● The Board of Directors' Meeting No.3/24	March 8,2024
● The record date for the purpose of determining the eligible shareholders to attend the Annual General Meeting of Shareholders for the year 2024 and entitled to receive the dividend (Record Date)	March 25,2024
● The Annual General Meeting of Shareholders for the year 2024	April 24, 2024
● Register the capital reduction and capital increase and the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the Annual General Meeting of Shareholders for the year 2024
● Listing the PRG-W4 Warrants on the SET	Will be informed accordingly
● Date to allotment new ordinary shares to existing shareholders (General Mandate)	Will be determined after obtained the approval from this the Annual General Meeting of Shareholders for the year 2024

The Company hereby certifies that the information contained in this report from is true and complete in all respects.

Signed.....Authorized Company Director
(Mr. Somkiat Makcayathorn)

**Key Features of the Warrants to Purchase Ordinary Shares of
PRG Corporation Public Company Limited No.4 (PRG-W4)**

Category of Warrants	: Warrants to purchase ordinary shares of PRG Corporation Public Company Limited No. 4 (“PRG-W4 Warrants”)
Type of Warrants	: Transferable warrants, with the name of bearer
Offering Method	: <ul style="list-style-type: none"> ● To be offered to the existing shareholders of PRG Corporation Public Company Limited (the “Company”) in proportion to their respective shareholdings at no cost, at the ratio of 20 ordinary shares per 1 unit of warrant ● Any fractions resulting from the calculation based on the allocation ratio such fraction of shares shall be rounded down <p style="margin-left: 40px;">In offering or the allocating the PRG-W4 Warrants to existing shareholders and there is still a risk to shareholders which possibly imposes an obligation on the Company according to international law. Therefore, in order to manage the abovementioned risk, the Board of Directors may exercise its discretion not to offer or not to allocate the warrants to any shareholders who is residing in France, Singapore, the United Kingdom, China, the United States of America, India, Switzerland, Japan, Vietnam or any Countries as deemed appropriate by the Company, if the offering or the allocation of the such warrants <u>causes or is likely to cause the Company.</u></p> <ul style="list-style-type: none"> (a) to violate any laws, rules or regulations of Thailand or any foreign countries and/or the Company's Articles of Association; (b) to have additional and excessive obligations or duties to perform anything other than those required under the relevant laws or regulations of Thailand on securities offering; (c) to have additional expenses and/or excessive risks when compared to the benefits that the Company will receive if the PRG-W4

Warrants are offered or allocated to the relevant subscribers or groups or executing the relevant processes; or

(d) to breach the requirements, methods or conditions provided in relation to the offering or allocation of the PRG-W4 Warrants.

The factors used by the Company to support its consideration to not offer or not allocate the PRG-W4 Warrants include, but not limited to, the additional obligations that the Company will have under foreign laws, or the burden to examine legal points and/or to comply with the duties under foreign laws, the additional expenses in examining and seeking advice and recommendations on foreign laws, and/or the potential risks compared to the benefits that the Company will receive if the PRG-W4 Warrants are offered or allocated to existing shareholders of the company. Furthermore, the Company may offer or allocate the PRG-W4 Warrants to existing shareholders of the company is entitled to offering or the allocation the PRG-W4 Warrants subject to international practices or an exemption under foreign laws that are effective and to the Company's ability to carry out the offering or the allocation at relevant times.

In this connection, the Company has the right to not offer or not allocate the PRG-W4 Warrants from the shareholders who have their mailing addresses outside Thailand. In this regard, the Company has the right to use its discretion in considering changing the relevant details as appropriate by taking into account the factors as stated above, which includes without limitation, the determination of a list of non-restricted countries and/or a list of restricted countries, for the successful completion of the offering or the allocation of the PRG-W4 Warrants. The Company shall further announce the additional terms and/or conditions of the offering or the allocation of the PRG-W4 Warrants for your information (if any).

The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to actions (a) determine the terms and conditions and any other details in relation to the offering and

allocating of the PRG-W4 Warrants; (b) proceed with and sign applications and evidences that are necessary for or relevant to the offering and allocating of the PRG-W4 Warrants, including contacting and filing applications, waiver requests, documents, and such evidences with the relevant government authorities or agencies, as well as listing the PRG-W4 Warrants and newly issued shares occurred from the exercise of the PRG-W4 Warrants on the Stock Exchange of Thailand (“SET”); (c) undertake any other actions that are necessary for or relevant to this the offering and allocating of the PRG-W4 Warrants;

Number of Offering Warrants	:	Not more than 34,723,216 units
Offering Price per Unit	:	0 Baht (Zero Baht)
Term of Warrants	:	Not more than 3 years from the issuance date of warrants
Ordinary shares reserved for the exercise of Warrants	:	Not more than 34,723,216 shares (with a par value of 1 Baht per share)
Exercise Ratio	:	1 unit of warrant per 1 ordinary share with the exception for the case of the adjustment of exercise ratio in accordance with the adjustment conditions
Exercise Price	:	THB 5 Exercise Price and relevant details shall be determined by the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors. In the event of the adjustment of Exercise Price, the Exercise Price shall not be lower than the par value of shares in the Company at the time.
Issuance date	:	To be determined by the Board of Directors or the authorized directors or the person authorized by the Board of Directors or by the authorized directors, which is expected to be within the second quarter of 2024.
Period for notification of intention of exercise warrants	:	On the 15 th of January, February, March, April, May, June, July, August, September, October, November, December of each calendar year through the term of Warrants. In the event, the Exercise Date is not a Business Day, such Exercise Date shall be

postponed to the next Business Day. The first Exercise Date is expected to be on July 15, 2024.

The last Exercise Date will be on the expiration date of PRG-W4 Warrants which will be on May 17, 2027 (Not more than 3 years from the issuance date). In the event, the last Exercise Date is not a Business Day, such last Exercise Date shall be postponed to the before the Company's holiday

The last Exercise Date and relevant details shall be determined by the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors

Notification of intention of exercise warrants : The Warrant Holders who wish to exercise their rights to purchase ordinary shares of the Company shall deliver a notification of the intention to exercise the Warrants during 9:30 hrs. until 15:30 hrs. within the period of 5 Business Days prior to each Exercise Date, except for the last Exercise Date in which the notification of the intention to exercise the Warrants shall be delivered during 9:30 hrs. until 15:30 hrs. within the period of 15 Days prior to the last Exercise Date.

The intention to exercise PRG-W4 Warrants shall be irrevocable upon the Exercise Notice being served.

Events that require the issuance of new shares to accommodate the rights adjustment : When the Company adjusts the exercise price and/or the exercise ratio (or adjusting the number of units of Warrants in lieu of adjusting the exercise ratio) pursuant to the conditions concerning the rights adjustment as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Ordinary Shares of PRG Corporation Public Company Limited No.4 (PRG-W4) (the "Terms and Conditions"), which resemble the events stipulated in Clause 11(4) (b) of the Notification of the Capital Market Supervisory Board No. TorChor. 34/2551. Re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares dated December 15, 2008 (as amended).

Warrant Registrar : Thailand Securities Depository Company Limited

Secondary Market for the Warrant	:	The Company will apply to list the PRG-W4 Warrants on the Stock Exchange of Thailand
Secondary Market for the Ordinary Shares from the Exercise of Warrants	:	The Company will apply to list the new ordinary shares to be issued upon exercising the PRG-W4 warrants on the Stock Exchange of Thailand
Purposes of issuing the warrants and benefits that the Company would gain from the allocation of newly issued shares	:	It is a type of return to shareholders instead of cash dividend payment, that would be able to maintain Company's working capital and strengthen the Company's financial position for operation of the Company's business
Expected benefits to shareholders from the capital increase	:	In the event, the warrant holders exercise their rights under the Warrants to purchase the ordinary shares and become shareholders of the Company, the shareholders would gain the benefits from the fact that the Company will be able to utilize such proceeds In addition, the shareholders who exercise the right to purchase ordinary shares under the PRG-W4 Warrants shall receive all the same rights as the Company's existing shareholders, such as the right to receive dividends, the right to attend and to vote in the shareholders meeting

Impact for Shareholders:

1. The ordinary shares to be issued upon exercising the PRG-W4 Warrants will have the same rights and benefits as that of the already issued and fully paid-up ordinary shares in every aspect. Any rights to be vested upon being shareholders from the exercise of the PRG-W4 Warrants will be effective from the day that the Ministry of Commerce accepts to register the change of paid-up capital of the Company for the new ordinary share issued upon exercising the PRG-W4 Warrants
2. The dilution effect to the Company's shareholders for offering or allocating can be determined as follows:

(1) Control Dilution

In the event that all of the PRG-W1 Warrants, PRG-W2 Warrants and PRG-W3 Warrants are fully exercised resulting in the maximum number of the issuance of the PRG-W4 Warrants at not exceeding 34,723,216 units and all of such PRG-W4 Warrants are fully exercised but warrants holders who exercise the PRG-W4 Warrants are not the shareholders of the Company, the shareholding of the existing shareholders of the Company will be diluted as follows:

Control Dilution

- = Number of shares reserved to accommodate the Warrants Issued This Time / (Number of paid-up shares + Number of shares from the exercise of the PRG-W1 Warrants, the PRG-W2 Warrants and the PRG-W3 Warrants + Number of shares reserved to accommodate the Warrants Issued This Time)
- = Approximately of 4.76 percent

(2) Price Dilution

Both in the case that all of the PRG-W1 Warrants, PRG-W2 Warrants and PRG-W3 Warrants are fully exercised, after the issuance and allocation of the PRG-W4 Warrants to the existing shareholders on a pro rata basis to their respective shareholdings and such warrants holders fully exercise their rights under the Warrants, but the warrants holders who exercise the Warrants are not the shareholders of the Company, the price per share will be diluted by 2.49* percent from the market price based assumption of THB 10.46 per share, the calculation is based on the weighted average closing price of the past ten business days prior to the Board of Directors' meeting on March 8, 2024.

*Calculated by market price THB 10.46 subtract Post-offering market price THB 10.20
Divided by market price THB 10.46

$$\begin{aligned} \text{Post-offering market price} &= (\text{Market price} \times (\text{Paid-up shares} + \text{Number of shares from} \\ &\text{the exercise of the PRG-W1 Warrants and PRG-W2 Warrants} + \\ &\text{PRG-W3 Warrants (Exercise price} \times \text{Number of shares} \\ &\text{received after conversion)}) / (\text{Number of Paid-up shares} + \\ &\text{Number of shares from the exercise of the PRG-W1 Warrants,} \\ &\text{PRG-W2 Warrants and PRG-W3 Warrants} + \text{Total shares} \\ &\text{offered}) \\ &= \text{THB } 10.20 \end{aligned}$$

Price Dilution

$$\begin{aligned} &= \text{Market price} - \text{Post-offering market price} / \text{Market price} \\ &= \text{Approximately of 2.49 percent} \end{aligned}$$

(3) Earnings per Share Dilution

In the event, if all Warrants are fully exercised, earnings per share will be diluted by 4.76* percent, comparing to the shareholding before the issuance and allocation of the Warrants, calculated by the following formula.

Earnings Per Share Dilution

$$= (\text{Pre-allocation earnings per share}^* - \text{Post-allocation earnings per share}^{**}) / \text{Preallocation earnings per share}$$

$$= \text{Approximately of 4.76 percent}$$

$$* \text{ Pre-allocation earnings per share} = \text{Net profit} / \text{Number of paid-up shares}$$

$$** \text{ Post-allocation earnings per share} = \text{Net profit} / (\text{Number of paid-up shares} + \text{Number of shares reserved to accommodate the exercise of the Warrants})$$

Adjustment of right of warrant:

The Company will adjust the Exercise Price and exercise ratio during the term of PRG-W4 Warrants upon the occurrence of any of following events with the aim to protect the interest of the holders of PRG-W4 Warrants:

1. The Company changes the par value of its shares as a result of a consolidation or split of the issued shares of the Company.
2. The Company offers to sell its new ordinary shares to the existing shareholders and/or public and/or private placement at the net price per share lower than 90% of the market price of the Company's shares.
3. The Company offers to sell its newly issued securities which can be converted to shares in the Company or right to purchase shares in the Company (e.g. convertible debentures or warrants) to the existing shareholders and/or public and/or private placement by fixing the net price per newly issued reserved shares lower than 90% of the share price calculated in reliance on the market price of the Company's ordinary shares.
4. The Company pays out whole or partial dividend by means of share dividends to the shareholders of the Company.

5. The Company pays dividend in cash in exceeding of 90% of net profit of the Company consolidated financial statements at any fiscal year.

6. Any other similar event to those of clause 1 to clause 5 above which results in the deterioration of the interest of the holders of PRG-W4 Warrants.

The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors is authorized to determine the terms and conditions, and details of the PRG-W4 Warrants relating to the adjustment of conversion ratio and Exercise Price.

Other Condition:

The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to actions

(a) determine the terms and conditions and any other details in relation to the issuance and offering of the PRG-W4 Warrants;

(b) proceed with and sign applications and evidences that are necessary for or relevant to the issuance and offering of the PRG-W4 Warrants, including contacting and filing applications, waiver requests, documents, and such evidences with the relevant government authorities or agencies, as well as listing the PRG-W4 Warrants and newly issued shares occurred from the exercise of the PRG-W4 Warrants on the Stock Exchange of Thailand ("SET");

(c) undertake any other actions that are necessary for or relevant to this issuance and allocation of the PRG-W4 Warrants.

**Documents for the Rights to Attend the Annual General Meeting of Shareholders
by Electronic Means (e-AGM)**

The following documents must be presented prior to attend the Annual General Meeting (as the case may be):

1. In the event that the shareholder is an ordinary person:

1.1 Attendance in person by Electronic Means: A valid official ID card wherein a photograph is shown, e.g. personal ID card, driving license, or passport.

1.2 Attendance by proxy:

(A) A completed Proxy Form signed by the proxy grantor (the shareholder) and the proxy;

(B) A copy of the proxy grantor's ID card as referred to in 1.1 certified correct by the proxy grantor; and

(C) An original of the proxy's ID card as referred to in 1.1

2. In the event that the shareholder is a juristic person:

2.1 Attendance by an authorized representative of the shareholder by Electronic Means:

(A) An original of such authorized representative's ID card as referred to in 1.1; and

(B) A copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified correct by such authorized representative together with affixing its Common Seal (if any).

2.2 Attendance by proxy:

(A) A completed Proxy Form signed by the proxy grantor (the shareholder) and the proxy;

(B) A copy of the Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who signs in the Proxy Form as the proxy grantor is an authorized representative of the shareholder having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified correct by such authorized representative together with affixing its Common Seal (if any); and

(C) An original of the proxy's ID card as referred to in 1.1

3. In the event that the shareholder is non-Thai shareholder or is a juristic person incorporated under a foreign law:

Paragraph no. 1 and 2 above shall be applied mutatis mutandis to a non-Thai shareholder or a shareholder which is juristic person incorporated under a foreign law as the case may be under the following conditions:

(A) Affidavit or Certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in where such juristic person is situated or by an officer of such juristic

person, provided that such an Affidavit or Certificate of incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name(s) of the person (s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person(s); and

(B) English translation is required to be attached for any original document which is not made in English and such translation must be certified by the authorized representative of such juristic person together with affixing its Common Seal (if any).

The attached proxy form is the form detailing how the shareholders want their proxies to vote on each agenda (Form B).

For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, **please follow the instruction manual to guidelines for attending the Annual General Meeting of Shareholders by Electronic Means via Inventech Connect.** The Company will be available system from 11 - 24 April 2024 at 8.30 a.m. - 5.30 p.m. or until the meeting is closed. (only on business days Excluding public holidays and public holidays)

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, please submit the proxy form together with required documents to the Company to the following address.

PRG Corporation Public Company Limited

Corporate Governance Section

88 Moo 2, Tiwanon Road, Tumbol Bangkadee, Amphur Mueng, Pathumtani 12000

Tel. 02-501-2175 Ext. 687

Profiles of Independent Directors for Appointment of Proxy



1. Name : Dr. Pornsiri Poonakasem
Position in the Company : Independent Director
Age : 72 years old
Address : 208/5 Moo.18 Prachachern Road,
Lardyoa, Jatujak, Bangkok 10900
Conflict of Particular Interest : - *None* -
in the Agenda



2. Name : Associate Professor Dr.Sathit Parniangtong
Position in the Company : Independent Director
Age : 71 years old
Address : 9/5 Moo.2 Tarang, Bangkokhen,
Bangkok 10220
Conflict of Particular Interest : Agenda 5. To appoint new directors to
in the Agenda succeed those completing their terms



3. Name : Mrs. Veena Arunyakasem
Position in the Company : Independent Director
Age : 62 years old
Address : 919 Moo 9 Luan Pruksa Lake Ville,
Soi Taeparak 96, Taeparak Road,
Amphur Muang, Samutprakan 10270
Conflict of Particular Interest : - *None* -
in the Agenda

**Clauses relating to shareholder meetings in the Articles of Association of
PRG Corporation Public Company Limited**

Chapter 6

Shareholder Meetings

Clause 32 The Board of Directors has to hold an Annual General Meeting within four months after the Company's accounting year ends. Any shareholder meeting other than this Annual General Meeting will be called an Extraordinary General Meeting.

The Board of Directors will call a shareholder meeting as an Extraordinary General Meeting whenever appropriate.

The Company's shareholder meeting can be held as an electronic meeting. It can be held through digital media by facilitating meeting attendees to disclose their identities in order to attend the electronic meeting before the meeting's attendance. The attendees are facilitated in order that they can vote openly or secretly. All meeting attendees' log files are stored as evidence and they conform with technological safety standards stipulated by law. Moreover, electronic shareholders' meeting shall be arranged reflecting other related regulations, rules, and approaches of an electronic meeting act within the relevant law.

One or several shareholders whose collective shares are not less than 10% of all issued shares can sign up for a request that the Board will call a shareholder meeting as an Extraordinary General Meeting whenever possible. Any subject and its reasons also have to be clearly stated in such request. In this case, the Board of Directors has to hold a shareholder meeting within 45 days after receiving the request from the shareholders.

In case that the Board of Directors does not hold a meeting within a specified period of time according to Paragraph 3, the shareholders who sign up or other shareholders whose collective shares reach an amount of shares as prescribed can call a meeting by themselves within 45 days after a due date according to Paragraph 3. In this case, it is considered that the shareholder meeting is called by the Board of Directors and the Company has to be responsible for necessary expenses resulting from holding the meeting as well as facilitating the meeting as appropriate.

In case of a shareholder meeting called by shareholders according to Paragraph 4, when a number of shareholders attending the meeting cannot form a quorum stipulated in no. 36 of these articles of associations, the shareholders according to Paragraph 4 have to take shared responsibility for expenses resulting from such meeting for the Company.

Clause 33 The annual ordinary general meeting of shareholders should at least deal with the business as follows:

- (1) Acknowledgement of the board of directors' report on the Company's performance and financial status for the past fiscal year,
- (2) Approval of the balance sheet and the income statement,
- (3) Approval of the appropriation of the profit,
- (4) Election of directors replacing the ones who retire by rotation,
- (5) Appointment of an auditor and determination of the audit fees.

Clause 34 For calling a shareholder meeting, the Board of Directors provides a letter of invitation to a meeting specifying its venue, date, time, agenda, and subjects which will be proposed to the meeting. They have to be clearly specified that they are proposed for acknowledgement, or approval, or consideration depending on each case. The Board of Directors' opinions about such subjects (if any) are also provided. The letter of invitation to the meeting as well as relevant documents are sent to shareholders and a registrar not less than seven days before the meeting date. The invitation to the meeting is announced in the newspaper for three consecutive days and at least three days before the meeting date.

When a shareholder meeting is held as an electronic meeting, the Board of Directors may send a letter of invitation and a meeting-accompanied documents through an electronic mail. Rules and approaches to sending a letter of invitation through an electronic mail act within the relevant law.

Clause 35 Shareholders may authorize other persons as proxies to attend and vote at any shareholder meeting on their behalf. The proxy appointment has to be in writing and in the form as required by the law. The proxy form has to be delivered to the chairman of the board of directors or the person appointed by the chairman at the meeting venue before the proxy holder attends the meeting.

Clause 36 In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders, whichever is lesser and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold of the Company.

At any shareholder meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined in the previous paragraph, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Clause 37 The chairman of the board of directors shall be the chairman of shareholder meeting. If the chairman of the board of directors is not present at a meeting or cannot perform his duty, the vice-chairman shall be the chairman of the meeting. If there is no vice-chairman or there is a vice-chairman who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Clause 38 The chairman of the shareholder meeting has the duty to conduct the meeting in compliance with the articles of association of the company relating to meetings (if any) and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.

Clause 39 At shareholder meeting, a final decision shall be reached or a resolution shall be passed by voting. Regardless of how the votes are cast, one share always equals to one vote.


In case of a tie vote, the chairman of the meeting shall cast a deciding vote although he or she is not a shareholder.

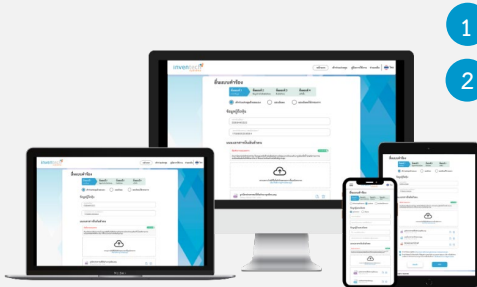
Any shareholder having special interests in the agenda requiring a voting shall have no right to cast a vote on the item, except for the item on the election of directors, on which the shareholder can cast his or her vote with no prohibition imposed on the voting.

Guidelines for attending of Electronic Meeting by Inventech Connect

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

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

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://pro.inventech.co.th/PRG165023R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
Step 1 Fill in the information shown on the registration
Step 2 Fill in the information for verify
Step 3 Verify via OTP
Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

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

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 11 April 2024 at 8:30 a.m. and shall be closed on 24 April 2024 Until the end of the meeting.

3. The electronic conference system will be available on 24 April 2024 at 8:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 23 April 2024 at 5.00 p.m.


PRG Corporation Public Company Limited

Corporate Governance Section

88 Moo 2, Tiwanon Road, Tumbol Bangkadee, Amphur Mueng, Pathumtani 12000

Tel. 02-501-2175 Ext. 687

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

 02-931-9134

 @inventechconnect



The system available during 11 – 24 April 2024 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)

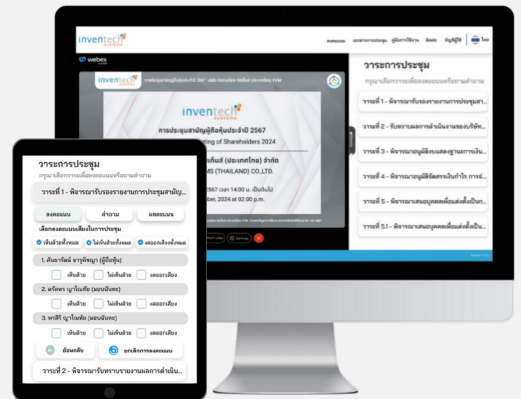


Report a problem

@inventechconnect

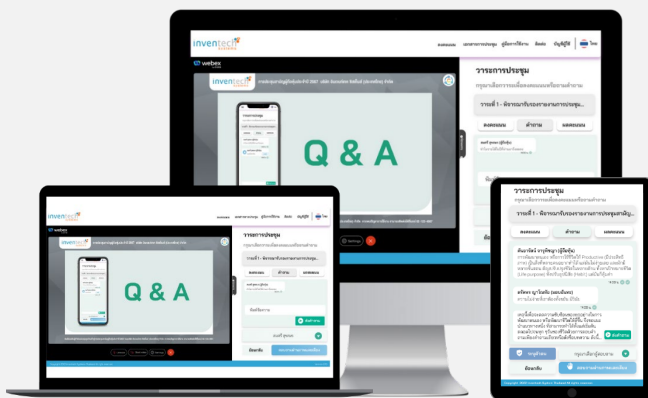
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

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



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

Step to ask questions via Inventech Connect



- Select which agenda
 - Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
 - 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then your can

How to use Inventech Connect



User Manual e-Request



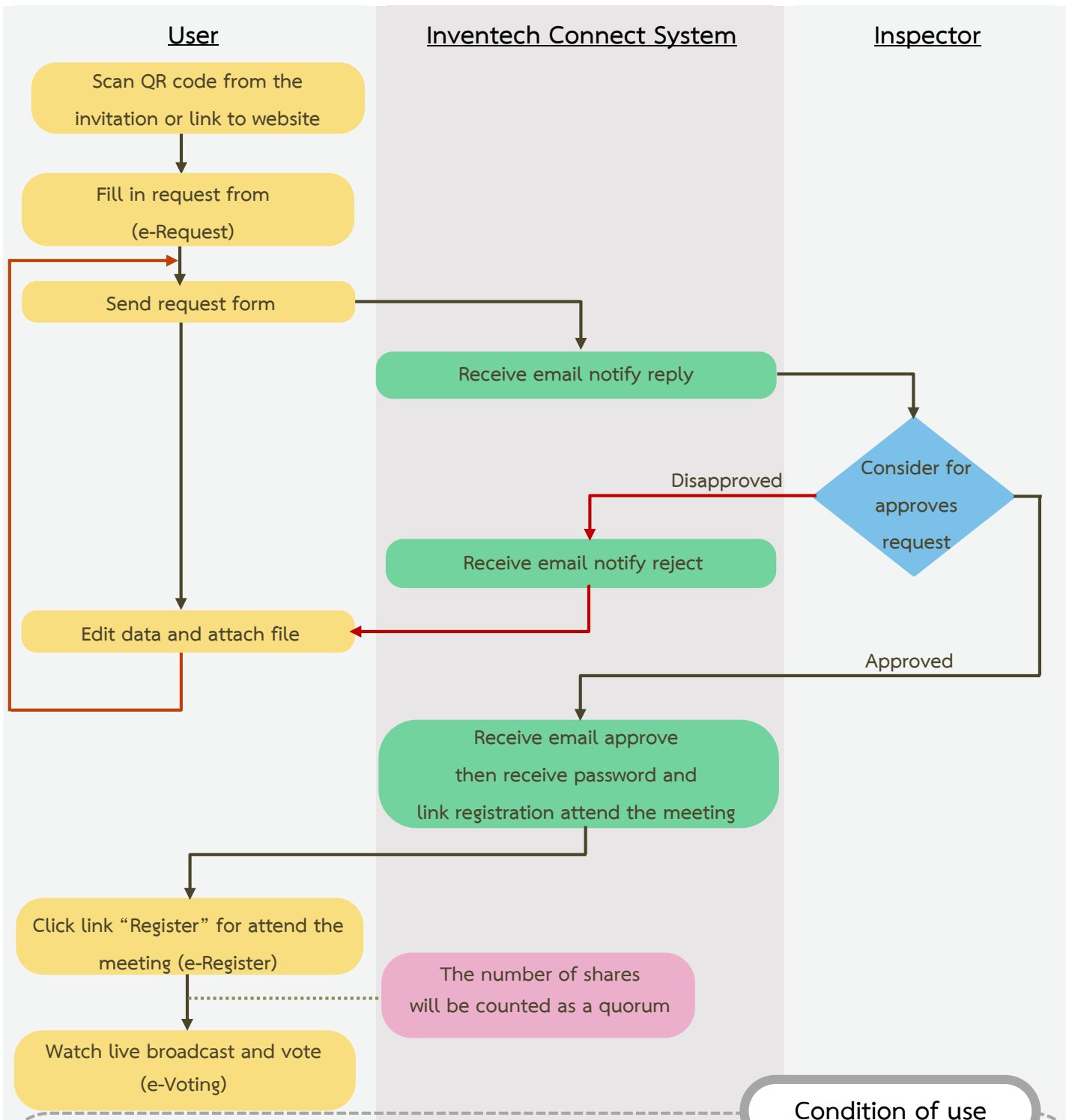
User Manual e-Voting



Video of using Inventech Connect

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

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **** The system does not supported internet explorer.**



Condition of use

In case Merge account/change account
 In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting
 Attendees can click on "Register for exit the quorum", the systems will be number of your shares out from the meeting base.