

Document of Annual General Meeting of Shareholders

Year 2025

PRG Corporation Public Company Limited



Tuesday of April 29, 2025 at 10:00 a.m.

ELECTRONIC MEETING (e-AGM)

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PRG.MD. 020/2025

March 31, 2025

Subject: Invitation to attend 2025 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 2025

- 1.1 The Minutes of the Extraordinary General Meeting of Shareholders No.1/2024
- 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, 2024
- 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 2025
- 1.7 Capital Increase Report Form (F53-4)

2. Supporting documents for attending the Annual General Meeting of Shareholders for the Year 2025

- 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 B.
- 2.7 Requisition Form for the Printed Copy of 2024 One Report

At the Meeting No.3/25 on March 4, 2025, the Board of the Directors of PRG Corporation Public Company Limited has made a resolution to call for an 2025 Annual General Meeting of Shareholders on Tuesday, April 29, 2025 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.1/2024 (the EGM)

Objective and Rationale

The Company convened the Extraordinary General Meeting of the Shareholders No.1/2024 on October 29, 2024 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 18-44.

The opinion of the Board of Directors

The minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 was correctly reported. Thus, the 2025 AGM should approve the minutes.

Agenda 2 : To report the company's performances for the year 2024

Objective and Rationale

The Company's operating results of the year, January 1, 2024 to December 31, 2024 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 2024 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, 2024

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, 2024 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, 2024 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, 2024

Agenda 4 : To consider and approve the allocation of net profit as a legal reserve fund and the dividend payment for the year 2024

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, 2024 through December, 31, 2024, the company has a net profit of Baht 429,103,726 (Four hundred twenty-nine million, one hundred three thousand, seven hundred twenty-six Baht only) and a legal reserve of 90,000,000 Baht (Ninety million Baht only) as required by law which do require any further reserve. The supporting document from Pages 45

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 allocation of a portion of the net profit as a legal reserve for the year 2024 in the amount of 6,711,000 Baht, bringing the total legal reserve to 96,711,000 Baht, the Company's legal reserve exceeds 10% of the registered capital.
2. To consider the dividend payment for the year 2024 for shareholders from January 1, 2024 to December 31, 2024 of 0.38 Baht per share will be paid from retained earnings subject to corporate income tax of 25% corporate income tax. Individual shareholders are eligible to claim a tax credit. The record date for shareholders entitled to receive the dividend is set for March 20, 2025 and the dividend payment date is scheduled for May 9, 2025.

The aforesaid right to receive the dividend remains uncertain and subject to the 2025 Annual General Meeting of Shareholders' approval.

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 consider and approve the appointment of directors replacing those who retire by rotation

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 2025 meeting, there are 4 directors that will be retired namely

Mr. Pakit Iamopas

Directors / Chairman of the Executive Committee /
Member of the Good Corporate Governance and
Sustainability Committee

Mr. Wichak Praditavanij	Director / Executive Director / Member of Technology Information and Digital Committee / Member of the Good Corporate Governance and Sustainability Committee
Mr. Kasemsuk Chongmankhong	Director / Executive Director / Member of Technology Information and Digital Committee / Member of the Good Corporate Governance and Sustainability Committee
Dr. Pornsiri Poonakasem	Independent Director / Chairman of the Audit Committee / Member of the Nomination Committee and Compensation / Member of the Good Corporate Governance and Sustainability Committee

Profiles of the proposed directors are shown on page 46 - 57

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 October 1, 2024 to December 31, 2024. 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. Pakit lamopas Mr. Wichak Praditavanij and Mr. Kasemsuk Chongmankhong should be proposed to the Annual General Meeting for consideration should be re-appointed to continue their positions as Directors and appoint Mrs. Pittimart Sanguansook as Independent Director, Chairman of the Audit Committee, The Nomination Committee and Compensation and the Good Corporate Governance and Sustainability Committee replacing Dr. Pornsiri Poonakasem, Directors who retire by rotation This completes the term of office of the independent directors for 9 years and served as the director of the company for a total of 18 years since 2006. These 4 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.

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 of Mr. Bulaphat Visrutwong as Director and the Good Corporate Governance and Sustainability Committee. In addition, Mr. Bulaphat Visrutwong currently holds the position of Acting President of the Company.

Currently, the company has 11 directors. If the shareholder meeting approves the appointment of 1 more director, the company will have 12 directors, with the proportion of independent directors. Accounting for 33.33 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 11 persons by appointing 1 more people, the company will have 12 directors. The appointment of Mr. Bulaphat Visrutwong as Director and 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 9,200,000 (Nine million, two hundred thousand baht only) per annum, and approve any privilege of THB 600,000 (six hundred thousand baht only) per annum. Total amounting of THB 9,800,000 (Nine million, eight hundred thousand baht only) 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 in the rate of 600,000 Baht per year.

To approve pension for the Board of Directors of THB 2,500,000 (Two million five hundred thousand baht only) 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 2025

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 2025. 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 2025. The annual audit fee is in amount of Baht 795,000 (Seven hundred ninety-five thousand baht) which is the same amount as the audit fee for year 2024, as per the details shown on page 62-63.

Agenda 9 : To approve the decrease of the registered capital of the company from the original registered capital of 967,108,427 Baht to new registered capital of 766,684,347 Baht by reducing of the unpaid capital amount of the General Mandate capital increase of 200,000,000 shares with a par value of 1 Baht per share which have been not allocated in the whole according to the resolution EGM no.1/2024 and cancel the registered ordinary shares that were issued for the warrants to purchase of PRG-W1, totaling 424,080 shares, which have already been expired. This results in the cancellation of common stock listed total of 200,424,080 registered ordinary shares with a par value of 1 Baht per share, and 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

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.1/2024, but the company has not yet issued and offered the said capital increase shares and cancel the registered ordinary shares that were issued for the warrants to purchase of PRG-W1, totaling 424,080 shares, which have already been expired. This results in the cancellation of common stock listed total of 200,424,080 registered ordinary shares with a par value of 1 baht per share. 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 and to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the 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 967,108,427 to new registered capital of THB 766,684,347 by reducing of the unpaid capital amount of 200,000,000 shares and cancel the registered ordinary shares that were issued for the warrants to purchase of PRG-W1, totaling 424,080 shares, which have already been last exercise of rights. This results in the cancellation of common stock listed total of 200,424,080 registered ordinary shares with a par value of 1 baht per share as per **the details shown on page 64–70** and 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. Authorized capital	:	766,684,347 baht (Seven hundred and sixty-six million six hundred and eighty-four thousand three hundred and forty-seven baht only)
Divided into	:	766,684,347 shares (Seven hundred and sixty-six million six hundred and eighty-four thousand three hundred and forty-seven shares)
Par Value per share	:	1 baht (one baht)
Divided into		
Common Stock	:	766,684,347 share (Seven hundred and sixty-six million six hundred and eighty-four thousand three hundred and forty-seven shares)
Preferred Shares	:	-not exist- (--)"

Agenda 10 : To approve to increase of the Company's authorized capital from the original authorized capital from 766,684,347 Baht to 766,709,347 Baht by issuing not more than 25,000 Shares new ordinary shares with a par value of 1 baht to accommodate the adjustment of right of the PRG-W5 Warrant

Objective and Rationale

To provide the Company's registered capital increase from the original authorized capital of 766,684,347 Baht to 766,709,347 Baht by issuing not more than 25,000 new ordinary shares with a par value of 1

Baht per share to accommodate the adjustment of right of the PRG-W5 Warrants, issue in order to preserve the interests of the warrants holders and not to be less favorable than those currently available to them.

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM 2025, has approved to increase the registered capital of the company from the original registered capital of 766,684,347 Baht to 766,709,347 Baht by issuing not more than 25,000 new ordinary shares with a par value of 1 Baht per share to reserve for the issuance of the Company's warrants to purchase ordinary shares of accommodate the adjustment of right of PRG-W5 Warrants

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

Agenda 11 : To approve to increase the Company's authorized capital of under the General Mandate to the existing shareholders proportionate to their respective shareholdings from 766,709,347 Baht to 966,709,347 Baht by issuing 200,000,000 new ordinary shares with a par value of 1 Baht per share and to amend the Article 4. of the memorandum of the company to be in accordance with the increase of the authorized capital

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 and to amend the Article 4. regarding registered capital, of the memorandum of the company to be in accordance with the increase of the authorized capital.

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the 2025 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 766,709,347 Baht to THB 966,709,347 Baht by issuing

200,000,000 new ordinary shares with a par value of THB 1 per share as per the details shown on page 64-70.

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 and to amend the Article 4. regarding registered capital, of the memorandum of the company to be in accordance with the increase of the authorized capital, as follows:

Article 4.	Authorized capital	: 966,709,347 baht (Nine hundred and sixty-six million seven hundred nine thousand three hundred forty-seven Baht only)
	Divided into	: 966,709,347 shares (Nine hundred and sixty-six million seven hundred nine thousand three hundred forty-seven shares)
	Par Value per share	: 1 baht (one baht)
	Divided into	
	Common Stock	: 966,709,347 shares (Nine hundred and sixty-six million seven hundred nine thousand three hundred forty-seven shares)
	Preferred shares	: -not exist- (--)"

Agenda 12 : To approve to allocate of newly issued ordinary shares of the Company up to 25,000 shares, with a par value of 1 Baht per share to accommodate the adjustment of right of the PRG-W5 Warrants

Objective and Rationale

According to Agenda 10, the Company intends to increase the Company's registered capital 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 25,000 shares with a par

value of 1 baht per share, with a par value of 1 Baht per share to accommodate the adjustment of right of the PRG-W5 Warrants

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the 2025 AGM has approved to allocate not more than 25,000 newly issued ordinary shares with a par value of THB 1 per share, the details as follow:

1. To allocate not more than 25,000 newly issued ordinary shares with a par value of 1 Baht per share to accommodate the adjustment of rights of PRG-W5
2. At present, there are enough shares to accommodate the adjustment of right of the PRG-W2 PRG-W3 and PRG-W4 Warrants. Therefore, there is not allocate of newly issued ordinary shares.

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 the allocation of newly issued common stock of the company under the General Mandate of not more than 200,000,000 shares with a par value of 1 Baht per share

Objective and Rationale

According to the company proposed to the 2025 AGM has approve the increase the registered capital of the company under the General Mandate in agenda 11, 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 2025 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 1 Baht per share as follows:

- Allocation of not more than 200,000,000 new ordinary shares or equivalent to 26.22% 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 64 - 70

Agenda 14 : 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.

The Board of Directors has set a list of names on the shareholders’ registration, who are entitled to attend the 2025 AGM of shareholders’ meeting on March 20, 2025 (Record Date) and 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-

Mr. Bulaphat Visrutwong

Acting President

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

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Minutes of Extraordinary General Meeting of Shareholders no. 1/2024

Conducted Through the Electronic Meeting

of

PRG Corporation Public Company Limited

Date and time: Tuesday October 29, 2024 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. 1/2024 through the electronic meeting. Before the Meeting, the Meeting's preliminaries were informed as follows.

The Company's Board of Directors resolved to hold the Extraordinary General Meeting of Shareholders no. 1/2024 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:

- 3 shareholders attended the Meeting in person, holding a total of 325,261 shares.
- 29 shareholders granted a proxy, holding a total of 715,727,342 shares.
- 32 shareholders both attended the Meeting in person and granted the proxy to proxies, holding a total of 716,052,603 shares.

The Company had a total of 1,189 shareholders, holding a total of 726,580,213 shares. The shareholders attended the Meeting in person and granted the proxy to proxies, represented 98.551% 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, welcomed shareholders for attending the Meeting and opened the Extraordinary General Meeting of Shareholders no. 1/2024, 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, 2 and 11.
- Mr. Suvait Theeravachirakul, Vice Chairman of the Board, Vice Chairman of the Executive Committee, was the Meeting's moderator for agendas 3 to 10.
- 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 9 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 of Directors, Vice Chairman of the Executive Committee, Member of the Nomination and Committee and Member of the Good Corporate Governance and Sustainability Committee
3. Dr. Pornsiri Poonakasem Independent Director, Chairman of Audit Committee, Member of the Nomination and Committee and Member of the Good Corporate Governance and Sustainability Committee
4. Ms. Veena Arunyakasem Independent Director, Member of Audit Committee and Member of the Good Corporate Governance and Sustainability Committee
5. Mr. Praisun Wongsmith Independent Director, Chairman of the Nomination and Remuneration Committee and Member of the Good Corporate Governance and Sustainability Committee
6. 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

- | | |
|--------------------------------|--|
| 7. Mr. Pakit lamopas | Director, Chairman of the Executive Committee and Member of the Good Corporate Governance Committee |
| 8. Mr. Wichak Praditavanij | Director, Member of the Executive Committee, Member of the Information Technology and Digital Committee and Member of the Good Corporate Governance and Sustainability Committee |
| 9. Mr. Kraivin Srikraivin | Director, Member of the Executive Committee and Member of the Good Corporate Governance and Sustainability Committee |
| 10. Mr. Kasemsuk Chongmankhong | Director, Member of the Information Technology and Digital Committee and Member of the Good Corporate Governance and Sustainability Committee |
| 11. Mr. Somkiat Makcayathorn | Director, Member of the Good Corporate Governance and Sustainability Committee, Member of the Information Technology and Digital Committee, Member of the Executive Committee, and Managing Director |

Mr. Suvait Theeravachirakul, Mr. Wichak Praditavanij, Mr. Kraivin Srikraivin, Mr. Kasemsuk Chongmankhong and Mr. Somkiat Makcayathorn presented at the Meeting. The rest 6 directors attended the Meeting through electronic means.

The number of directors attending the Meeting was 11 directors representing 100 percent.

There were 6 members of the Senior Executive Management attended the Meeting as follows:

- | | |
|--------------------------------|---|
| 1. Mr. Somkiat Makcayathorn | Managing Director |
| 2. Mr. Bulaphat Visrutwong | Deputy Managing Director |
| 3. Ms. Pimonrat Chitpavanaskul | Assistant Managing Director of Marketing |
| 4. Ms. Minpat Roojisantihirun | Assistant Managing Director of Sales Domestic |
| 5. Mr. Thirachai Issara | Assistant Managing Director of Production |
| 6. Mr. Nalin Harnmanorom | Senior Vice President of Finance &
Administration Division |

Mr. Somkiat Makcayathorn, Mr. Bulaphat Visrutwong and Mr. Nalin Harnmanorom, 3 Executive Management members, presented at the Meeting. The rest of 3 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. Phichai Piyaphiwat 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 item. This Meeting is composed of 11 agenda items.

2. Voting: For the convenience vote counting, when the shareholders finished their inquiries in each agenda, the Chairman would request the shareholders to cast their vote 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 (Log-out) 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 out 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. Apichat Kamoltham invited 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 2024 (the e-AGM)

Mr. Somkiat Makcayathorn, Managing Director requested the Meeting to certify the minutes of the Annual General Meeting of Shareholders 2024 which was held on 24 April 2024. The details of such minutes had been submitted to all shareholders total 46 pages as presented in the supporting document on pages 16 – 61.

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 2024, as detailed below:

Approved	totaling	716,052,596	votes or	99.9999%
Disapproved	Totaling	0	votes or	0.0000%
Voided Ballot	Totaling	7	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%

The total votes for this agenda item were 716,052,603 votes or 100.0000%

Conclusion The Meeting, resolved with a vote of 99.9999% of all votes of the shareholders who attended the Meeting and had their voting rights, approved the certification of the minutes of the Annual General Meeting of Shareholders 2024 as proposed by the Board of Directors.

Agenda 2 To approve to amend the Company's article of association Clause 8. (2)

Mr. Somkiat Makcayathorn, Managing Director informed the Meeting to be consistent and in accordance with the Ministerial Regulations Specifying the Criteria and Procedures for the Repurchase of Shares, Selling Repurchased Shares and the Write-off of the Company's Repurchased Shares (No.2) B.E. 2565 (2022). The board of directors deems it appropriate to propose the EGM no.1/2024 to amend the Company's article of association Clause 8. (2) as follows:

Clause 8. (2) The Company may repurchase its own shares for financial management when the Company has retained earning and surplus liquidity and that does not cause the Company to financial problem

Share held by the Company shall not be quorum of the meeting of shareholders and shall not have the right to vote and receive dividend

Repurchasing share according to previous paragraph, shall be sold by the Company within the period specified in the Ministerial Regulations

In case the company repurchased shares shall not be sold or sold out in such period, the Company shall decrease the capital by cut off the registered share which not be sold

Such repurchasing share and deduction of repurchased shares according to criteria and methods of the Ministerial Regulations

Such repurchasing share of the Company shall be approved by the meeting of Shareholders except the repurchasing which not exceed 10% of the total number of issued shares and the board of Directors shall approve such repurchase transaction.

The board of directors deems it appropriate to propose the EGM no.1/2024 to amend the Company's article of association Clause 8. (2) to be consistent and in accordance with the Ministerial Regulations Specifying the Criteria and Procedures for the Repurchase of Shares, Selling Repurchased Shares and the Write-off of the Company's Repurchased Shares (No.2) B.E. 2565 (2022)

Mr. Apichat Kamoltham asked if the Meeting had any questions or propose any opinion.

None of the shareholders or proxies had questions, the shareholders were asked 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, approve to amend the Company's article of association Clause 8. (2). The vote results are as follows:

Approved	totaling	716,052,596	votes or	99.9999%
Disapproved	totaling	7	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 716,052,603 votes, or 100.0000%

Conclusion The Meeting, resolved with a vote of 99.9999% 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 Company's article of association Clause 8. (2) to be consistent and in accordance with the Ministerial Regulations Specifying the Criteria and Procedures for the Repurchase of Shares, Selling Repurchased Shares and the Write-off of the Company's Repurchased Shares (No.2) B.E. 2565 (2022) as proposed by the Board of Directors.

Agenda 3 To approve the decrease of the registered capital of the company from the original registered capital of THB 929,723,465 to new registered capital of THB 729,723,465 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 AGM 2024

Mr. Suvait Theeravachirakul explained to the Meeting that the Board of Directors deems it appropriate to propose to the EGM no.1/2024 to consider and approve the reduction of the Company's registered capital from the original registered capital of 929,723,465 Baht to a newly registered capital of 729,723,465 Baht by eliminating 200,000,000 registered ordinary shares that support a general mandate of the capital increase, in which the Company has not yet issued or offered, according to the supporting document on pages 62 and 71.

Due to the The board of directors deems it appropriate to approve the offering or the allocation of the Company's warrants to purchase ordinary shares No.5 (PRG-W5) in Agenda 5 and approve to increase the registered capital of the company to accommodate the exercise Warrants. As the company has not allocated the register capital which increased by general mandate therefore the registered capital must be decreased according to law.

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, the shareholders were asked 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 approve the decrease of the registered capital of the company from the original registered capital of THB 929,723,465 to new registered capital of THB 729,723,465 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 AGM 2024. The vote results are as follows:

Approved	totaling	716,052,596	votes or	99.9999%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	7	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 716,052,603 votes, or 100.0000%

Conclusion The Meeting, resolved with a vote of vote of 99.9999% , 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 approve the decrease of the registered capital of the company from the original registered capital of THB 929,723,465 to new registered capital of THB 729,723,465 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 AGM 2024 as proposed by the Board of Directors.

Agenda 4 To approve 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 line with the reduction of the registered capital of the Company on Agenda 3, it is appropriate to propose to the Extraordinary General Meeting of Shareholders no. 1/2024 to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association as follows:

Article 4. Registered capital : 729,723,465 baht (seven hundred and twenty-nine million, seven hundred and twenty-three thousand, four hundred and sixty-five baht)

Dividend into : 729,723,465 shares (seven hundred and twenty-nine million, seven hundred and twenty-three thousand, four hundred and sixty-five shares)

Value per share : 1 baht (one baht)

Dividend into

Ordinary share : 729,723,465 shares (seven hundred and twenty-nine million, seven hundred and twenty-three thousand, four hundred and sixty-five shares)

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

The board of directors deems it appropriate to propose the EGM no.1/2024, has approved to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital

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, the shareholders were asked 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, To approve to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capitalThe vote results are as follows:

Approved	totaling	716,052,596	votes or	99.9999%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	7	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 716,052,603 votes, or 100.0000%

Conclusion The Meeting, resolved with a vote of 99.9999% , 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, approve 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 5 To approve to the offering or the allocation of the Company's warrants to purchase ordinary shares No.5 (PRG-W5) in the amount not more than 36,457,962 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings

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.1/2024 to consider and approve to the offering or the allocation of the Company's warrants to purchase ordinary shares No.5 (PRG-W5) in the amount not more than 36,457,962 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings 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-W5 Warrants"). The Company expects to issue warrants within the fourth quarter of 2024. On the 15th 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 January 15, 2025. The last Exercise Date will be on the expiration date of PRG-W5 Warrants which will be on November 15, 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. 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 details of the issuance of the PRG-W5 and initial information of the PRG-W5 were presented in the supporting document on pages 72 -79.

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-W5 Warrants on September 25, 2024 (Record Date). However, the determination of such right remains uncertain and subject to an approval of the EGM.

In offering or the allocating the PRG-W5 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-W5 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-W5 Warrants.

The factors used by the Company to support its consideration to not offer or not allocate the PRG-W5 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-W5 Warrants are offered or allocated to existing shareholders of the company.

Furthermore, the Company may offer or allocate the PRG-W5 Warrants to existing shareholders of the company is entitled to offering or the allocation the PRG-W5 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-W5 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-W5 Warrants. The Company shall further announce the additional terms and/or conditions of the offering or the allocation of the PRG-W5 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-W5 Warrants;

(b) proceed with and sign applications and evidences that are necessary for or relevant to the offering and allocating of the PRG-W5 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-W5 Warrants and newly issued shares occurred from the exercise of the PRG-W5 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-W5 Warrants;

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, the shareholders were asked to vote on Agenda 5. This agenda requires the majority votes of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 5, To approve to the offering or the allocation of the Company's warrants to purchase ordinary shares No.5 (PRG-W5) in the amount not more than 36,457,962 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings the vote results are as follows:

Approved	totaling	716,052,596	votes or	99.9999%
Disapproved	totaling	7	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 716,052,603 votes, or 100.0000%

Conclusion The Meeting, resolved with a vote of 99.9999%, approve to the offering or the allocation of the Company's warrants to purchase ordinary shares No.5 (PRG-W5) in the amount not more than 36,457,962 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings, as proposed by the Board of Directors.

Agenda 6 To approve to increase the registered capital of the company from the original registered capital of THB 729,723,465 to THB 767,108,427 by issuing not more than 37,384,962 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-W5 Warrants and to accommodate the adjustment of right of the PRG-W3 and PRG-W4 Warrants

Mr. Suvait Theeravachirakul explained to the meeting that the issuing not more than 37,384,962 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-W5 Warrants and to accommodate the adjustment of right of the PRG-W3 and PRG-W4 Warrants are as follows:

Allocation of Ordinary Shares to Support	Allocated Shares	Exercise Ratio (Unit : Share)	Exercise Price (Share : Baht)
PRG-W1 right adjustment	-	1 : 1.1199	1 : 4.4649
PRG-W2 right adjustment	-	1 : 1.0883	1 : 4.5946
PRG-W3 right adjustment	10,000	1 : 1.0584	1 : 4.7238
PRG-W4 right adjustment	917,000	1 : 1.0227	1 : 4.8890
the Company's warrants to purchase original shares of the PRG-W5 Warrants	36,457,962	1 : 1	1 : 5
Total	37,384,962	-	-

The board of directors deems it appropriate to propose the EGM no. 1/2024, has approved to increase the registered capital of the company from the original registered capital of THB 729,723,465 to THB 767,108,427 by issuing not more than 37,384,962 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-W5 Warrants and to accommodate the adjustment of right of the PRG-W3 and PRG-W4 Warrants. The details of the allocation of newly issued ordinary shares appear in accordance with Enclosed with Capital increase report form (F53-4) according to the supporting document on pages 62-71

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, the shareholders were asked 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, To approve to increase the registered capital of the company from the original registered capital of THB 729,723,465 to THB 767,108,427 by issuing not more than 37,384,962 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-W5 Warrants and to

accommodate the adjustment of right of the PRG-W3 and PRG-W4 Warrants. The vote results are as follows:

Approved	totaling	716,052,596	votes or	99.9999%
Disapproved	totaling	7	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 716,052,603 votes, or 100.0000%

Conclusion The Meeting, resolved with a vote of 99.9999% 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 729,723,465 to THB 767,108,427 by issuing not more than 37,384,962 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-W5 Warrants and to accommodate the adjustment of right of the PRG-W3 and PRG-W4 Warrants by the Board of Directors.

Agenda 7 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 767,108,427 to THB 967,108,427 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 Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders no.1/2024 to consider and approve the increase of the Company's registered capital by general mandate from the original registered capital of 767,108,427 Baht to a newly registered capital of 967,108,427 Baht by issuing 200,000,000 new ordinary shares with a par value of THB 1 per share according to the supporting document on pages 62 - 71.

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.

Therefore, the Meeting was requested to consider and approve the increase of the Company's registered capital by a general mandate from the original registered capital of THB 767,108,427 to a newly registered capital of THB 967,108,427 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, the shareholders were asked to vote on Agenda 7. 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 7, 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 767,108,427 to THB 967,108,427 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	716,051,496	votes or	99.9998%
Disapproved	totaling	1,107	votes or	0.0002%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 716,052,603 votes, or 100.0000%

Conclusion The Meeting, resolved with a unanimous 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 767,108,427 to THB 967,108,427 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 8 To approve 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 line with the increase of the registered capital of the Company on Agenda 7, it is appropriate to propose to the Meeting to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the registered capital of the Company as follows:

Article 4. Registered capital	:	967,108,427 baht (nine hundred and sixty-seven million, one hundred and eight thousand, four hundred and twenty-seven baht only)
Dividend into	:	967,108,427 shares (nine hundred and sixty-seven million, one hundred and eight thousand, four hundred and twenty-seven)
Value per share	:	1 baht (one baht)
Dividend into	:	
Ordinary share	:	967,108,427 share (nine hundred and sixty-seven million, one hundred and eight thousand, four hundred and twenty-seven)
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, the shareholders were asked to vote on Agenda 8. 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 8, to consider and approve 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	716,051,596	votes or	99.9999%
Disapproved	totaling	1,007	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 716,052,603 votes, or 100.0000%

Conclusion The Meeting, resolved with a vote of 99.9999% 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 9 To approve to to allocate of newly issued ordinary shares of the Company not more than 37,384,962 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of right of the PRG-W3 Warrants and PRG-W4 Warrants and the exercise of the PRG-W5 Warrants

Mr. Suvait Theeravachirakul explained to the meeting that to be in line with the increase of the Company's registered capital in Agenda 6, it appropriate to propose to the Extraordinary General Meeting no.1/2024 to consider approve to allocate of newly issued ordinary shares of the Company not more than 37,384,962 newly issued ordinary shares with a par value of THB 1 per share, the details 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. At present, there are enough shares to accommodate the adjustment of right of the PRG-W2 Warrants. Therefore, there is not allocate of newly issued ordinary shares.

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 917,000 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of PRG-W4
5. To allocate not more than 36,457,962 newly issued ordinary shares with a par value of THB 1 per share for the exercise of the PRG-W5 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 5.

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 62 - 71.

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, the shareholders were asked 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 9, To approve to allocate of newly issued ordinary shares of the Company not more than 37,384,962 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of right of the PRG-W3 Warrants and PRG-W4 Warrants and the exercise of the PRG-W5 Warrants are as follows:

Approved	totaling	716,052,596	votes or	99.9999%
Disapproved	totaling	7	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 716,052,603 votes, or 100.0000%

Conclusion The Meeting, resolved with a vote of 99.9999% approve to allocate of newly issued ordinary shares of the Company not more than 37,384,962 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of right of the PRG-W3 Warrants and PRG-W4 Warrants and the exercise of the PRG-W5 Warrants by the Board of Directors.

Agenda 10 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

Mr. Suvait Theeravachirakul explained to the meeting that to be in line with the increase of the Company's registered capital in Agenda 7, it appropriate to propose to the Meeting to consider and approve the allocation of the Company's ordinary shares to increase the capital of the Company of not more than 200,000,000 shares with the par value of 1 Baht per share to support the increased capital shares by general mandate 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 27.53% 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. 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 board of directors deems it appropriate to propose the EGM, 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. 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 62 to 68. (relevant pages are 62 – 71)

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, the shareholders were asked to vote on Agenda 10. This agenda requires the majority votes of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 10, 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 are as follows:

Approved	totaling	716,051,496	votes or	99.9998%
Disapproved	totaling	1,107	votes or	0.0002%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 716,052,603 votes, or 100.0000%

Conclusion The Meeting, resolved with a vote of 99.9998% approve to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 200,000,000

shares to existing shareholders proportionate to their respective shareholdings with a par value of THB 1 per share, as proposed by the Board of Directors.

Agenda 11 Other (if any)

Mr. Somkiat Makcayathorn informed the Meeting that on this agenda if the shareholders would like 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 not less than one-third of the total number of shares paid up capital may request the meeting to consider matters other than those indicated in the Meeting invitation letter".

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

Ms. Suchada Kangs, a shareholder's proxy from the Thai Investors Association, asked the meeting, that the Thai Investors Association would like to consider holding the next Shareholder meeting in a Hybrid format (Physical + e-AGM) for shareholders, it be impossible.

Mr. Somkiat Makcayathorn, answered the question that the Company will consider the necessity and worthiness of holding a shareholder meeting in a Hybrid format. with the board of directors for further action.

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 (if any). 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. The comments provided are very useful to the Company. However, the Board of Directors will try to manage the operating results to return to the target. If there are any inconvenient or errors, please accept our apology.

In the end, none of the shareholders had additional questions or comments, therefore, the Chairman announced the Meeting to be closed. After the meeting

The Meeting adjourned 11.15 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 2025

Agenda 4 To consider and approve the allocation of profit and dividend payment
Comparison of Annual Dividend Payments for the Period from 2022 to 2024

	For the years ended 31 December		
	2024	2023	2022
Consolidated financial statements			
Net profit - Equity holders of the company (million Baht)	429	346	608
Earnings per share (Baht)	0.61	0.50	0.95
Dividend Payout Ratio %	67.56	60.04	34.18
Separate financial statements			
Net profit (million Baht)	564	361	594
Earnings per share (Baht)	0.80	0.52	0.93
Dividend			
Dividend payment for the year	0.38 ¹	-	-
Interim dividend per share	-	0.30 ²	0.30 ³
Total dividend per share (Baht)	0.38	0.30	0.30
Total dividend payments (million Baht)	289.88	208.02	208.00

¹ The PRG Board of the Directors meeting on March 4, 2025 to consider the dividend payment for the year 2024 is paid from the company's unappropriated retained earnings, The record date for shareholders entitled to receive the dividend is set for March 20, 2025 and the dividend payment date is scheduled for May 9, 2025.

² The Interim dividend for the first half-year operation from January 1, 2023 to June 30, 2023.

³ The interim dividends from the operating period from July 1, 2022 to December 31, 2022.

The aforesaid right to receive the dividend remains uncertain and subject to the 2025 Annual General Meeting of Shareholders' approval.

Supporting Document
Annual General Meeting of Shareholders for the year 2025

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

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 2025 meeting, there are 4 directors that will be retired namely Mr. Pakit lamopas Mr. Wichak Praditavanij Mr. Kasemsuk Chongmankhong and Dr. Pornsiri Poonakasem.
2. In 2024 from January 1, 2024 to December 31, 2024 the Board of Directors held 14 meetings. The details of attendance of the 4 directors are as follows.

Name	Position	Meeting Attendance (Times)	Terms (Years)
1. Mr. Pakit lamopas	Directors / Chairman of the Executive Committee / Member of the Good Corporate Governance and Sustainability Committee	14/14	8
2. Mr. Wichak Praditavanij	Director / Executive Director / Member of Technology Information and Digital Committee / Member of the Good Corporate Governance and Sustainability Committee	14/14	3
3. Mr. Kasemsuk Chongmankhong	Director / Executive Director / Member of Technology Information and Digital Committee / Member of the Good Corporate Governance and Sustainability Committee	13/14	18
4. Dr. Pornsiri Poonakasem	Independent Director / Chairman of the Audit Committee / Member of the Nomination Committee and Compensation / Member of the Good Corporate Governance and Sustainability Committee	14/14	18

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 namely Mr. Pakit lamopas Mr. Wichak Praditavanij and Mr. Kasemsuk Chongmankhong should be proposed to the Annual General Meeting for consideration should be re-appointed to continue their positions as Directors and appoint Mrs. Pittimart Sanguansook as Independent Director, Chairman of the Audit Committee, The Nomination Committee and Compensation and the Good Corporate Governance and Sustainability Committee Instead Dr. Pornsiri Poonakasem, Directors who retire by rotation This completes the term of office of the independent directors for 9 years and served as the director of the company for a total of 18 years since 2006. These 4 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 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 Mrs. Pittimart Sanguansook as Independent Director Instead Dr. Pornsiri Poonakasem Directors who retire by rotation This completes the term of office of the independent directors for 9 years and served as an independent director of the company for a total of 18 years since 2006.

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 2025

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. Pakit Iamopas

(Executive Director)

Directors / Chairman of the Executive Committee / Member of the Good Corporate Governance and Sustainability Committee

Age: 64 years old

Appointment date as the Director: May 16, 2017

Number of year as the Director: 8 years

Type of director nominated: Director

Area of expertise: Management, Accounting, Finance and Investment, Strategic Management and Sustainability

Education:

- Master of Business Administration, The University of Southern Mississippi, USA
- Bachelor of Accountancy Chulalongkorn University
- Certificate, Advanced Marketing Program , Columbia University, USA

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

- Director Accreditation Program (DAP) Course, Year 2017
- Board's Roles in Purpose-driven Transition (PDT) course, year 2024

Experience:

● Listed Companies (Current 1 Companies)

- | | |
|----------------|--|
| 2017- Present | - Chairman of the Executive Board
PRG Corporation Public Company Limited |
| 2017 – Present | - Director and Member of the Good Corporate Governance and Sustainability
Committee, PRG Corporation Public Company Limited |
| 2021 – 2023 | - Member of Strategic Committee
PRG Corporation Public Company Limited |

● **Non-Listed Companies (-None-)**

2021 – 2022	- Senior Vice Chairman, DTGO Corporation Company Limited
2020 – 2022	- Director, Magnolia International Corporation Company Limited
2020 – 2022	- Director, Whizdom Society Development Corporation Company Limited
2020 – 2022	- Director, Whizdom Assets Corporation Company Limited
2020 – 2022	- Director, Whizdom Landmark Corporation Company Limited
2020 - 2021	- Chief Executive Officer, DTGO Corporation Company Limited

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

PRG shareholding: -None- (As at book closing date on September 25, 2024)

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

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

Meeting attendance in 2024 :

- Board of Directors' Meeting	14/14 times (100%)
- Executive Committee' Meeting	14/14 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. Wichak Praditavanij

(Executive Director)

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

Age: 59 years old

Date appointed as director: April 28, 2022

Tenure as director: 3 years

Type of director nominated: Director

Area of expertise: Administrative Management, Accounting, Finance and Investment, Inspection aspect Risk Management, Human Resources Management, Sales and Marketing, Strategic Management and Sustainability

Education:

- Master of Business Administration Saint Louis University
- Master of Accountancy Faculty of Commerce and Accountancy Chulalongkorn University
- Top Executive Program in Commerce and Trade (TEPCoT)

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

- Director Certification Program (DCP) Course, Year 2022

Experience:

● Listed Company (Current 2 Company)

2022 – Present	Member of Technology Information and Digital Committee PRG Corporation Public Company Limited
2022 – Present	Director, Member of the Executive Committee, Member of the Good Corporate Governance and Sustainability Committee PRG Corporation Public Company Limited
Jan 2025 – Present	Acting Chief Internal Audit Officer MBK Public Company Limited
May 2024 – Present	Acting Chief Corporate Secretariats & Compliance Officer MBK Public Company Limited
2023 – Present	President and Chief Executive Officer MBK Public Company Limited

2022 – Present	Director, Member of the Good Corporate Governance and Sustainability Committee, MBK Public Company Limited
2021 – 2022	Managing Director 1 MBK GROUP

● **Non-Listed Company (Current 71 Company)**

2022 – Present	Director, Riverdale Marina Company Limited
2022 – Present	Director, Sima Asset Company Limited
2022 – Present	Director, Subsidiaries and associates of MBK Public Company Limited
2019 – 2021	Executive Vice President, Head of Unsecured Lending, Thanachart Bank 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, 2024)

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

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

Meeting attendance in 2024:

- Board of Directors' Meeting	14/14 times (100%)
- Executive Committee's Meeting	14/14 times (100%)
- Technology Information and Digital Committee's meeting	1/2 times (50%)
- 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. Kasemsuk Chongmankhong

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

Age: 65 years old
Date appointed as director: October 24, 2006
Tenure as director: 18 years
Type of Director Nominated Director

Area of expertise: Accounting, Finance and Investment, Inspection aspect, Administrative Management, Strategic Management, Risk Management, Human Resources Management, Inspection aspect and Sustainability

Education: - Master of Accounting, Thammasat University
- Top Executive Program in Commerce and Trade (TEPCoT)

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

- Director Certification Program (DCP) 2004
- Anti-Corruption for Executive Program (ACEP) 2012

Experience in the past 5 years:

- **Listed Company (Current 2 Company)**

2021 – Present	Member of Technology Information and Digital Committee PRG Corporation Public Company Limited
2016 – Present	Member of Good Corporate Governance Committee PRG Corporation Public Company Limited
2006 - Present	Director, PRG Corporation Public Company Limited
May 2024 – Present	Acting Chief Business Development Officer MBK Public Company Limited
2003 – Present	Chief Financial & Administrative Officer MBK Public Company Limited

- **Non-Listed Company (Current 85 Company)**

2022 – Present	Director, Riverdale Marina Company Limited
----------------	--

2022 – Present	Director, Sima Asset Company Limited
2013 – Present	Director, PRG Global Energy Company Limited <i>(Former name : PRG Global Company Limited as of November 2024)</i>
2012 – Present	Director, PRG Food Product Company Limited
2009 – Present	Director, Ratchasima Rice Company Limited
2006 – Present	Director, PRG Logistic Company Limited Director, PRG Food Island Company Limited Director, PRG Properties Company Limited
2003 – Present	Director, Khao Mahboonkrong Company Limited
2003 - Present	Director, Subsidiaries and associates of MBK 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, 2024)

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

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

Meeting attendance in 2024:

- Board of Directors' Meeting 13/14 times (93%)
- Technology Information and Digital Committee's meeting 2/2 times (100%)
- Good Corporate Governance and Sustainability Committee's Meeting 1/1 times (100%)

Supporting Document for consideration of Agenda 5

Biographies of directors to be proposed for election as directors



Dr. Pornsiri Poonakasem

Age: 60 years old

Independent Director / Chairman of the Audit Committee / Member of the Nomination Committee and Compensation / Member of the Good Corporate Governance and Sustainability Committee

Education:

- Bachelor of Accounting, Thammasat University
- High Diploma in Auditing, Thammasat University

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

- Risk Management Program for Corporate Leaders, Director Accreditation Program and Advanced Audit Committee Program

Experience in the past 5 years:

- **Listed Company (Current 1 Company)**

Jan 2025 – Present	Senior Expert TMBThanachart Bank Public Company Limited
2021 - Dec. 2024	Chief Audit Officer TMBThanachart Bank Public Company Limited
2020 - 2021	Chief Audit Officer TMB Bank Public Company Limited
2017 – 2020	Chief Financial Officer Thanachart Bank Public Company Limited

- **Non-Listed Company (-None-)**

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, 2024)

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

Prohibited Qualifications for Being a Director/Offender: -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 2025

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. Bulaphat Visrutwong

Age: 53 years old

Type of director nominated: Director / Member of Good Corporate Governance
and Sustainability Committee

Education:

- Master of Business Management (MBA), Assumption University
- Bachelor of Business Administration, Department of Marketing, Assumption University

Seminar on role and responsibility of directors: Thai Institute of Directors (IOD)
- Director Certification Program (DCP) Class 376/2025

Experience in the past 5 years:

● Listed Company (Current 1 Company)

Jan 2025 – Present	Acting President PRG Corporation Public Company Limited
Aug 2024 – Present	Acting Assistant Managing Director - Supply Chain Division PRG Corporation Public Company Limited
Feb 2024 – Jan 2025	Chief Executive Officer 2 MBK Public Company Limited
Feb 2024 - Jan 2025	Executive Vice President PRG Corporation Public Company Limited

Other companies/entities which may cause a conflict of interest: (Current 10 Company)

2024 – Present	Director / Acting President PRG Food Island Company Limited
2024 – Present	Director / Acting President PRG Logistic Company Limited

2024 – Present	Director / Acting President PRG Properties Company Limited
2024 – Present	Director / Acting President Riverdale Marina Company Limited
2024 – Present	Director / Acting President PRG Food Product Company Limited
2024 – Present	Director / Acting President PRG Food Service Company Limited
2024 – Present	Director / Acting President PRG Global Energy Company Limited
2024 – Present	Director / Acting President Sima Asset Company Limited
2024 – Present	Director Khao Mahboonkrong Company Limited
2024 – Present	Director Ratchasima Rice Company Limited

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
Annual General Meeting of Shareholders for the year 2025

Agenda 7 To consider the appointment of auditors and determining the audit fee for the year 2025

The remuneration paid to directors from May 1, 2025 to April 30, 2026, which is being proposed to the shareholders for approval at the Annual General Meeting for the Year 2025

Committee	Position Allowances Per person/month (Baht)		Meeting Allowances Per person/time (Baht)		Other Benefits Total / Year (Baht)	
	2025 (Proposed Year)	2024	2025 (Proposed Year)	2024	2025 (Proposed Year)	2024
	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					600,000	600,000

The Pension paid to directors from January 1, 2024 to December 31, 2024, which is being proposed to the shareholders for approval at the Annual General Meeting for the Year 2025

	Directors' pension (Baht)
Directors	2,500,000

Directors' Pension paid to directors from January 1, 2023 to December 31, 2023

	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 2025

Agenda 8 To consider the appointment of auditors and determining the audit fee for the year 2025

- Approved the appointment of auditors of EY Office Limited as the Company's auditor for 2025 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	6 years (For year ended December 31, 2019 – 2024)
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, 2025. It is also the auditors of the subsidiaries and associated companies.

- Auditor's Fees**

For the fiscal year 2025, 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, 2025	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2023
1 st Quarter	105,000	105,000	100,000
2 nd Quarter	105,000	105,000	100,000
3 rd Quarter	105,000	105,000	100,000
Annual Audit	480,000	480,000	400,000
Non Audit Fee	-	-	-
Total	795,000	795,000	700,000

- **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 2025

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

Capital increase report form
PRG Corporation Public Company Limited
March 18, 2025

PRG Corporation Public Company Limited would like to report the Board of Directors Meeting No. 3/25 held on March 4, 2025, capital increase and the allocation of shares in order to support the issuance of the PRG-W5 Warrants (PRG-W2 Warrants, PRG-W3 Warrants and PRG-W4 Warrants are currently enough shares to accommodate the adjustment of rights, there is no need to allocate the capital increase shares).

On March 18, 2025, the Company had already known the market price per share of the Company's ordinary shares for use in calculating the adjustment of PRG-W2, PRG-W3, PRG-W4 and PRG-W5 Warrants rights. Therefore, the Company will re-report the adjusted the exercise price and exercise ratio to ensure that the benefits of the PRG-W2, PRG-W3, PRG-W4 and PRG-W5 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.2 (PRG-W2), No.3 (PRG-W3), No. 4 (PRG-W4) and No.5 (PRG-W5) (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 967,108,427 Baht to new registered capital of 766,684,347 Baht 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 and reducing of the unpaid capital to accommodate the warrants to purchase ordinary shares of PRG-W1 amount of 424,080 shares, which the final right has already been exercised.

1.2 Capital increase

Resolution from Board of Directors Meeting resolves to approve increase of the Company's registered capital from 766,684,347 Baht to new registered capital of 966,709,347 Baht by issuing ordinary shares amounting of 200,025,000 shares (par value of 1 Baht) 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	25,000	1.00	25,000
<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. 2 (the "PRG-W2 Warrants" or the Warrants)	Not more than - new ordinary shares	<u>Exercise Ratio</u> (Existing): 1 unit of the Warrants to 1.0883 newly issued ordinary share. <u>Exercise Ratio</u> (New): 1 unit of the Warrants to 1.0985 newly issued ordinary share. Please see Remark No1)	<u>Exercise Price</u> (Existing) : THB 4.5946 per share <u>Exercise Price</u> (New): THB 4.5518 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-W2 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. 2 (PRG-W2) (the "Terms and Conditions")	Please see Remark Below No.1)
2) To accommodate the adjustment of right under	Not more than - new ordinary shares	<u>Exercise Ratio</u> (Existing): 1 unit of the Warrants to 1.0584 newly issued ordinary	<u>Exercise Price</u> (Existing): THB 4.7238 per share <u>Exercise Price</u> (New): THB	The exercise of the rights to purchase the newly issued ordinary shares of the Company	Please see Remark below No.1)

Allotted to	Number of share (share)	Ratio (old: new)	Sale price (Baht/share)	Subscription and payment period	Remark
warrants to purchase ordinary shares of PRG Corporation Public Company Limited No. 3 (the “PRG-W3 Warrants” or the Warrants)		share. <u>Exercise Ratio</u> (New): 1 unit of the Warrants to 1.0684 newly issued ordinary share. Please see Remark No 1)	4.6798 per share. Please see Remark No. 1)	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”)	
3) To accommodate the adjustment of right under warrants to purchase ordinary shares of PRG Corporation Public Company Limited No. 4 (the “PRG-W4 Warrants” or the Warrants)	Not more than - new ordinary shares	<u>Exercise Ratio</u> (Existing): 1 unit of the Warrants to 1.0227 newly issued ordinary share. <u>Exercise Ratio</u> (New): 1 unit of the Warrants to 1.0323 newly issued ordinary share. Please see Remark No 1)	<u>Exercise Price</u> (Existing): THB 4.8890 per share <u>Exercise Price</u> (New): THB 4.8435 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-W4 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	Please see Remark below No.1)

Allotted to	Number of share (share)	Ratio (old: new)	Sale price (Baht/share)	Subscription and payment period	Remark
				Shares of PRG Corporation Public Company Limited No. 4 (PRG-W4) (the "Terms And Conditions")	
4) To accommodate the adjustment of right under warrants to purchase ordinary shares of PRG Corporation Public Company Limited No. 5 (the "PRG-W5 Warrants" or the Warrants)	Not more than 25,000 new ordinary shares	<u>Exercise Ratio</u> (Existing): 1 unit of the Warrants to 1.0000 newly issued ordinary share. <u>Exercise Ratio</u> (New): 1 unit of the Warrants to 1.0094 newly issued ordinary share. Please see Remark No 2)	<u>Exercise Price</u> (Existing): THB 5.0000 per share <u>Exercise Price</u> (New): THB 4.9534 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-W5 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. 5 (PRG-W5) (the "Terms And Conditions")	Please see Remark below No.2)

Remark :

The Board of Directors Meeting No. 3/68 of the Company on March 4, 2025 resolved to propose that the 2025 Annual General Meeting of Shareholders to increase the registered capital of the company from the original registered capital of 766,684,347 Baht to 766,709,347 Baht by issuing not more than 25,000 new ordinary shares with a par value of 1 Baht 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-W2 PRG-W3 PRG-W4 Warrants. Therefore, there is not allocate of newly issued ordinary shares.

- 2) The allocation of not exceeding 25,000 newly issued ordinary shares with a par value of 1 Baht per share to accommodate the adjustment of rights of the PRG-W5 Warrants.
- 3) The Company calculates the exercise price (new) and exercise ratio (new) of the PRG-W2 Warrants, PRG-W3 Warrants, PRG-W4 Warrants and PRG-W5 Warrants. Due to on March 18, 2025, the Company had already known the market price per share of the Company's ordinary shares for use in calculating the adjustment of PRG-W2, PRG-W3, PRG-W4 and PRG-W5 rights.

2.2 Specifying the purpose of General Mandate

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	26.22	-

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.

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. the record date for determining the list of shareholders entitled (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.

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 2025 to an electronic meeting set the date on April, 29 2025 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 2025 (Record Date) on March 20, 2025.

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-W2, PRG-W3, PRG-W4 Warrants which has been issued.

4.2.2 The newly issued ordinary shares of the Company from the exercise of the PRG-W5 Warrants which has been issued, including the additional shares to accommodate the rights adjustment of the PRG-W5 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 25,000 shares in accommodate the rights adjustment of the PRG-W5, issue in order to preserve the interests of the warrants holders and not to be less favorable than those currently available to them.

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-W2 Warrants and/or PRG-W3 Warrants and/or PRG-W4 Warrants and/or PRG-W5

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

-None-

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.3/25	March 4,2025
● The record date for the purpose of determining the eligible shareholders to attend the Annual General Meeting of Shareholders for the year 2025 and entitled to receive the dividend (Record Date)	March 20,2025
● The Annual General Meeting of Shareholders for the year 2025	April 29, 2025
● 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 2025
● Listing Listing the increased ordinary shares of the Company 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 2025

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)

**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.** Submit your intention along with the required identification documents, as specified in the details above, to the company within April 28, 2025, at 5:00 PM. (only on business days Excluding public holidays and public holidays)

Submission of Identity Verification Documents

For Shareholders, Proxies, or Shareholders Wishing 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 : 73 years old
Address : 208/5 Moo.18 Prachachern Road,
Lardyoa, Jatujak, Bangkok 10900
Conflict of Particular Interest in the Agenda : - None -



2. Name : Mrs. Veena Arunyakasem
Position in the Company : Independent Director
Age : 63 years old
Address : 919 Moo 9 Luan Pruksa Lake Ville, Soi
Taeparak 96, Taeparak Road, Amphur
Muang, Samutprakan 10270
Conflict of Particular Interest in the Agenda : - None -



3. Name : Mr. Praisun Wongsmith
Position in the Company : Independent Director
Age : 66 years old
Address : 79/131 Panya Intra road, Bang Chan,
Khlomg Samwa, Bangkok 10510
Conflict of Particular Interest in the Agenda : - None -



4. Name : Mr. Senathip Sripaipan
Position in the Company : Independent Director
Age : 54 years old
Address : 29/95 The Prime 11 Sukhumvit Rd.,
Khlomg Toei Nuea, Watthana,
Bangkok, 10110
Conflict of Particular Interest in the Agenda : - None -

**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.

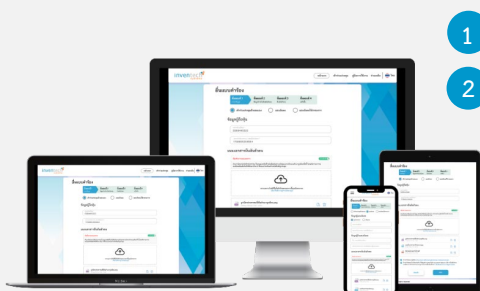
Any shareholder having special interests in the agenda requiring a voting shall have no right to cast a vote on the item, except for the item on the election of directors, on which the shareholder can cast his or her vote with no prohibition imposed on the voting.

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://serv.inventech.co.th/PRG898351R/#/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 18 April 2025 at 8:30 a.m. and shall be closed on 29 April 2025 Until the end of the meeting.

3. The electronic conference system will be available on 29 April 2025 at 08:00 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 28 April 2025 at 5:00 PM (working days only, excluding public holidays and national holidays)


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

 02-460-9224

 @inventechconnect

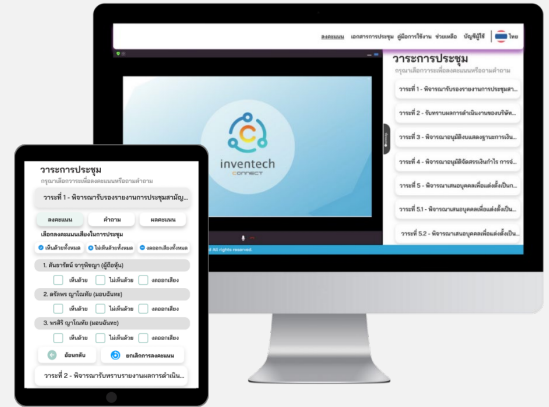
 The system available during 18 – 29 April 2025 at 08.30 a.m. – 05.30 p.m.
(Specifically excludes holidays and public holidays)



Report a problem
[@inventechconnect](#)

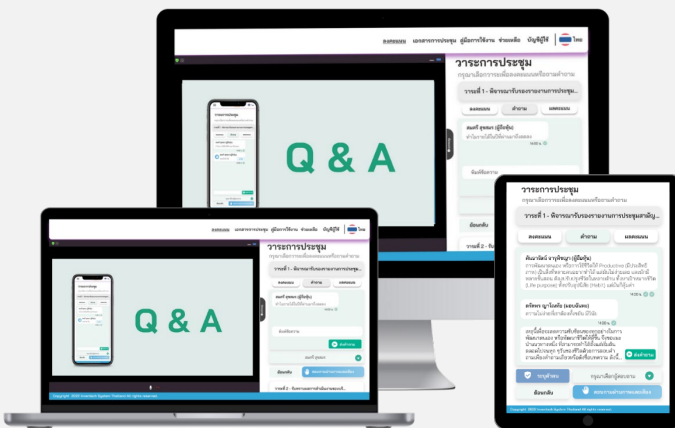
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 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 “Accept” 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



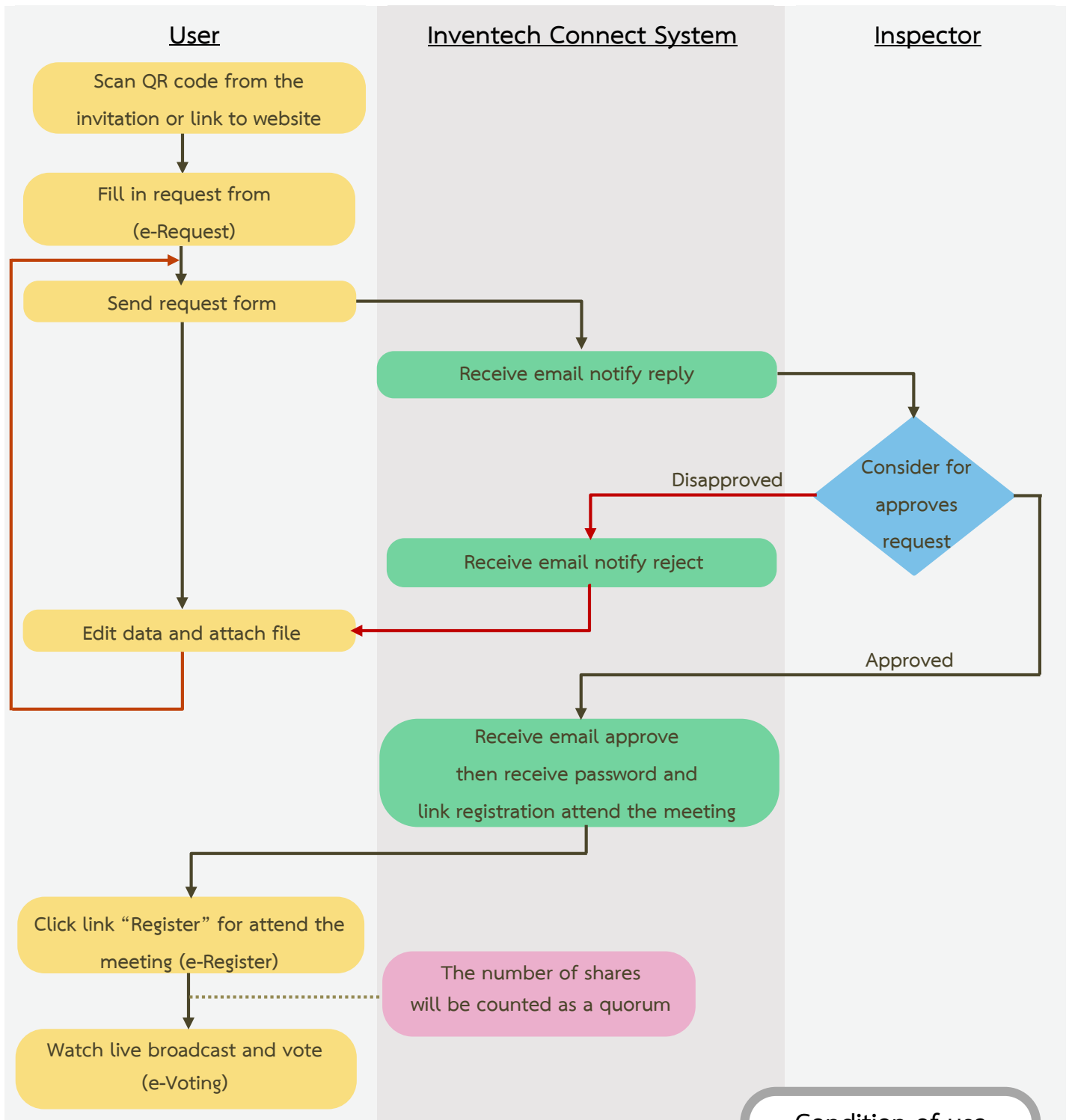
User Manual and Video of using Inventech Connect

* 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.**

Carried out before the meeting date

Carried out on the meeting day



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 to leave the quorum", the systems will be number of your shares out from the meeting base.