

**Criteria for Shareholder(s) to propose Agenda and Director Nomination for
2024 Annual General Meeting of Shareholders (AGM)
PROEN Corp Public Company Limited**

Objective

In accordance with recommended best practices per “The Principles of Good Corporate Governance for Listed Companies” and to ensure that all shareholders are equitably treated, PROEN Corp Public Company Limited (the “Company” or “PROEN”) should facilitate shareholders to nominate the qualified person for election as Director and propose Agenda to the Annual General Meeting of Shareholders for the year 2024 (“AGM”). The Company has established the criteria and procedures for consideration of the qualified candidate for the election as Director as follows:

1. The Qualification of Shareholder

1.1 Being the shareholder of PROEN which can be either one shareholder or combined shareholders, shareholder holding at least 5% of total shares of the Company (not less than 17,315,875 shares).

1.2 A shareholder who wishes to nominate the qualified candidate to be elected as Director must hold shares as specified above on both of the dates which shareholder nominate the candidate for election as Director and on the book closure date of AGM.

2. Proposal Criteria of the Agenda

Shareholder(s) can propose AGM agenda to the Board of Directors by filling in Form 1 (download available at <https://investor.proen.co.th/en/downloads/shareholders-meeting> and then submit the form along with any other supporting information for the Board of Directors’ consideration.

2.1 The Proposal that will not be placed on the Agenda

(1) The proposal that violates to the law, rules and regulations of any government agency or other regulatory body or does not comply with the objective, the article of association, the shareholders’ resolution, and the principle of good corporate governance of PROEN.

(2) The proposal that is within the scope of authority of the Board unless it causes the damage to PROEN and/ or shareholders in general.

(3) The proposal that PROEN has already operated.

(4) The proposal that is beyond the capacity and control of PROEN.

(5) The proposal where the information provided is incomplete, ambiguous, or incorrect or is unable to contact or do not follow the Criteria required by the Company.

(6) The proposal that is relating to normal PROEN’s business operation and the proposer’s reference does not indicate any irregularity.

(7) The proposal that is beneficial for a particular person or group.

- (8) The proposal or the supporting evidence that propose are not true.

2.2 Consideration Procedure

(1) The shareholder who is fully qualified must submit the form of AGM 2024 Agenda Proposal (Form 1) to the Board. In this regard, the original with the shareholder's signature, the proof of shares' ownership according to no. 1.1 and 1.2 of the qualification of shareholder's criteria including the certified letter of the securities company or other evidences of the Stock Exchange of Thailand, together with supporting documents which may be useful for the Board consideration (if any).

(2) In case many shareholders have unified to propose agenda to the Board, the first shareholder must fill Form 1 completely and affix their names as evidence. The rest of shareholders must fill part (1) and (2) of Form 1 completely and affix their name as evidence separately then collect each of those Form 1, the proof of shares' ownership, and supporting documents (if any) together into one set to propose to the Board.

(3) In case one shareholder or combined shareholders who are fully qualified wish to propose more than one agenda, the shareholders must fill each Form for each agenda (One Form 1 per One Agenda) and affix their name as evidence.

- (4) Company Secretary will initially review the proposal for the Board.

(5) The proposal approved by the Board along with the Board opinion will be included in the agenda of the notice of invitation to shareholders meeting. For the proposal disapproved by the Board, PROEN will inform the shareholders with the reason of the Board's refusal at the shareholders meeting.

The conclusion of the Board is final.

3. Criteria to nominate the qualified person to be elected as Director

3.1 Director Qualification

Shareholder (s) who wishes to nominate the list of qualified candidate(s) to be elected as director must complete Form to nominate PROEN' director (Form 2), Should not serve more than 5 Board positions of Listed Company and the resume of a proposed candidate (Form 3). All forms can be downloaded from <https://investor.proen.co.th/en/downloads/shareholders-meeting>. Shareholder(s) may submit any other supporting information for the Board of Directors' consideration. In this regard, such proposal shall be received consent from the proposed candidate.

3.2 Consideration Procedure

(1) The shareholder who possesses qualification must submit the form of nominating director (Form 2 and 3) to the Board together with the original with the shareholder's signature must be delivered to PROEN with the following document

(1.1) The proof of shares' ownership, namely the certified letter of the securities company or other evidences of the Stock Exchange of Thailand.

(1.2) Supporting documents of candidate’s qualification including the education and work experience (Curriculum Vitae).

(1.3) Other supporting documents which may be useful for the Board consideration (if any).

(2) Company Secretary will initially review the proposal and candidate’s qualification for the Board.

(3) The name of nominee approved by Board along with the Board opinion will be included in the agenda of the notice of invitation to shareholders meeting. For the proposal disapproved by the Board, PROEN will inform the shareholders with the reason of Board’s refusal at the shareholders meeting.

The conclusion of the Board is final.

4. Chanel for submitting proposals and nominating director

4.1 Unofficially in advance via through Company secretary’s email address at company.secretary@proen.co.th or Facsimile 02-691 1898 In this regard, the original with the shareholder’s signature must be delivered to PROEN within December 15, 2023 to allow sufficient time for the Board to consider.

4.2 Postal address

To:

Company Secretary
PROEN Corp Public Company Limited
11/80 Pracha Uthit 8 Pracha Uthit Rd.
Huai Khwang Bangkok 10310

(Form to propose AGM 2024 agenda)

/(Form to nominate Director)

5. Submission Period

From October 2, 2023 until December 15, 2023