

Definition of independent directors of PRON Corp Public Company Limited

The Company has defined the definition of independent directors as directors who are not executive directors. (Non-Executive Director) and is not involved in regular management and is not a major shareholder in the Company. The Company has specified qualifications equal to the minimum requirements of the SEC Office and the Stock Exchange of Thailand. The person nominated to be an independent director of the Company has all the qualifications according to the specified definition as follows:

1. Hold shares not exceeding one percent of the total number of shares with voting rights of the company, parent company, subsidiary company, associated company, major shareholder or the controlling person of the Company. However, the shareholding of related persons of that independent director must also be counted.

2. Must not be or have ever been a director who participates in management, an employee, a staff member, a consultant who receives a regular salary, or a controlling person of the company, parent company, subsidiary company, associated company, same-level subsidiary company. Major shareholders or of the controlling person of the company unless the aforementioned characteristics have been freed for not less than two years before being appointed. However, such prohibited characteristics do not include cases where the independent director was previously a government official or an advisor to a government agency that is a major shareholder or those with control over the Company.

3. Not a person related by blood or by legal registration as father, mother, spouse, sibling, and child, including the child's spouse of other directors, executives, major shareholders controlling person or persons who will be nominated to be directors executives or controlling persons of the Company or subsidiary.

4. Do not have or have ever had a business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company in a manner that may impede the exercise of one's independent judgment Including not being or having never been a significant shareholder or controlling person of a person having business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company unless the person has been free from the aforementioned characteristics for not less than two years before being appointed, the business relationship under paragraph one Including commercial transactions that are normally done for business. Renting or leasing real estate Transactions regarding assets or services or giving or receiving financial assistance by receiving or lending a loan, collateral, or giving assets as collateral for debts including other similar circumstances as a result, the Company or the contracting party has a debt obligation to pay to the other party from three percent of the net tangible assets of the Company or twenty million baht or more whichever amount is lower, the calculation of such debt burden shall be in accordance with the method for calculating the value of connected transactions according to the announcement of the Capital Market Supervisory Board regarding the criteria for conducting connected transactions, mutatis mutandis but in considering the burden such debt Include debt obligations incurred during the one year before the date of having a business relationship with the same person.

5. Not being or having been an auditor of the Company, parent company, subsidiary company, associated company, major shareholder or a controlling person of the Company and is not a significant shareholder controlling person or partner of the auditing firm which has the auditor of the Company, parent company, subsidiary company, associated company, major shareholder or the controlling person of the Company affiliated with unless the person has been free from the aforementioned characteristics for not less than two years before being appointed.

6. Not being or having ever been a professional service provider. This includes providing services as a legal advisor or financial advisor which receives service fees of more than two million baht per year from the Company, parent company, subsidiary company, associated company, major shareholder or a controlling person of the Company and is not a significant shareholder controlling person or a partner of that professional service provider as well unless the person has been free from the aforementioned characteristics for not less than two years before being appointed.

7. Not being a director appointed to represent the directors of the major shareholder company or shareholders who are related to the major shareholders.

8. Do not operate a business that has the same nature and is in significant competition with the business of the Company or its subsidiaries or not being a significant partner in the partnership or being a director who participates in management, an employee, a staff member, or an advisor who receives a regular salary or holding shares exceeding one percent of the total number of shares with voting rights of other companies that operate businesses that have the same nature and are in significant competition with the businesses of the Company or its subsidiaries.

9. Not having any other characteristics that prevent him from giving independent opinions regarding the Company's operations.

Details of the independent directors that the Company proposes to act as proxies.

Name Dr. Panya Boonyapiwat
60 years old

Position Independent Director / Chairman of the Audit Committee

Nationality Thai

Address 46/11 Nuanchan Road, Nuanchan Subdistrict,
Bueng Kum District, Bangkok 10240



Educational qualification:

- Ph.D., Management Psychology, University of Texas at Arlington
- Master's degree in Management, University of Texas at Arlington
- Bachelor's degree in Electrical Engineering Kasetsart University

Director Training Course (IOD)

- Director Certification Program (DCP) Class 94/2007, Thai Institute of Directors Association (IOD)
- Role of the Chairman Program (RCP) Class 39/2016, Thai Institute of Directors Association (IOD)

Work history

2024 - present Independent Director / Chairman of the Audit Committee
Proen Corp Public Company Limited

Holding director/executive positions in other companies listed on the stock exchange

25 April 2024 – present Independent Director / Trinity Watthana Public Company Limited

17 Jan. 2024 – present Independent Director / Chairman of the Audit Committee / Proen Corp Company Limited.

2020 – present Director / Chairman of the Executive Committee / Chairman of Risk Management / Chief Executive Officer / Begistics Public Company Limited

2010 – present Independent Director / Bangkok Land Public Company Limited

2016 – 2020 Chairman of the Board of Directors / Chairman of the Executive Committee / Dimet (Siam) Public Company Limited.

Holding positions in other companies/businesses that are not listed companies on the stock exchange

2023 – present Independent Director / Chairman of the Board of Directors / Chairman of the Risk Management Committee / Member of the Audit Committee and the Nomination and Remuneration Committee / Frontline Engineering Company Limited

2022 – present Independent Director / Chairman of the Board of Directors / Chairman of

the Risk Management Committee / Audit Committee and the Nomination and Remuneration Committee / Tekatatn Company Limited

2021 – present Director / Theprittha Company Limited

2021 – present Director / Thanyatharachai Company Limited

2021 – 2023 Director / Ekold Company Limited

Holding positions in other companies that may cause a conflict of interest to the company -None-

Number of years serving as a director 4 months (serving as a director since 16 January 2024)
Hold office for the next term from the director who vacates office.

Company securities holdings -None- (as of March 12, 2024)
Securities holding by spouse/underage children: None

Both direct and indirect interests

In any business in which the company or its subsidiaries is a contractual party -None-

History of meeting attendance in the past year - Board of Directors 3 times
(He held the position of director on January 16, 2024) - Audit Committee 2 times

Family relationship with executives -None-
or major shareholders

Directors who participate in management employees, -None-
employees, or consultants who receive regular salary

Special interests in every agenda proposed in this meeting -None-