

COMPANY SECRETARY CHARTER

PROEN CORP PUBLIC COMPANY LIMITED (the “Company”)

The Board of Directors of Proen Corp Public Company Limited (the “Company”) recognizes the importance of the role, duties, and responsibilities of the Company Secretary. The Company has appointed a Company Secretary to facilitate the meetings of the Board of Directors, its subcommittees, and the Company’s executives, and to ensure that the performance of the Board and its subcommittees is conducted efficiently and in accordance with the principles of good corporate governance.

The Board of Directors has therefore resolved to adopt the Company Secretary Charter as follows:

1. Purpose

The Company Secretary is appointed to support the Board of Directors in performing its duties efficiently, in compliance with applicable laws, and in alignment with the principles of good corporate governance.

2. Duties and Responsibilities of the Company Secretary

The Company Secretary shall perform his/her duties with responsibility, due care, and integrity in accordance with the Public Limited Companies Act and other applicable laws. The roles and responsibilities of the Company Secretary include, but are not limited to, the following:

2.1 Duties

- 2.1.1 To prepare and maintain the following documents:
 - a) Register of Directors;
 - b) Notices of meetings, supporting documents, minutes of meetings of the Board of Directors, and minutes of shareholders’ meetings;
 - c) Reports on securities holdings of directors and executives.
- 2.1.2 To deliver notices of Board meetings and minutes of meetings to directors for consideration.
- 2.1.3 To ensure that resolutions of the Board of Directors and shareholders’ meetings are duly implemented.
- 2.1.4 To coordinate and ensure that directors receive relevant information concerning the Company, applicable laws, rules, and regulations of the Stock Exchange of Thailand in matters relating to the Company.
- 2.1.5 To act as the primary liaison between the Board of Directors and the Company’s management.



- 2.1.6 To perform other duties as prescribed by law or as assigned by the Board of Directors, including coordinating the submission of reports on interests of directors and executives in the prescribed form to the Board of Directors.
- 2.1.7 To provide advice and guidance to newly appointed directors upon assuming office.
- 2.1.8 To communicate and coordinate with shareholders to ensure they are informed of their rights and of the Company's information.

Responsibility

The Company Secretary shall perform his/her duties with responsibility, due care, and integrity, and in compliance with applicable laws, the Company's objectives, Articles of Association, Board resolutions, and shareholders' resolutions, in accordance with the criteria prescribed under the Securities and Exchange Act.

3. Principles of Performance

The Company Secretary shall perform his/her duties with responsibility, due care, and honesty, and shall comply with applicable laws, the Company's objectives and Articles of Association, resolutions of the Board of Directors, and resolutions of shareholders, as follows.

- 3.1 Decisions must be made on the basis of information reasonably believed to be sufficient and reliable.
- 3.2 Decisions must be made without any direct or indirect interest in the matter concerned and in good faith for the best interests of the Company.
- 3.3 Actions must be lawful, appropriate, and must not significantly conflict with the interests of the Company.
- 3.4 The Company Secretary shall not seek personal benefit from the use of non-public Company information, unless such information has already been publicly disclosed, nor use the Company's assets or business opportunities in violation of rules or general practices prescribed by the Capital Market Supervisory Board.
- 3.5 The Company Secretary shall not enter into any agreement or contract that may give rise to a conflict of interest with the Company, its employees, or its customers, or that may interfere with the proper performance of his/her duties.

4. In the Event of Vacancy or Inability to Perform Duties

The following procedures shall apply in the event that the Company Secretary vacates office or is unable to perform his/her duties:



- 4.1 The Board of Directors shall appoint a new Company Secretary within ninety (90) days from the date the previous Company Secretary vacates office or is unable to perform his/her duties.
- 4.2 The Board of Directors may assign one director to perform the duties of the Company Secretary on a temporary basis during such vacancy or inability.
- 4.3 The Chairman of the Board shall notify the Office of the Securities and Exchange Commission of the name of the appointed Company Secretary within fourteen (14) days from the date of appointment.
- 4.4 The Company shall notify the Office of the Securities and Exchange Commission of the location where the documents specified in Clauses 2.1.1 and 2.1.2 are kept.

Effective Date

This Company Secretary Charter was reviewed and approved at the Board of Directors' Meeting No. 2/2026 held on 25 February 2026 and shall be effective from 26 February 2026 onwards.



Dr. Satit Puttachaiyong
Chairman of the Board

