Criteria for Minority Shareholders to propose Nominee Director for 2023

Objective

In order to promote the corporate good governance of Prodigy Public Company Limited. (The "Company"), the Company determine to perform the best of the Company's corporate good governance based on ethic, moral and transparence so that the shareholders and stakeholders can be obtained properly, fairly and sustainable benefited.

Granting shareholders the right to propose the nominee director is considered as part of the Company's Good Corporate Governance with the purpose of equal and fair treatment of all shareholders. The Company set up criteria to authorize minority shareholders the right to propose the nominee director for annual general meeting.

1. The Qualification of Shareholder

1.1 Holding common share of the Company (PDG) which can be either one or combined shareholder

1.2 Holding minimum shares at least 5 % of authorized shares and paid up capital, value as of the date of submission.

1.3 Must continuously held those shares in 1.2 for at least one year by the date of the submission.

2. The Nominee Director's Qualification

2.1 Having the qualifications under the Public Company Act, Securities and Stock Exchange Commission, Thailand, The Stock Exchange of Thailand, the Company's Articles of Association and the Company's Good Corporate Governance.

2.2 Having leadership skills and vision, display utmost integrity, and conduct the business ethically, and should possess good background working experience as well.

2.3 Must be expertise person on the company business, having and interest and devotion as well as sufficient time to the company operation.

2.4 Shall not work with same businesses as the company or the business that might cause conflict of interest or competition, whether personal or other benefit.

/ 3. Consideration…

3. **Consideration Procedure**

3.1 The shareholder who possesses qualification according to item 1 of the criteria must submit the nomination form with the following document;

(1) The evidence of shares' held, such as the certificate of shares' held from Securities Company or other similar documents from the Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand.

(2) The certifying true copy of identification / passport (for foreigner) of shareholder.

(3) The evidence of nominee's consent.

(4) The certified true copy of identification of the nominee.

3.2 Support document of nominee's qualification such as the educational document, working experience and other necessary document that might be beneficial for the Board of Directors consideration. All document must be certified true copy by the nominee.

All document can be sent unofficially in advance by facsimile or email, and the original document must be delivered to the Company within 15 January 2023 in address as below :

Company Secretary
Prodigy Public Company Limited
7/3 Moo 3, Bangkrabao, Nakornchaisri, Nakornpathom 73120
Tel 0-3433-2611-2 Fax 0-3433-2613
Email : thitikan@prodigy.co.th

3.3 In case many shareholders, who qualified as item 1, unify to nominate director to the board, the first shareholder must complete the director nomination form and affix his name, The rest of shareholders must complete part (1) and (2) of the form and affix their name separately, enclose the necessary supporting document of item 3 and the evidence of share held to propose to the company.

/ 3.4 In case…

3.4 In case one or more shareholders, who qualified item 1, nominate more than one director, they must complete the nomination form separately (One form per One Nominee) and affixed the name, then enclosed the identification of the nominee.

3.5 The Corporate Governance Nomination and Remuneration Committee will review the qualification of the nominee and shareholder to propose to the Board of Director.

3.6 The approval nominee will be proposed to AGM agenda, as well as the Board of Director's opinion.

……

Nomination Director Form for 2023

(1) I am (Mr./Mrs./Miss)……. being the common shareholder of the Prodigy Public Company (PDG) holding……..shares residing at ……. Road……..…. District……..…… Province…… Mobile Phone Number……..……Home/Office Phone……...…….…… E-mail address (if any)……..……..

(2) I would like to nominate Mr./Mrs./Miss……..……. Age……..….. who fully qualified in accordance with the criteria of the Company to be the director. The nominee has been signed below as the evidence of consent. The curriculum vitae of the nominee and other support documents (if any) have been enclose and certified true copy at every page,……... pages in total.

I certify that all information written in this Form to Nominate Director, the evidence of shares' held, the evidence of consent and other support document are correct and affix the name as evidence below:

(3) I am (Mr./Mrs./Miss)…… ……. the nominee director in (2), consent and certify that the qualification and other documents (if any) in 3.1 of the Criteria for Minority Shareholders to propose Nominee Director is correct, agree to adhere to the Good Corporate Governance of the Company, and affix the name as evidence below.

……..…… Nominee Director's signature

(……..…….)

Date…….……

Remark : The shareholders must enclose the personal documents with The form to nominate director as follows:

1. Documents evidencing his/her share(s) i.e. the certificate of shares' held from securities company or other similar documents from the Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand,
2. Personal documents i.e., in case the shareholder is a person, a certified true copy of identification card or passport (in case of foreign shareholder) and in case the shareholder is a juristic person, a certified copy of certificate of commercial registration, together with a certified true copy of the authorized person, who has signed this form, identification cards or passports (in case of the foreign authorized director).
3. Shareholders are able to send form unofficially by facsimile at 0-3433-2613 or Email address at thitikan@prodigy.co.th , Company Secretary before sending the original document.
4. The original Nominate Director Form must be delivered to the Company within 15 January 2023 in order to allow the Corporate Governance Nomination and Remuneration Committee consider in accordance with the Criteria and to propose to the 2023 AGM.

Please conceal your religion on the certified true copy of the identification card. In case that the religion on the copy of your identification card isn't concealed. The Company will strikethrough the details since such data is not required to be processed.

The Company Collects, uses and discloses the personal data of shareholders following the Personal Data Protection Policy as detailed on the Company's website.

Consent Letter for Personal Data Processing

I,……give consent to Prodigy Public Company Limited (“the Company”) to collect, use and disclose my Personal Data, including name, surname, date of share purchase, number of shares held and the ratio of shares held to all the voting shares, for the minutes and attachments of the Shareholders’ meetings of the Company, and for specifying my Personal Data in the publicly disclosed minutes and attachment.

Signed By ……..……..Shareholder

(……..……)

Date……..