



4.6 Other borrowing terms

None

4.7 Conditions that may affect the rights of shareholders

None

5. Description and scope of the connected persons' stake in making connected transactions.

MBK is a major shareholder of PRG, holding 56.56% of PRG's issued and paid-up share capital.

In addition, PRG also holds 29.46% of MBK's issued and paid-up share capital.

6. Connected transaction which calculated from the financial statement as of March 31, 2026

6.1 Total value of transaction 136,500,000 Baht (Interest only)

6.2 The connected transaction size is 1.45% of NA

The above transaction constitutes a connected transaction in the category of receipt of financial assistance under the Notification of the Capital Market Supervisory Board No. TorJor. 46/2025 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (2003) (as amended) (the "Connected Transaction Notifications"), as it is a transaction entered into between PRG and MBK, a major shareholder of PRG. The transaction size is equivalent to 1.45% of the Company's net tangible assets, based on the Company's reviewed consolidated financial statements as of March 31, 2026. As the transaction size exceeds 0.03% but does not exceed 3.00% of the Company's net tangible assets, PRG is required to disclose information regarding the transaction to the Stock Exchange of Thailand in accordance with the Connected Transaction Notifications.

During the preceding six-month period, the Company entered into connected transactions with the same connected person or related persons, with an aggregate transaction size equivalent to 0.07% of the Company's net tangible assets. Upon aggregation with the transaction described above, the total transaction size is equivalent to 1.52% of the Company's net tangible assets.

The receipt of financial assistance from MBK as described above falls within the exemption under the Notification of the Capital Market Supervisory Board No. TorJor. 45/2025 Re: Rules on Significant Transactions, dated December 19, 2025.

7. The directors with a vested interest who did not attend the meeting and did not vote on the agenda concerning directors at the Board of Directors Meeting No. 7/2569 on July 2, 2026.

7.1 Mr. Suphadej	Poonpipat
7.2 Mr. Suvait	Theeravachirakul
7.3 Mr. Wichak	Praditavanij
7.4 Mr. Kraivin	Srikaivin
7.5 Mr. Kasemsuk	Chongmankhong

8. Opinions of the Board of Directors and the Audit Committee

The Board of Directors and the Audit Committee have carefully and independently considered the transaction, taking into account the best interests of the Company and its shareholders as a whole. They are of the opinion that PRG Corporation Public Company Limited ("PRG")'s receipt of financial assistance from MBK Public Company Limited ("MBK"), a major shareholder of the Company, is necessary and appropriate for the Company's business operations and is on terms that are fair when compared with those available from financial institutions under comparable conditions.

The loan will be used to finance the Company's investments in various projects, which are expected to support the Company's growth and enhance its long-term business capabilities, thereby benefiting the Company and its shareholders as a whole. In reaching its opinion, the Audit Committee considered the principal terms of the loan, including a loan facility of THB 600,000,000, total interest of THB 136,500,000, a loan term of five years, and an interest rate of MLR - 2.00% per annum, without any requirement for collateral or security. The interest rate is referenced to the MLR of Bank of Ayudhya Public Company Limited, which is currently 6.55% per annum. In addition, the Company is not required to provide any collateral or security for the loan, which is considered beneficial to the Company, as the projects to be financed are not currently eligible to serve as collateral for borrowings from financial institutions. This arrangement also reduces restrictions on the Company's assets and enhances its financial flexibility.

Accordingly, the Board of Directors and the Audit Committee are of the opinion that the transaction is reasonable and in the best interests of the Company and its shareholders as a whole. The Company has obtained appropriate financing terms that do not place it at a disadvantage compared with alternative sources of funding available under comparable conditions. Furthermore, the transaction does not contain any terms that may result in an inappropriate transfer of benefits to the connected person.

Please be informed accordingly.

Sincerely yours,

-Signed-

(Mr. Bulaphat Visrutwong)

President

PRG Corporation Public Company Limited