

**Proxy Form C  
(For Custodian)**

Duty Stamp  
20 Baht

Written at.....

Date..... Month..... Year.....

(1) I/We..... Nationality.....  
Reside at No..... Road..... Sub District.....  
District..... Province..... Postal Code.....

(2) as a shareholder of **Principal Capital Public Company Limited**, holding a total amount of..... shares,  
and is entitled to cast..... votes as follow:

Ordinary share..... shares, and is entitled to cast..... votes

Preferred share..... shares, and is entitled to cast..... votes

(3) hereby appoint

1) Name..... Age..... Years  
Reside at No..... Road..... Sub District.....  
District..... Province..... Postal Code.....  
Tel..... E-mail.....; or

2)  **Mrs. Unakorn Phruithithada** Age **66** Years  
Reside at 23<sup>rd</sup> Bangkok Business Center Building No.29 Road Sukhumvit 63, Klongton Nua, Wattana Bangkok 10110; or

3)  **Dr. Anuphan Kitnitchiva, (Ph.D.)** Age **61** Years  
Reside at 23<sup>rd</sup> Bangkok Business Center Building No.29 Road Sukhumvit 63, Klongton Nua, Wattana Bangkok 10110.

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on Thursday 25 April 2024 at 10.00 a.m. by Electronic Annual General Meeting of Shareholders (E-AGM) only. or at any adjournment thereof to any other date, time and place. All acts undertaken by the proxy holder at the meeting, except where the proxy holder does not vote according to my/our intention as specified herein, shall be deemed as if they had been undertaken by myself/ourselves in all respects.

(4) The number of votes for which I/We authorize the Proxy to vote in this meeting is:

To authorize the Proxy to cast the votes pursuant to the total number of shares

To authorize the Proxy to split the votes less than the total number of shares

Ordinary share..... shares, and is entitled to cast..... votes

Total..... votes

(5) I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

**Agenda 1 To consider and certify the minutes of Annual General Meeting of Shareholders for the year 2023.**

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes  Disapprove.....Votes  Abstain.....Votes

**Agenda 2 To acknowledge the operating result of the Company and its Subsidiaries for the year 2023 ended 31 December 2023.**

(No voting required for this agenda)

**Agenda 3** To consider and approve the consolidated and separate financial statements of the Company for the year 2023 ended 31 December 2023.

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
- Approve.....Votes     Disapprove.....Votes     Abstain.....Votes

**Agenda 4** To consider and approve the omission of dividend payment in respect to the operating results of the year 2023.

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
- Approve.....Votes     Disapprove.....Votes     Abstain.....Votes

**Agenda 5** To consider and approve the amendment of the Company's dividend payment policy.

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
- Approve.....Votes     Disapprove.....Votes     Abstain.....Votes

**Agenda 6** To consider and appoint the directors of the Company to replace those who retire by rotation.

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
- appointment of all directors as proposed
- Approve.....Votes     Disapprove.....Votes     Abstain.....Votes
- appointment of certain directors
- Director Name.....**Mr.Sakaran Tangkavachiranon**
- Approve.....Votes     Disapprove.....Votes     Abstain.....Votes
- Director Name.....**Dr.Panu Boonsombat, (Ph.D.)**
- Approve.....Votes     Disapprove.....Votes     Abstain.....Votes
- Director Name.....**Ms.Seerada Tiemprasert**
- Approve.....Votes     Disapprove.....Votes     Abstain.....Votes
- Director Name.....**Mr.Chanin Khaochan**
- Approve.....Votes     Disapprove.....Votes     Abstain.....Votes

**Agenda 7** To consider and appoint a new director in place of the resigned director.

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
- Name.....**Mr.Kajornkiet Aroonpirodjanakul**
- Approve.....Votes     Disapprove.....Votes     Abstain.....Votes

**Agenda 8** To consider and approve the remuneration of the Company's Directors for the year 2024.

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
- Approve.....Votes     Disapprove.....Votes     Abstain.....Votes

**Agenda 9 To consider and appoint the auditors and determine the audit fee for the year 2024.**

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
  - Approve.....Votes     Disapprove.....Votes     Abstain.....Votes

**Agenda 10 To consider and approve the disposition of the property development business of the Company's group by way of a disposition of all the shares held by the Company in V Brilliant Group Holding Co., Ltd., the Company's subsidiary, to V Management Services Co., Ltd. which is the related person of the Company.**

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
  - Approve.....Votes     Disapprove.....Votes     Abstain.....Votes

**Agenda 11 To consider and approve the extension of the allocation of the newly issued ordinary shares under the General Mandate scheme in the amount not exceeding 380,857,050 shares at par value of THB 1 per share by way of private placement, which will be due on the date of the AGM. The conditions for such allocation of the newly issued ordinary shares will be in accordance with the approval of the 2022 Annual General Meeting of Shareholders held on 25 April 2022 and the 2023 Annual General Meeting of Shareholders held on 25 April 2023, in all respects.**

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
  - Approve.....Votes     Disapprove.....Votes     Abstain.....Votes

**Agenda 12 To consider other matters (if any)**

the shareholders are free to ask any questions and the Board will answer their queries (if any).

(6) The proxy holder's vote on any agenda item, which is not in accordance with my/our intention as specified in this Proxy, shall be deemed invalid and shall not be treated as my/our vote, as a shareholder.

(7) In case that I/we have not specified my/our voting intention for any agenda item or in case the meeting considers or passes resolutions on any matters other than those specified above, including any case for which there is any amendment or addition of any facts, the proxy holder shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(8) All acts undertaken by the proxy holder at the meeting, except where the proxy holder does not vote according to my/our intention as specified herein, shall be deemed as if they had been undertaken by myself/ourselves in all respects.

Signed.....Grantor  
(.....)

Signed.....Proxy  
(.....)

Remarks

1. This Proxy Form is only used by foreign shareholder who has appointed Thai Custodian to be his/her/its trustee.
2. In the agenda for election of directors, directors may be elected as a whole or individually.
3. Evidences showing with Proxy Form are
  - (1) Letter of Attorney from shareholder empowering custodian to sign in Proxy Form. Confirmation Letter that person signing in the proxy is granted permission to operate the custodian business.
4. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies for splitting votes.
5. In the agenda for election of directors, directors may be elected as a whole or individually.
6. If there is any other agenda to be considered in the meeting other than to those specified above, the attached Supplement to Proxy Form C. shall be used.

## Supplement to Proxy Form C

The appointment of proxy holder by the shareholder of Principal Capital Public Company Limited at the 2024 Annual General Meeting of Shareholders on Thursday 25 April 2024 at 10.00 a.m. by electronic meeting platform (E-AGM) or at any adjournment thereof to any other date, time and place.

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Agenda Item..... Subject :.....

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

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Agenda Item..... Subject :.....

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

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Agenda Item..... Subject :.....

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(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

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Agenda Item..... Subject :.....

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

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Agenda Item..... Subject :.....

(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects

(b) To have the proxy holder vote as per my/our intention as follows:

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Agenda Item..... To consider electing directors

Director Name .....

Approve  Disapprove  Abstain

Director Name .....

Approve  Disapprove  Abstain

Director Name .....

Approve  Disapprove  Abstain

Director Name .....

Approve  Disapprove  Abstain

Director Name .....

Approve  Disapprove  Abstain