

**Proxy Form B
(recommended)**

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 23rd 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 23rd 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) 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.Sakarin 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).

(5) 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.

(6) 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.

(7) 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) *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.*
- (2) *In the agenda for election of directors, directors may be elected as a whole or individually.*

Documents required for the appointment of proxy

1. Shareholder being a natural person

- A duly completed proxy form, signed by the shareholder and the proxy, together with 20 Baht stamp duty;
- A certified true copy of the documents of the shareholder issued by governmental authorities, e.g., identification card, driver's license, or passport.
- A certified true copy of the documents of the proxy issued by governmental authorities, e.g., identification card, driver's license, or passport; and
- E-mail of the proxy and contact number, so that the meeting control system provider will send a meeting link, username and password for accessing to the system for the AGM via electronic means (for submitting the supporting documents for proxy via e-mail to secretarywhistle@principalcapital.co.th or by post via registered mail with return receipt to the Corporate Secretary)

2. Shareholder being a juristic person registered in Thailand

- A duly completed proxy form, signed by the proxy and the authorized signatory(ies) of the shareholder, with the company seal affixed (if any), and 20 Baht stamp duty;
- A copy of the affidavit or certificate of incorporation of the shareholder issued by the Ministry of Commerce or relevant authority not more than three months prior to the date of the Meeting, certified by the authorized signatory(ies) of the shareholder, with the company seal affixed (if any);
- A certified true copy of the documents of the authorized signatory(ies) of the shareholder issued by governmental authorities, e.g., identification card, driver's license, or passport;
- A certified true copy of the documents of the proxy issued by governmental authorities, e.g., identification card, driver's license, or passport; and
- E-mail of the proxy and contact number, so that the meeting control system provider will send a meeting link, username and password for accessing to the system for the AGM via electronic means (for submitting the supporting documents for proxy via e-mail to secretarywhistle@principalcapital.co.th or by post via registered mail with return receipt to the Office of the President and the Corporate Secretary)

3. Shareholder being a juristic person registered overseas

- A duly completed proxy form, signed by the proxy and the authorized signatory(ies) of the shareholder, together with the company seal affixed (if required), and 20 Baht stamp duty;
- A copy of the certificate of incorporation or equivalent constitutional document(s) of the shareholder issued by the relevant authority, containing the name of the shareholder, its registered address, and name(s) of the authorized signatory(ies) and the authority of such person(s), certified by the authorized signatory(ies) of the shareholder, with the company seal affixed (if any);
- A certified true copy of the documents of the authorized signatory(ies) of the shareholder issued by governmental authorities, e.g., identification card, driver's license, or passport;
- A certified true copy of the documents of the proxy issued by governmental authorities, e.g., identification card, driver's license, or passport;
- An English translation of any original document which is not in English, and such translation must be certified a true translation by the authorized signatory(ies) of the shareholder; and
- E-mail of the proxy and contact number, so that the meeting control system provider will send a meeting link, username and password for accessing to the system for the AGM via electronic means (for submitting the supporting documents for proxy via e-mail to secretarywhistle@principalcapital.co.th or by post via registered mail with return receipt to the Office of the President and the Corporate Secretary).

Proxy to the Independent Director

Shareholders who wish to appoint a proxy may appoint any one person of their choosing, or either one of the independent directors of the Company. Profiles of the independent directors are set out in Enclosure No.10



Supplement to Proxy Form B

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.

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

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

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(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 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:

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

