

No. 003/2025

26th February 2025

Subject: Notification of the resolutions of the Board of Directors' Meeting regarding the dividend payment for year 2024 and the appropriation of the legal reserve, the extension of the allocation of the Company's newly issued ordinary shares in General Mandate, the appointment of the new director and Determination of the date and agenda of the 2025 Annual General Meeting of Shareholders

To: President
The Stock Exchange of Thailand

Principal Capital Public Company Limited (the "Company") would like to notify important resolutions of its Board of Directors' Meeting No.2/2025 held on 26th February 2025 as follows:

1. Approve to propose to the 2025 Annual General Meeting of Shareholders (the "AGM") to acknowledge the report on the operating results of the Company and its subsidiaries for the year 2024 ended 31st December 2024.
2. Approve to propose to the AGM to consider and approve the consolidated and separated audited financial statements of the Company for the year 2024 ended 31st December 2024.
3. Approve to propose to the AGM to consider and approve the dividend payment for year 2024 and the appropriation of the legal reserve

3.1 Payment of cash dividend at a rate of Baht 0.01 (One Satang) per share from unappropriated retained earnings of the year ended 31st December 2024 to the shareholders of the total 3,808,570,502 common stocks, with a total amount of dividend equal to 38,085,705.02 (Thirty-Eight Million Eighty-Five Thousand Seven Hundred Five Baht and Two Satang). Further, the dividend recipients shall be subject to withholding tax at the rate prescribed by law.

3.2 Company shall allocate the unappropriated retained earnings as legal reserve in the amount of Baht 9,909,679.50, equivalent to 5 percent of the unappropriated retained earnings.

Dividend payment is subject to the approval from the 2025 Annual General Meeting of Shareholders.

4. Approve (by the directors having no conflict of interest) to propose to the AGM to consider and appoint the following directors who retire by rotation in 2025. The directors who retire by rotation as follows:

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|-----|-------------------------------------|----------------------|
| (1) | Dr. Anuphan Kitnitchiva (Ph.D.) | Independent Director |
| (2) | Mr. Krittavith Lertutsahakul (M.D.) | Director |
| (3) | Mr. Tharin Eampetcharapong | Director |

The Board of Directors has approved to propose the AGM to consider appointing Dr. Anuphan Kitnitchiva and Mr. Krittavith Lertutsahakul and Mr. Tharin Eampetcharapong to be re-appointed as directors of the Company for another term.

5. Approve to propose to the AGM to consider and approve appointing a new director, Miss Arisa Viddayakorn as Director. Therefore, the Board of Director will be consisted of 12 directors.
6. Approve to propose to the AGM to consider and approve the change of the Company's authorized directors.
7. Approve to propose to the AGM to consider and approve the remuneration of the Company's Directors for the year 2025 as follows:

(1) Monetary Remuneration

1.1 Monthly allowance and Meeting allowance

(Excluding executive and employee of the company and its subsidiaries)

(Unit: Baht)

Position	The remuneration of the Company's Directors for the year 2025		
	Monthly allowance	Board of Director's Meeting allowance (per time)	Subcommittee's Meeting allowance (per time)
Chairman of the Board	60,000	15,000	
Chairman of the Subcommittee (all)	50,000	15,000	7,500
Director	45,000	10,000	5,000

Remarks: At present, there are 11 persons in the Board of Directors.

- 1.2 Directors' bonus for the performance of the year 2024 which will be the expense of the year 2025, in the non-exceeding amount of Baht 3,900,000.

(2) Non-Monetary Remuneration

- 2.1 D&O insurance premium for the year 2025 in the amount of Baht 743,938.90, for the Limit of Liability in the aggregate of Baht 500,000,000.
- 2.2 The Benefit of the treatment of medical expenses and annual health check-up of Directors of the Company and Directors of the subsidiaries (the Company hold 100% shares), amount of 1,000,000 baht per person per year to receive medical treatment at PRINC Hospital Suvarnabhumi.
- 2.3 50% discount for medical expenses exceeding of 1,000,000 baht of the Directors of the Company and Directors of the subsidiaries (the Company hold 100% shares), to receive medical treatment at PRINC Hospital Suvarnabhumi.
- 2.4 30% discount for all medical expenses of the spouse, child and parent of the Directors of the Company and Directors of the subsidiaries (the Company hold 100% shares) throughout the term of directorship, to receive medical treatment at PRINC Hospital Suvarnabhumi.

8. Approve to propose to the AGM to consider and approve the appointment of the following certified auditors of PricewaterhouseCoopers ABAS Company Limited to be the auditors of the Company and its subsidiaries for the year 2025:

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|-----|------------------|----------------|---|
| (1) | Miss Sanicha | Akarakittilap | Certified Public Accountant No.8470, or |
| (2) | Miss Sukhumaporn | Wong-Ariyaporn | Certified Public Accountant No.4843, or |
| (3) | Miss Nopanuch | Apichatsatien | Certified Public Accountant No.5266 |

provided that any of the above certified auditors is authorized to audit and opine on the financial statements of the Company and its subsidiaries and in the case where the above certified auditors cannot perform their duties, PricewaterhouseCoopers ABAS Company Limited shall arrange for its alternate certified public accountant to perform them instead, as well as resolved to approve to propose to the AGM to consider and approve the determination of the audit fee of the Company (excluding its subsidiaries) for the year 2025 to be in the amount of not exceeding Baht 2,942,100, excluding other expenses.

9. Approve to propose to the AGM to consider and approve issuance and offering of debentures in Bath currency and/or other foreign currencies in the amount not exceeding Baht 1,000,000,000. The debentures may be offered to the public and/or specific investors. The debentures may be issued and offered in all or in partial, and in one or several times as appropriate. Further, the Board of Director and/or the representatives appointed by the Board of Director are authorized to set the conditions, criteria, details and perform all acts considered necessary regarding the issuing and offering of debentures.

10. Approve to propose to the AGM to consider and approve the extension of the issuance and offering of the Company's newly issued ordinary shares in General Mandate up to 380,857,050 shares to be allocated for offered through a private placement with the par value of 1 Baht which will be due on the date of the 2025 Annual General Meeting of Shareholders. 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 25th April 2022, the 2023 Annual General Meeting of Shareholders held on 25th April 2023, and the 2024 Annual General Meeting of Shareholders held on 25th April 2024 in all respects.

9. Approve to determine the date of the 2025 Annual General Meeting of Shareholders on Friday 25th April 2025 at 10.00 a.m. via electronic means, in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related laws and regulations, to consider the following agenda:

- Agenda 1 To consider and certify the minutes of Annual General Meeting for the year 2024.
- Agenda 2 To consider and acknowledge the report on the operating results of the Company and its subsidiaries for the year 2024 ended 31st December 2024.
- Agenda 3 To consider and approve the consolidated and separate financial statements of the Company for the year 2024 ended 31st December 2024.
- Agenda 4 To consider and approve the dividend payment for year 2024 and the appropriation of the legal reserve
- Agenda 5 To consider and appoint the directors of the Company to replace those who retired by rotation.
- Agenda 6 To consider and approve the appointment of a new director.
- Agenda 7 To consider and approve the change of the Company's authorized directors.
- Agenda 8 To consider and approve the remuneration of the Company's directors for the year 2025.
- Agenda 9 To consider and appoint the auditors and determine the audit fee for the year 2025.
- Agenda 10 To consider and approve the issuance and offering of debentures.
- Agenda 11 To consider and approve the extension of the issuance and offering of the Company's newly issued ordinary shares in General Mandate up to 380,857,050 shares to be allocated for offered through a private placement with the par value of 1 Baht which will be due on the 2025 Annual General Meeting of Shareholders. 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 25th April 2022, the 2023 Annual General Meeting of Shareholders held on 25th April 2023, and the 2024 Annual General Meeting of Shareholders held on 25th April 2024 in all respects.
- Agenda 12 To consider other matters (if any).

In this regard, the Company has set the date for determining the names of shareholders who shall be entitled to attend the 2025 Annual General Meeting of Shareholders and the date for determining the names of shareholders who shall be entitled to receive the dividend payment (Record Date) on 14th March 2025, and authorized the Managing Director and/or any person(s) appointed by the Board of Directors with the power and authority to consider and amend the Record Date as well as perform any act in relation to the calling of the 2025 Annual General Meeting of Shareholders, including amending the date, time and venue and other relevant details and amending the agenda of the 2025 Annual General Meeting of Shareholders as necessary and appropriate taking into consideration the benefits and impacts therefrom on the Company.

Further, the Board of Directors' Meeting acknowledged, following the notification by the Company of the Criteria and Procedures for Minority Shareholders to Submit Additional Agenda for Consideration by the AGM and Nomination of Candidates for the Election of the Company's Directors in advance according to the Good Corporate Governance Principle concerning the Shareholders' Rights, shareholder has nominated Miss Arisa Viddayakorn to be considered for selection as a director of the Company for the Annual General Shareholders' Meeting for the year 2025, However, there are no shareholder proposals for additional agenda items for the meeting.

The Company will also disclose the details of the 2025 Annual General Meeting of Shareholders and its agenda online at <http://www.principalcapital.co.th>. For any inquiry, please contact the Company's Corporate Secretary at the email address secretarywhistle@principalcapital.co.th or telephone no. 02-009-2015.

Please be informed accordingly,

Yours Sincerely,

-Signature-

(Miss Atiya Awachanakarn)

Corporate Secretary

