

No.003/2026

27th February 2026

Subject: Notification of the resolutions of the Board of Directors' Meeting No. 2/2026 regarding the Determination of the date and agenda of the 2026 Annual General Meeting of Shareholders, and Dividend Payment

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. 2/2026 held on 27th February 2026 as follows:

1. Approve to propose to the 2026 Annual General Meeting of Shareholders (the "AGM") to acknowledge the report on the operating results of the Company and its subsidiaries for the year 2025 ended 31st December 2025.
2. Approve to propose to the AGM to consider and approve the consolidated and separated audited financial statements of the Company for the year 2025 ended 31st December 2025.
3. Approve to propose to the AGM to consider and approve the dividend payment for year 2025 and the appropriation of the legal reserve as follows:

3.1) Payment of cash dividend at a rate of Baht 0.012 (Zero point zero one two baht) per share from unappropriated retained earnings of the year ended 31st December 2025 to the shareholders of the total 3,808,570,502 common stocks, with a total amount of dividend equal to Bath 45,702,846 (Forty-five million seven hundred two thousand eight hundred forty-six Bath). 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 9,588,994 (Nine million five hundred and eighty-eight thousand nine hundred and ninety-four Bath), equivalent to 5 percent of the unappropriated retained earnings.

Dividend payment is subject to the approval from the 2026 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 2026. The directors who retire by rotation as follows:

(1)	Mr. Kajornkiet	Aroonpirodjanakul	Independent Director
(2)	Mr. Watson	Chansajcha	Independent Director
(3)	Mrs. Nuanlada	Ngamthanaphaisarn	Independent Director
(4)	Mr. Kanut	Sirisuwat	Director

The Board of Directors has approved to propose the AGM to consider appointing Mr. Kajornkiet Aroonpirodjanakul, Mr. Watson Chansajcha, and Mr. Kanut Sirisuwat to be re-appointed as directors of the Company for another term. The Board of Directors agreed to propose AGM to consider appointing Miss Tantigar Hutamai as Independent Director to replace Mrs. Nuanlada Ngamthanaphaisarn.

5. Approve to propose to the AGM to consider and approve appointing a new director, Dr. Woraphat Phucharoan as Independent Director. Therefore, the Board of Director will be consisted of 12 directors.
6. Approve to propose to the AGM to consider and approve the remuneration of the Company's Directors for the year 2026, and approve in principle the retention of the current meeting allowance rate for the Board of Directors, to remain effective until the Annual General Meeting of Shareholders for the year 2027 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 2026		
	Monthly allowance	Board of Director's Meeting allowance (per time)	Sub-committee's Meeting allowance (per time)
Chairman of the Board	60,000	15,000	
Chairman of the Sub-committees (all)	50,000	15,000	7,500
Director	45,000	10,000	5,000

- 1.2 Directors' bonus for the performance of the year 2025 which will be the expense of the year 2026, in the non-exceeding amount of Baht 3,900,000. In this regard, directors who serve as executives, as well as employees of the Company and its subsidiaries, will not be entitled to receive directors' remuneration from the operating results of the year 2026 onwards

(2) Non-Monetary Remuneration

- 2.1 D&O insurance premium for the year 2026 in the amount of Baht 515,654.40, 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. (The coverage limit includes the utilization of AES Class Clinic at PRINC Hospital Suvarnabhumi should a physician exercise discretion to refer the patient for medical treatment)

- 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.
7. 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 2026:
- | | | | |
|-----|---------------|----------------|---|
| (1) | Miss Yuwanan | Manomivisit | Certified Public Accountant No.9804, or |
| (2) | Miss Nopanuch | Apichatsatien | Certified Public Accountant No.5266, or |
| (3) | Mr. Krit | Chatchavalwong | Certified Public Accountant No.5016 |
- 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 2026 to be in the amount of not exceeding Baht 2,938,500, excluding other expenses.
8. Approve to determine the date of the 2025 Annual General Meeting of Shareholders on Friday 24th April 2026 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 2025.
- Agenda 2 To consider and acknowledge the report on the operating results of the Company and its subsidiaries for the year 2025 ended 31st December 2025.
- Agenda 3 To consider and approve the consolidated and separate financial statements of the Company for the year 2025 ended 31st December 2025.
- Agenda 4 To consider and approve the dividend payment for year 2025 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 remuneration of the Company's directors for the year 2026.
- Agenda 8 To consider and appoint the auditors and determine the audit fee for the year 2026.
- Agenda 9 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 13th March 2026.

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 Tantigar Hutamai, and Dr. Woraphat Phucharoan to be considered for selection as Independent directors of the Company for the Annual General Shareholders' Meeting for the year 2026, However, there are no shareholder proposals for additional agenda items for the meeting.

The Company will also disclose the details of the 2026 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: princ_secretarywhistle@princgroup.com or telephone no. 02-009-2015.

Please be informed accordingly,

Yours Sincerely,

-Signature-

(Miss Atiya Awachanakarn)

Corporate Secretary