

Proxy Form B. (recommended)

Duty Stamp  
20 Baht

Written at .....

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

(1) I/We ..... Nationality .....

Reside at .....

(2) Who is a shareholder of **Principal Capital Public Company Limited** Holding of a total ..... shares and having the right to vote equal to ..... votes, as follows:

common share ..... shares and having the right to vote equal to ..... votes

preference share ..... shares and having the right to vote equal to ..... votes

(3) hereby appoint

(1) ..... age ..... years

Residing at No. .... or

**Mrs. Unakorn Phruithithada** ..... age ..... 64 ..... years  
at 23<sup>rd</sup> Bangkok Business Center Building No.29 Road Sukhumvit 63, Klongton Nua, Wattana Bangkok 10110

**Associate Professor Dr. Sillapaporn Srijunpetch** ..... age ..... 58 ..... years  
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 2022 Annual General Meeting of Shareholders on Monday 25<sup>th</sup> April 2022 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 for the year 2021

(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 consider and acknowledge the report on the operating results of the Company and its subsidiaries for the year 2021 ended 31 December 2021.

- (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 3 To consider and approve the consolidated and separate financial statements of the Company for the year 2021 ended 31 December 2021.

- (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 appropriation of the annual net profit to statutory reserve, amount of 11,265,447 baht and the omission of dividend payment in respect of the operating results of the year 2021

- (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 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  Disapprove  Abstain

appointment of certain directors

Director Name.....Mr. John Lee Kohshun

- Approve  Disapprove  Abstain

Director Name.....Dr. Jutamas Ingpochai, Ph.D.

- Approve  Disapprove  Abstain

Director Name.....Mr. Veera Srichanachaichok

- Approve  Disapprove  Abstain

Agenda 6 To consider and approve the increase in the number of directors and to appoint new directors

- (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  Disapprove  Abstain

appointment of certain directors

Director Name.....Dr. Anuphan Kitnitchiva, Ph.D.

Approve       Disapprove       Abstain

Director Name .... Mr. Tane Maneenut

Approve       Disapprove       Abstain

**Agenda 7    To consider and approve the remuneration of the Company's Directors for the year 2022**

(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 8    To consider and appoint the auditors and determine the audit fee for the year 2021.**

(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 approve the increase of the Company's registered capital under the General Mandate scheme in the amount of Baht 380,857,050, from the existing registered capital of Baht 3,808,570,502 to the new registered capital of Baht 4,189,427,552, by issuing 380,857,050 new ordinary shares at par value of one Baht per share (further details of which are as set out in the Capital Increase Report Form (F53-4)) to accommodate the offering and allocation of the Company's newly issued ordinary shares by way of private placement as well as resolved to approve to propose to the AGM to consider and approve the amendment to Clause 4 of the Company's memorandum of association to reflect the increase of the Company's registered capital.**

(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 allocation of not exceeding 380,857,050 newly issued ordinary shares under the General Mandate scheme by way of Private Placement**

(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 other matters (if any)**

(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

(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.

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.....Proxy Grantor  
(.....)

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

#### 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.
- (3.) 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.

#### 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; Enclosure 9 Page 2 of 4
  - 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](mailto: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](mailto: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 Enclosure 9 Page 3 of 4
  - 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](mailto: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 6