



Pro Inside Public Company Limited

Invitation to 2025 Annual General Meeting of Shareholders

April 23, 2025 at 2:00 p.m.
via Electronic Devices (e-AGM)

April 2, 2025

Agenda Invitation to the 2025 Annual General Meeting of Shareholders

Dear Shareholders

Enclosures Documents to be considered in conjunction with each agenda

1. Copy of Minutes of the Extraordinary General Meeting of shareholders No. 2/2024 on December 4, 2024
 2. Annual Report for year 2024 of the Company (56-1 One Report 2024) as a QR Code, together with the Company's Financial Statements
 3. Profiles of directors for appointment to replace retiring directors by rotation for the 2025
- Documents Required for attending the Meeting
4. Acceptance for the invitation of online meeting
 5. Explanation on Appointment of Proxy, Registration and Evidence for Meeting Attendance
 6. Profiles of Independent Directors nominated for proxy appointment
 7. Proxy form (format optional)
 8. Articles of Association of the Company only applicable to the Shareholders' Meetings
 9. Privacy Notice for the 2025 Annual General Meeting of Shareholders

The Board of Directors' Meeting of Pro Inside Public Company Limited (hereinafter referred to as "Company") No. 1/2025, held on February 27, 2025, had resolved to convene the 2025 Annual General Meeting of Shareholders (hereinafter referred to as "Meeting") on April 23, 2025 at 2:00 p.m. via electronic devices (e-AGM), pursuant to the Electronic Meetings Act B.E. 2563 and other related laws and regulations, and the list of shareholders entitled to attend the meeting (Record Date) is set for March 20, 2025, with the following agenda:

Agenda 1 Chairman of the Board of Directors reports to the shareholders

Voting

As this Agenda is for information to Shareholders, there will be no voting.

Agenda 2 To consider and certify the Minutes of Extraordinary General Meeting of shareholders No. 2/2024, which was held on 4 December 2024

Background and Rationale:

The Extraordinary General Meeting of Shareholders No. 2/2024 of the Company was held on December 4, 2024 and the company has prepared the minutes of the meeting, as per the copy details as shown in Attachment No.1.

Board of Directors' Opinion:

The Board of Directors deemed that the Minutes of Extraordinary General Meeting of shareholders No. 2/2024, held on December 4, 2024 was correctly recorded according to the meeting's resolution. It is considered appropriate for the meeting of shareholders to certify

Voting:

This agenda must be approved by a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.

Agenda 3 To consider and acknowledge the 2024 operation results of the Company

Background and Rationale:

The Company's operation results for the year 2024, as shown in the Annual Report 2024, (56-1 One Report 2024) which was submitted to shareholders with the invitation details as shown in Attachment No.2.

Board of Directors' Opinion:

The Board of Directors deemed it appropriate to propose that the Shareholders' Meeting consider and acknowledge the Company's operation results for the year 2024.

Voting

As this Agenda is for information to Shareholders, there will be no voting.

Agenda 4 To consider and approve the Company's financial statements for year 2024, ended 31 December 2024

Background and Rationale:

In compliance with relevant law stipulating that a Company shall prepare its Financial Statements at the end of the fiscal year of the Company and arrange for them to be audited and certified by the Audit prior to propose for Shareholder's approval.

The Financial Statements and Auditor's Report for the year ended December 31, 2024 have been reviewed by the Audit Committee and audited by the Certified Public Accountant details as shown in the 2024 Annual Report which was submitted to Shareholders in the form of QR Code together with this Invitation details as shown in Attachment No.2. A summary of the key financial position for the year 2024 is as follows:

Unit: Million Baht

Detail	Y 2024	Y 2023
Statements of Financial		
- Total Assets	1,755	1,140
- Total Liabilities	1,428	776
- Total Shareholder's equity	326	364

Detail	Y 2024	Y 2023
Statements of Income		
- Total Revenue	1,472	1,075
- Profit for the Year	103	104
- Basic earnings per share (Baht per Share)	0.26	0.28
Statements of Cash Flows		
- Net cash from (used in) operating activities	8	166
- Net cash from (used in) investing activities	(69)	(221)
- Net cash from (used in) financing activities	120	123
- Net cash and cash equivalents increased (decreased)	60	68
- Cash and cash equivalents at the beginning of the Years	78	10
- Cash and cash equivalents at the end of the years	138	78

Board of Directors' Opinion:

The Board of Directors deemed it appropriate to propose that the Shareholders' Meeting consider and approve the aforementioned financial statement.

Voting

This agenda must be approved by a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.

Agenda 5 To consider and approve the omission of the allocation of net profit to the legal reserve and the omission of the dividend payment for the operating results for the year 2024

Background and Rationale:

In accordance with the Public Limited Companies Act B.E. 2535, the Company is required to allocate at least five (5) percent of its annual net profit deducted by any accumulated losses carried forward to a reserved fund, until the reserved fund reaches at least ten (10) percent of the registered capital. As of December 31, 2024, the Company had a registered capital of THB 270,000,000 and a legal reserve of THB 27,000,000, representing 10% of the registered capital, in full compliance with the requirement under the Public Limited Companies Act. Therefore, the Company is not required to further allocate additional profit as a legal reserve for this period.

In addition, the Company has a dividend payment policy to shareholders at no less than 40 percent of the net profit after income tax deduction, and reservation deduction according to the law. However, the dividend payment may be subjected to change. Regarding the dividend payment for the performance of the year 2024, the Company intends to reserve funds for the projects planned for the upcoming business activities in 2024. As interim dividends have already been paid twice in 2024, and in order to strengthen the financial liquidity and business stability, as well as to support future investment and expansion plans, it is deemed appropriate to propose the consideration of approval to omit the dividend payment for the fiscal year 2024.

Detail of interim Dividend Payment for the Year 2024

Details of Dividend Payment	No. 1/2567	No. 2/2567
1. Unappropriated Retained Earnings (THB)	180,793,491 <i>(As of Quarter 1)</i>	121,706,739 <i>(As of Quarter 2)</i>
2. <u>Less</u> a legal reserve (5%)	7,000,000	-
3. Net profit for dividend payment (Baht) (1) - (2)	173,793,491	121,706,739
4. Total amount of dividend paid (Baht)	72,000,000	72,000,000
5. Proportion of dividends (%)	41.43	59.16
6. Shares	400,000,000	400,000,000
7. Dividend (Baht per Share)	0.18	0.18

Note: The Company paid the first interim dividend for the year 2024 to shareholders on May 29, 2024, and the second interim dividend for the year 2024 to shareholders on August 23, 2024.

Board of Directors' Opinion:

The Board of Directors deemed it appropriate to propose that the Shareholders' Meeting consider and approve the omission of the allocation of net profit to the legal reserve and the omission of the dividend payment for the operating results for the year 2024.

Voting

This agenda must be approved by a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.

Agenda 6 To consider and approve the appointment of directors in place of those who are due to retire by rotation for the year 2025

Background and Rationale:

According to the Public Limited Companies Act B.E. 2535 and Article 17 of the company's regulations, at every annual general meeting, one-third (1/3) of the Board of Directors shall retire. If directors number is not dividable by three portion, then directors will be retired amount closest to one-third. The directors who retire by rotation in the first and second year after becoming a public company shall be drawn by lots. After that, the directors who have been in position the longest shall retire first. The directors who retired at that time may be re-elected into a position. At present, there are 8 directors, therefore, there are 3 directors to be retire by rotation in this Meeting as follows;

- (1) Mr. Bodin Apisaksirikul
- (2) Mr. Viravit Chartvivatpornchai
- (3) Miss Kannika Phaewatthanalert

In considering the nomination of directors to replace those retiring by rotation, the Board of Directors assigned the Nomination and Remuneration Committee to consider the nomination of the persons qualified to be directors, and then proposed the names of such candidates to the Board of Directors.

However, with regard to the consideration of election of new directors (the Interested director was prohibited from participating in the meeting), the Nomination and Remuneration Committee had proposed its opinion to the Board of Directors that the three (3) retiring directors are qualified, knowledgeable, well-experienced, visionary, ethical, as well as possessing good leadership skills, with an excellent attitude toward the organization, and are able to devote their time in the best interests of the Company's business operation. In addition, it also took into account the characteristics and does not have any prohibited characteristics under the Public Limited Companies Act and Securities and Exchange Act B.E. 1992 (and its amendment) ("Securities and Exchange Act") as well as related regulations for those who will hold positions as independent directors, they are qualified as independent directors in accordance with the requirements of the Securities and Exchange Commission, including the Company's definition of an "Independent Director(s)" and be able to give independent opinions in relation to the relevant rules and regulations.

Board of Directors' Opinion

The Board of Directors (excluding the directors who are due to retire by rotation at the 2025 Annual General Meeting of Shareholder) has considered for the most appropriate and useful of the Company's operation, and deemed it appropriate to propose that the Shareholders' Meeting consider and approve the re-appointment 3 directors; (1) Mr. Bodin Apisaksirikul (2) Mr. Viravit Chartvivatpornchai (3) Miss Kannika Phaewatthanalert returned as directors for another term.

Voting

This agenda must be approved by a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.

Agenda 7 To consider and approve the remuneration for directors for the year 2025

Background and Rationale:

According to the Public Company Limited Act BE. 2535 Section 90, the payment of directors' remuneration shall be in accordance with the resolution of the shareholders' meeting, comprising of the votes of not less than two-thirds of the total votes of the shareholders attending the meeting, and for the Board of Directors receive remuneration for their performance of duties properly and fairly, this includes sub-committees' remuneration which the Board of Directors has considered and appointed to supervise the management in various fields in accordance with the specified policies. Therefore, the Nomination and Remuneration Committee has proposed to the Board of Directors to determine of remuneration of directors for year 2025. The considerations were made on the Company's operation results, the director's duties and responsibilities, as well as director's remuneration of other company in the same industrial. The remuneration of directors for the year 2025 as follow.

Unit: baht

Meeting	Remuneration (THB)		Meeting Allowance (THB)	
	Monthly basis		Per meeting	
	Y 2024	Y 2025	Y 2024	Y 2025
Board of Directors / Shareholder				
Chairman	22,000.00	22,000.00	20,000.00	20,000.00
Director	12,000.00	12,000.00	10,000.00	10,000.00
Audit Committee				
Chairman	-	-	12,000.00	12,000.00
Director	-	-	10,000.00	10,000.00
Risk Management Committee				
Chairman	-	-	12,000.00	12,000.00
Director	-	-	10,000.00	10,000.00
Nomination and Remuneration Committee				
Chairman	-	-	12,000.00	12,000.00
Director	-	-	10,000.00	10,000.00
Corporate Governance and Sustainability Committee				
Chairman	-	-	12,000.00	12,000.00
Director	-	-	10,000.00	10,000.00

In this regard, the monthly remuneration for year 2025 and meeting allowance in aggregate shall not exceed THB 3,000,000.00 per year. In addition, the directors, who are employee of the Company, shall not be entitled to receive meeting allowance for the sub-committee meetings.

In addition to the monetary remuneration mentioned above, the Group has established a Directors and Officers Liability Insurance policy to support directors in performing their duties effectively.

Board of Directors' Opinion

The Board of Directors deemed it appropriate to propose that the Shareholders' Meeting consider and approve remuneration of directors for year 2025 as proposed above. Effective May 1, 2025 onwards.

Voting

This agenda must be approved by not less than two-thirds of the total number of votes of shareholders who attend the Meeting.

Agenda 8 To consider and approve the appointment of the auditor and the audit fee for the accounting period 2025

Background and Rationale:

According to Section 120 of the Public Limited Companies Act B.E. 2535 (1992) and Article 37 of the company's regulations, the annual general meeting of shareholders shall appoint the auditor and determine the audit fees of the company each year.

The Board of Directors and the Audit Committee have evaluated the auditors from PricewaterhouseCoopers ABAS Ltd. ("PwC") based on their qualifications, knowledge, experience, credibility, independence, performance, continuity, and efficiency in auditing, as well as the appropriateness of the audit fees. Having determined that PwC meets all necessary criteria, it is deemed appropriate to propose that the shareholders' meeting appoint auditors from PricewaterhouseCoopers ABAS Ltd. ("PwC") as the company's auditors for the fiscal year 2025. One of the following auditors shall be designated to audit and express an opinion on the company's financial statements:

- | | |
|--------------------------------|------------------------------------|
| (1) MISS NUNTIKA LIMVIRIYALERS | CPA Registration No. 7358 ; and/or |
| (2) MR. PAIBOON TUNKOON | CPA Registration No. 4298; and/or |
| (3) MISS TITHINUN VANKEO | CPA Registration No. 9432 |

In case those auditors cannot perform their duties to the Company, PricewaterhouseCoopers ABAS Ltd. shall arrange for another licensed auditor from PricewaterhouseCoopers ABAS Ltd. who meets the qualifications to carry out the audit on behalf of the company, subject to prior approval by the Board of Directors. The auditors listed above have no relationship or vested interest with the company, its executives, major shareholders, or any individuals related to them.

It is proposed that the audit fee for the fiscal year 2025 be set at a maximum of 2,350,000 Baht per year, excluding other expenses (Out of Pocket Expenses). A comparison with the audit fees of the previous year is as follows:

Details (Unit: Baht)	2023	2024	2025
Audit fee	2,200,000	2,350,000	2,350,000
Non-Audit fee	None	None	None
Total	2,200,000	2,350,000	2,350,000

Board of Directors' Opinion

The Board of Directors and Audit Committee deemed it appropriate to propose that the Meeting consider and approve the appointment of the following auditors from PricewaterhouseCoopers ABAS Ltd., as the auditors for the year 2025 and approve the auditor's remuneration for the year 2025 at the total amount not exceeding THB 2,350,000 as specified above.

Voting

This agenda must be approved by a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes.

Agenda 9 To consider and approve the amendment of the Company's objectives and approve the amendment to Clause 3 of the Company's Memorandum of Association to be consistent with the amendment of the Company's objectives

Background Information

For the purposes of the Company's business operations covers the business that the company May expand the scope further in the future, the Board of Directors' Meeting No.1/2025 which held on February 27, 2025 resolved to propose to the Meeting to consider and approve the amendment of the Company's objectives and to approve the amendment of the Memorandum of Association, Clause 3 to be consistent with the amendment of the Company's objectives. The Company's objectives shall be added 4 clauses from the original 80 objectives to 84 objectives as follows:

No.	Amended Objectives
(81)	To carry on the business of providing cloud computing services, including Infrastructure-as-a-Service (IaaS) and Software-as-a-Service (SaaS), but not limited to Private Cloud, Public Cloud, and Hybrid Cloud services, along with the provision of applications through cloud computing systems.
(82)	To carry on the business of Virtual Network Provider.
(83)	To carry on the business of providing Data Entry and Data Processing.
(84)	To carry on the business of buying, selling, importing, exporting, exchanging, installing, assembling, repairing, and distributing all types of electronic equipment, telecommunications devices, telecommunications tools, metal tools, machinery, all types of munitions and ordnance, vehicles, ships, aircraft, or all types of transportation. This includes parts and maintenance components for all the aforementioned products, supplying government agencies, state enterprises, and private sector organizations.

In order to align with the amendment of the company's objectives from 80 items to 84 items, the company will need to amend Article 3 of its Memorandum of Association as follows:

"Article 3. The objectives of the company consist of 84 items, as detailed in Form BMJ. 002 attached."

Board of Directors' Opinion

The Board of Directors deemed it appropriate to propose that the Shareholders' Meeting consider and approve the amendment of the Company's objectives by added 4 clauses from the original 80 objectives to 84 objectives and to approve the amendment of the Memorandum of Association, Clause 3 to be consistent with the amendment of the Company's objectives as detailed above.

Voting

This agenda must be approved by not less than three-fourths (3/4) of the total votes of shareholders who attend the Meeting and cast their votes.

Agenda 10 To consider other matters (if any)

Apart from the above agenda, shareholders whose total shares made up not less than one-thirds of listed share, may request the meeting of shareholders to consider matter apart from that set in the invitation. Nonetheless, this shall be made in pursuant of Section 105 of Public Limited Companies Act.

Moreover, to be in accordance with Section 225 of the Securities and Exchange Act. The Board of Directors, therefore, fixed March 20, 2025 as the record date (Record Date) to determine the names of shareholders who shall have the right to attend and vote at the 2025 Annual General Meeting of Shareholders.

Please be informed accordingly that all shareholders are hereby invited to attend the Meeting on the date and time as mentioned above. Any shareholders wish to appoint another person to attend and vote on his/her behalf at this meeting, please appoint one of the proxy forms, Form A, Form B or Form C and submit to the Company before attending the meeting. As for foreign shareholders who appoint a custodian in Thailand, please use one of the proxy forms, Form A, Form B, or Form C. In the event that shareholders who are unable to attend the 2025 Annual General Meeting of Shareholders can appoint Independent Directors of the Company as detailed in the proxy form to attend the meeting and vote on behalf of the shareholders. If any shareholders have any questions concerning the proposed agendas, the Company welcomes the opportunity to clarify these matters in the Meeting. Please send your questions in advance via email to ir@proinside.co.th. If you wish to ask further questions, please contact the Company's secretary at the phone number 02 029 7875 ext. 726.

However, due to this meeting is an electronic meeting (e-AGM). Shareholders can study the explanation on how to assign proxy, registration, presenting evidence of attendance to the meeting and the method of attending the meeting via electronic media (e-AGM) according to Enclosure 5 that attached to this letter and the Company request the shareholders to send the acceptance form to the Company or by scanning or taking photos to the company at ir@proinside.co.th within April 21, 2025 would be very grateful.

In addition, the Company has prepared Annual Report 2024 (Form 56-1 One Report 2024) in the form of an electronic document due to the omission of giving out a hard copy as a part of the responsible business to reduce the environmental impact and global warming from business operations.



Best regards,



(Mr. Wisudhi Srisuphan)
Chairman

Extraordinary General Meeting of shareholders No. 2/2024**Pro Inside Public Company Limited**

December 4, 2024, 4 p.m.

55, A.A. Capital Building, Ratchada, Ratchadaphisek Road,

Din Daeng Subdistrict, Din Daeng District, Bangkok

Meeting started at 4 pm

Mr. Wisudhi Srisuphan, who chaired the Meeting (the “Chairman”), welcomed the shareholders. Then assigned Mr. Nawat Tunhikorn (“the Secretary”) to announce the number of shareholders attending the meeting, explain the voting procedures, clarify the vote-counting process, and summarize the resolutions for each agenda item.

The Secretary informed to the meeting that Pro Inside Public Company Limited (the “Company”) currently has a registered capital of 270,000,000 Baht with paid-up capital of 200,000,000 Baht from 540,000,00 ordinary shares. Their par value was 0.50 Baht per share and of 400,000,000 ordinary shares were sold.

Section 32 of the Company’s Articles of Association states that it takes at least 25 shareholders or proxy shareholders (if any) or at least half of all shareholders to make a quorum for a general meeting, and the combined shares of those present must constitute at least one third (1/3) of all sold ordinary shares.

For the Meeting, given that 400,000,000 of the Company’s shares were sold, it required at least 133,333,334 shares to make quorum. The Meeting was attended by 6 shareholders in person and 17 proxy shareholders, totaling 23 shareholders, who together held 400,000,000 shares or 100% of all sold shares of the Company, making quorum of the meeting in accordance with the Company’s Articles of Association.

The Secretary introduced the eight directors attending the meeting, as follows:

Directors who attended the meeting

- | | | |
|---|--------------------------------|---|
| 1 | Mr. Wisudhi Srisuphan | Chairman of the Board of Directors / Chairman of Nomination and Remuneration Committee / Independent Director |
| 2 | Mr. Tim Tak Timothy Wong | Independent Director / Chairman of Audit Committee / Chairman of Risk Management Committee |
| 3 | Mr. Bodin Apisaksirikul | Independent Director / Audit Committee |
| 4 | Mr. Viravit Chartvivatpornchai | Independent Director / Audit Committee / Chairman of Corporate Governance Committee |
| 5 | Mr. Voravith Vongsrirungruang | Independent Director / Corporate Governance Committee |
| 6 | Miss Kannika Phaewatthanalert | Director / Risk Management Committee |
| 7 | Miss Benyapa Chalermwat | Director / Chairman of the Executive Committee / Nomination and Remuneration Committee / Risk Management Committee / Corporate Governance Committee / Chief Executive Officer |
| 8 | Mr. Nawat Tunhikorn | Director / Executive Committee / Nomination and Remuneration Committee / Risk Management Committee / SVP – Finance and Accounting, / Company Secretary |

In this regard, the proportion of the directors who attended the meeting were 100%

Other who attended the meeting

Legal counsel and Vote counting inspector of TTT & Partner Co., Ltd.

1. Mr. Kongkoch Yongsavasdikul
2. Ms. Supatra Kerinsakuna

Financial Advisor from Siam Alpha Capital Co., Ltd.

1. Ms. Kashiya Chanthong
2. Mr. Sakchai Saeyang
3. Mr. Nitipon Rungruengsuparat

The Secretary explained the methods for voting and vote counts to the shareholders as following:

- In the discussion, if anyone wishes to speak at the meeting, shareholders should raise their hand. Upon being granted permission by the Chairman, the speaker must introduce themselves by stating their full name, shareholder status, or proxy status, and then proceed with the discussion on the agenda item.
- Each shareholder is entitled to vote equal to the number of shares held, whereby one share shall be equal to one vote. As for a shareholder attending the Meeting in person or a proxy holding shall cast only one of their votes, whether to vote approval, disapproval or abstention. The votes on each agenda item cannot be divided.
- In voting on each agenda item, the company will ask if there is anyone who disagrees or abstains from voting. In counting the votes for each agenda item, the company will deduct the votes of those who disagree or abstain from the total number of votes, and the remaining votes will be considered as agreeing votes.

After that, the Secretary invited the Chairman to open the meeting and introduced the meeting agenda in the order stated in the invitation letter for the Extraordinary General Meeting of shareholders No. 2/2024.

Agenda 1 Chairman of the Board of Directors reports to the shareholders

The Chairman expressed his gratitude to the directors, shareholders, and all relevant parties for their attendance at the meeting. He informed the meeting that the company has received approval from the Securities and Exchange Commission (SEC) to offer newly issued shares to the public, effective from August 14, 2024. The company is currently in the process of updating the financial information for the third quarter of 2024, as well as the details for the offering in the filing or prospectus that will be used in conjunction with the offering.

The company will be organizing an Investor Roadshow with the following schedule:

- Wednesday December 18, 2024, 6:00 p.m. – 8:00 p.m.
- At Avani Khon Kaen Hotel & Convention Centre, Khon Kaen Province
- Thursday December 19, 2024, 6:00 p.m. – 8:00 p.m.
- At Kingston Room, 5th Floor, Phase 3, Crystal Hotel, Hat Yai, Songkhla Province

Additionally, an Investor Roadshow will be held in Bangkok on Tuesday December 24, 2024, from 10:30 a.m. to 12:00 p.m. at Rooms 601-602, Building B, 6th Floor, Stock Exchange of Thailand, Ratchadapisek Road, Bangkok.

Agenda 2 To consider and certify the Minutes of Extraordinary General Meeting of shareholders No. 1/2024, which was held on 23 May 2024

The Chairman presented to the meeting that the minutes of the Extraordinary General Meeting of Shareholders No. 1/2567, held on May 23, 2024, had been accurately recorded. A copy of the minutes had been sent to the shareholders along with the meeting invitation, as indicated in Attachment 1. It is considered appropriate for the meeting of shareholders to certify.

The Chairman allowed shareholders to raise any questions and inquired whether there were any issues requiring amendments or revisions to the minutes of the meeting as presented. As there was no shareholders expressed any questions, opinions, or requests for modifications, the Chairman therefore, asked the meeting to consider certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2567, held on May 23, 2024, as proposed.

The Secretary informed the Meeting that the agenda had to be approved with the majority votes from the shareholders, who were present to cast the vote.

Meeting's resolution:

The Meeting voted and resolved to endorse the minutes of the Extraordinary General Meeting of shareholders No. 1/2024, held on May 23, 2024 with the following votes:

Resolution	Number of vote (1 share = 1 vote)	Percentage of shareholders who attended the meeting and vote
Approved	400,000,000	100.00
Disapproved	0	0.00
Abstention	0	-
Voided ballots	0	-
	400,000,000	100.00

Remarks: The resolution on this agenda item shall be passed by the majority vote of the shareholders who attend the Meeting and cast their votes, exclusive of the abstention as the basis of the vote counting.

Agenda 3 To Acknowledge the Interim Dividend Payment

The Chairman assigned the Secretary to present this agenda to the meeting. The Secretary then informed the meeting that, In accordance to Section 115 of the Public Limited Companies Act B.E. 2535 (1992) and Article 46 of the Company's Articles of Association, the Board of Directors may, from time to time, approve the payment of interim dividends to shareholders if it is deemed that the company has sufficient profits to do so. Once the interim dividend has been paid, it shall be reported to the shareholders at the next meeting.

In addition, the Company has a dividend payment policy to shareholders at no less than 40 percent of the net profit after income tax deduction, and reservation deduction according to the law. However, the dividend payment may be subjected to change.

As a return to the current shareholders, the Board of Directors, at Meeting No. 6/2567, passed a resolution approving the interim dividend payment to the company's shareholders whose names appear in the company's shareholder register as of August 13, 2024. The total number of eligible shares is 400,000,000, with a dividend payment of 0.18 baht per share, amounting to a total payout of 72,000,000 baht. The dividend is scheduled to be paid within one month from the date of the resolution approving the dividend payment, as detailed below.

Detail of interim Dividend Payment for the Year 2024

Details of Dividend Payment	No. 1/2567	No. 2/2567
1. Unappropriated Retained Earnings (THB)	180,793,491 <i>(As of Quarter 1)</i>	121,706,739 <i>(As of Quarter 2)</i>
2. <u>Less</u> a legal reserve (5%)	7,000,000	-
3. Net profit for dividend payment (Baht) (1) - (2)	173,793,491	121,706,739
4. Total amount of dividend paid (Baht)	72,000,000	72,000,000
5. Proportion of dividends (%)	41.43	59.16
6. Shares	400,000,000	400,000,000
7. Dividend (Baht per Share)	0.18	0.18

Remarks:

*The company has a legal reserve of 27,000,000 baht, equivalent to 10% of the registered capital; therefore, no additional legal reserve is required.

**The company paid the first interim dividend of 2567 to shareholders on May 29, 2024.

The Chairman allowed the shareholders and proxy shareholders to ask questions and make comments on issues related to the agenda. However, no shareholder raised any question so the Chairman asked the Meeting to acknowledge the Interim Dividend Payment as proposed.

The Secretary informed the meeting that the agenda was to acknowledge so no voting would be held for the agenda.

Meeting's resolution:

The Meeting acknowledged the Interim Dividend Payment.

Agenda 4 To consider and approve the Criteria for the Allocation of the Company's IPO Shares and the Allocation of the IPO Shares.

The Chairman assigned the Secretary to present this agenda to the meeting. The Secretary then informed the meeting that, According to the Extraordinary General Meeting of Shareholders No. 1/2567, held on January 19, 2024, the meeting approved the allocation of 140,000,000 newly issued ordinary shares with a par value of 0.50 baht per share, to be offered to the public for the first time (Initial Public Offering – IPO). Additionally, the meeting authorized the Board of Directors, or the Executive Committee, or the Chief Executive Officer, or any person authorized by the Board of Directors, the Executive Committee, or the Chief Executive Officer, to have the authority to consider and determine the terms and conditions related to the allocation of the IPO shares, as well as to set the guidelines for allocating the newly issued ordinary shares to related parties and stakeholders in accordance with the regulations

outlined in The Capital Market Supervisory Board Notification TorChor. 40/2557 regarding the offering of newly issued shares and warrants to purchase shares of the company (as amended)

In addition, the meeting of the Board of Directors No. 8/2024, held on November 11, 2024, resolved to delegate the Chief Executive Officer to prepare and propose the criteria for the allocation of the company's newly issued ordinary shares in accordance with the Capital Market Supervisory Board's Notification TorChor. 40/2557 to the Board of Directors. Then the Chief Executive Officer subsequently presented the criteria for the allocation of the company's newly issued ordinary shares to the meeting of the Board of Directors No. 9/2024, held on November 25, 2024, for consideration. The Board of Directors then resolved to approve the criteria for the allocation of the company's newly issued ordinary shares and the allocation of the newly issued ordinary shares to be proposed for the shareholders' consideration and approval regarding the allocation of the shares to various groups of individuals, as detailed below.

1. **Consideration to acknowledge the criteria for the types of individuals and the nature of relationships that create benefits for the sponsors to be allocated shares, and the number of shares to be allocated to the sponsors.**

The Board of Directors resolved to approve the criteria regarding the types of individuals and the nature of relationships that create benefits for the sponsors of the company to be allocated shares in the share offering ("Criteria for IPO Share Allocation to Sponsors"). These criteria aim to clearly define the beneficial relationships and ensure that the allocation does not improperly advantage the company, with the following details provided.

" Sponsors of the company" refers to individuals and/or legal entities that have a clear beneficial relationship with the company, including:

- A. Individuals or entities with a business relationship with the company, such as customers, business partners, trade creditors, contract counterparts, or business allies, etc.
- B. Individuals with other relationships, such as advisors, those who have provided assistance, consultants, or those who have clearly contributed benefits to the company, such as in business, sales and marketing, accounting and finance, investments, law and taxation, investment sources, technology, etc.

This also includes individuals authorized by the entities under (A) and (B) to exercise subscription rights on their behalf. Such individuals must have a relationship with the entities in (A) and (B) and be involved in benefiting the company, such as owners, executives, and employees of the entities (including individuals with close relationships to these individuals, such as spouses and children). This must be in accordance with the Securities and Exchange Commission's circular letter, 29/2566, regarding the clarification of the offering of newly issued securities in the form of shares and warrants to purchase shares of the company, and the allocation of shares to sponsors, dated October 3, 2023.

The number of shares allocated to sponsors must not exceed 15.00% of the total shares offered, and when combined with the shares allocated to directors, executives, employees, and Related Parties, it must not exceed 25.00% of the total shares offered.

The Board of Directors deemed it appropriate to categorize the sponsors and allocate the number of shares to the sponsors as follows:

Group of Recipients	The number of shares allocated	Percentage
1. Trade creditors / Customers / Business partners	Not exceeding 21,000,000 shares.	15.00
2. Individuals who have previously provided assistance / are providing assistance / offered advice and have contributed benefits to the company		

The Board of Directors meeting No. 9/2567 on November 25, 2024, a resolution was made to authorize the Chief Executive Officer to prepare a list of sponsors allocated ordinary shares, specifying the nature of each sponsor's contribution. Additionally, a process will be implemented to ensure that the allocation of ordinary shares to sponsors complies with the established criteria. The nature of the sponsors and the number of ordinary shares allocated will be disclosed in the filing and the prospectus.

2. Consideration to approve the criteria for determining the qualifications of related parties (directors and/or executives of the company who will be allocated shares) and the number of shares to be allocated.

The Board of Directors has approved the allocation of shares to the directors and executives of the company as of the allocation date. The Nomination and Compensation Committee has reviewed and approved the criteria for the allocation of shares to the directors and executives of the company as follows:

Group of Recipients	The number of shares allocated	Percentage
1. Chairman of the Board of Directors	Not exceeding 2,000,000 shares	1.43
2. Chairman of the Audit Committee	Not exceeding 1,000,000 shares	0.71
3. Directors / Independent Directors	Not exceeding 825,000 shares per person, or a total of not exceeding 3,300,000 shares	2.36
4. Executive ^{1/}	Not exceeding 10,000 shares per person, or a total of not exceeding 10,000 shares	Less than 0.01
Total	Not exceeding 6,310,000 shares	4.51

Remarks: 1/ The number of shares allocated to executives who are not shareholders and directors of the company will be determined based on their position and performance evaluation.

The Board of Directors has considered and determined the details of the directors and executives who will be allocated newly issued ordinary shares as follows.

Name	Position	The number of shares allocated	Percentage
1. Mr. Wisudhi Srisuphan	Chairman of the Board of Directors / Chairman of Nomination and Remuneration Committee / Independent Director	Not exceeding 2,000,000 shares	1.43
2. Mr. Tim Tak Timothy Wong	Independent Director / Chairman of Audit Committee / Chairman of Risk Management Committee	Not exceeding 1,000,000 shares	0.71
3. Mr. Bodin Apisaksirikul	Independent Director / Audit Committee	Not exceeding 825,000 shares	0.59
4. Mr. Viravit Chartvivatpornchai	Independent Director / Audit Committee / Chairman of Corporate Governance Committee	Not exceeding 825,000 shares	0.59
5. Mr. Voravith Vongsrirungruang	Independent Director / Corporate Governance Committee	Not exceeding 825,000 shares	0.59
6. Miss Kannika Phaewatthanalert	Director / Risk Management Committee	Not exceeding 825,000 shares	0.59
7. Executive ^{2/}		Not exceeding 10,000 shares	Less than 0.01
รวม		Not exceeding 6,310,000 shares	4.51

Remarks:

1/ Directors and executives include spouses or minor children, as per the Notification TorChor. 40/2557.

2/ Executives refer to executives who are not shareholders or directors of the company.

3/ No director or executive receiving the allocation of ordinary shares in this instance has been allocated more than 5% (five percent) of the total IPO shares being offered.

3. Consideration and approval of the allocation of securities to directors, executives, and/or employees of the Sky Group.

The Board of Directors has approved the allocation of newly issued ordinary shares of the company to directors, executives, and/or employees of the Sky Group (the Sky Group, which includes Sky ICT Public Company Limited and/or other companies within the group of Sky ICT Public Company Limited) in a broad manner, with a maximum of 8,000,000 shares or no more than 5.71% of the total shares offered in this offering, under the condition that individuals receiving the allocation must meet the following qualifications:

- 1) Has been employed for more than 1 year.
- 2) Hold the position of Officer or higher.

The allocation details are as follows:

Group of Recipients	The number of shares allocated	Percentage
1. Directors and executives of the Sky Group	Not exceeding 5,600,000 shares	4.00
2. Employees of the Sky Group	Not exceeding 2,400,000 shares	1.71
รวม	Not exceeding 8,000,000 shares	5.71

In the event that there are remaining shares after the subscription by the sponsors as per Clause 1, and/or related persons (directors and executives) as per Clause 2, and/or directors, executives, and/or employees of the Sky

Group as per Clause 3 above, the remaining newly issued ordinary shares shall be offered for sale to individuals at the discretion of the securities underwriter. The allocation as described above shall not be made to individuals who are prohibited from receiving the shares or exceed the limits as outlined in the Capital Market Supervisory Board Notification TorChor. 40/2557 regarding the offering of newly issued securities in the form of shares and warrants to purchase shares of the company issued as equity securities, dated December 16, 2014 (as amended) and the Capital Market Supervisory Board Notification TorChor. 27/2559 regarding the criteria, conditions, and methods for the offering of securities, dated August 1, 2016 (as amended). To facilitate the determination of related details regarding the offering, it is proposed to authorize the Chief Executive Officer or a designated person appointed by the Chief Executive Officer to have the authority to decide the details of the offering, the offering price, the offering period, and other terms and conditions related to the offering of these newly issued ordinary shares, in alignment with the market conditions at that time.

Therefore, based on the above allocation criteria, the types of allocations can be summarized as follows:

Group of Recipients	The number of shares allocated	Percentage
Allocation for the company (not exceeding 25%)		
1. The company's sponsors	Not exceeding 21,000,000 shares	19.51% (Proportion according to Item 1: Not exceeding 15%)
2. Related Parties (directors and executives)	Not exceeding 6,310,000 shares	
Broad allocation and allocation at the discretion of the securities underwriter (not less than 75%)		
3. Directors, executives, and/or employees of the Sky Group	Not exceeding 8,000,000 shares	5.71
4. Offered to individuals at the discretion of the securities underwriter	Not less than 104,690,000 shares	74.78
Total number of shares offered	140,000,000 shares	100.00

In the event that the company's sponsors, Related Parties (directors and executives), and directors, executives, and/or employees of the Sky Group as mentioned in Items 1, 2, and 3 above, exercise their subscription rights and fail to fully pay for the shares allocated to them, the remaining shares will be combined with those offered to individuals at the discretion of the securities distributor as per Item 4.

The Board of Directors recommends that the shareholders' meeting consider the following:

1. Acknowledging the criteria for the types of individuals and the nature of relationships that create benefits for the sponsors to be allocated shares, and the number of shares to be allocated to the sponsors, and authorizing the Chief Executive Officer to have the authority to prepare the list of stakeholders to be allocated ordinary shares as proposed.
2. Approving the criteria for determining the qualifications of related persons (directors and/or executives of the company) who will be allocated shares, and the number of shares to be allocated as proposed.

3. Approving the allocation of shares to directors, executives, and/or employees of the Sky Group as proposed.
4. Approving the delegation of authority to the Chief Executive Officer, or a person appointed by the Chief Executive Officer, to have the authority to determine the details of the offering, including the offering price, offering period, and other terms and conditions related to the offering of the new ordinary shares as proposed.

The Chairman allowed the shareholders and proxy shareholders to ask questions and make comments on issues related to the agenda. However, no shareholder raised any question so the Chairman asked the Meeting to acknowledge the criteria for the types of individuals and the nature of relationships that create benefits for the sponsors who will be allocated shares, as well as the number of shares to be allocated to the sponsors. The meeting was also asked to approve the allocation of shares to related persons (directors and/or executives of the company who will be allocated shares) and to directors, executives, and/or employees of the Sky Group, as well as the related authority delegation as proposed.

The Secretary informed the Meeting that the agenda had to be approved with the majority votes from the shareholders, who were present to cast the vote.

Meeting's resolution:

The meeting has considered and resolved as follows:

1. Acknowledging the criteria for the types of individuals and the nature of relationships that create benefits for the sponsors to be allocated shares, and the number of shares to be allocated to the sponsors, and authorizing the Chief Executive Officer to have the authority to prepare the list of stakeholders to be allocated ordinary shares as proposed.
2. Approving the criteria for determining the qualifications of related persons (directors and/or executives of the company) who will be allocated shares, and the number of shares to be allocated as proposed.
3. Approving the allocation of shares to directors, executives, and/or employees of the Sky Group as proposed.
4. Approving the delegation of authority to the Chief Executive Officer, or a person appointed by the Chief Executive Officer, to have the authority to determine the details of the offering, including the offering price, offering period, and other terms and conditions related to the offering of the new ordinary shares as proposed.

Resolution	Number of vote (1 share = 1 vote)	Percentage of shareholders who attended the meeting and vote
Approved	400,000,000	100.00
Disapproved	0	0.00
Abstention	0	-
Voided ballots	0	-
	400,000,000	100.00

Remarks: The resolution on this agenda item shall be passed by the majority vote of the shareholders who attend the Meeting and cast their votes, exclusive of the abstention as the basis of the vote counting.

Agenda 5 To consider other matters (if any)

The Chairman present this agenda to the meeting. Therefore, proposed to the meeting that in addition to the above agenda items, shareholders with shares totaling not less than one-third of the total number of shares sold may request the meeting to consider matters other than those specified in the meeting invitation letter, in accordance with Section 105, paragraph two of the Public Limited Companies Act B.E. 2535 (and the amendments).

The Chairman asked the meeting whether any shareholder would like to propose other issues or ask further questions and make comments on other matters not included in the agenda or to propose any other issues for the meeting's consideration. However, no shareholder raised any question so the Chairman thanked all shareholders and participants for their time and attendance at the meeting and declared the meeting closed.

The meeting was adjourned at 4.30 p.m.



(Mr. Nawat Tunhikorn)
Corporate Secretary



(Mr. Wisudhi Srisuphan)
Chairman of the Meeting

Annual Report 2024 (56-1 One Report 2024)
and Financial Statements for the Year 2024 ended December 31, 2024



Profiles of directors for appointment to replace retiring directors by rotation
Pro Inside Public Company Limited

Name – Surname	Mr. Bodin Apisaksirikul		
Age	46 years		
Type of Directorship	Independent Director / Audit Committee		
Date of appointment	19 October 2022		
Education Background	Master of Business Administration, Seattle University		
	Bachelor of Business Administration, Assumption University		
Training	Director Certification Program (DCP) 2019 Director's Guide to Legal Obligations and Duties (DLD) 2024		
Experiences for the past 5 years	2023 – Present	Director	Simply Eat Company Limited
	2023 – Present	Audit Committee	Pro Inside Public Company Limited
	2022 – Present	Independent Director	Pro Inside Public Company Limited
	2013 – Present	Director	Industry Pro Company Limited
	2013 – Present	Director	Mechanika Company Limited
	2012 – Present	Director	I.M.E. Corporation Company Limited
	2012 – Present	Director / Managing Director	Yong Hong (Thailand) Company Limited
	2019 – 2020	Independent Director	Sky ICT Public Company Limited
Current Position(s) in the Company	Independent Director / Audit Committee		
Attendance of Meetings in the previous year	9/10 meetings of the Board of Directors 7/8 meetings of the Audit Committee		
Years of Directorship	2 Years		
Family Relationship with Management	None		
Shareholding Percentage in PIS	0.15 percent (as of January 20, 2025)		
Current Directorship	Other listed companies	None	
	Other non-listed companies	1. Simply Eat Company Limited 2. Industry Pro Company Limited 3. Mechanika Company Limited 4. I.M.E. Corporation Company Limited 5. Yong Hong (Thailand) Company Limited	
	Other entities with potential conflict of interest	None	
Criminal Records over the past 10 years	Having been convicted of criminal offense or subject to prosecution.	None	
	Having been adjudged bankrupt or under receivership.	None	
	Having been management or controller in any company and partnership adjudged bankrupt.	None	



Profiles of directors for appointment to replace retiring directors by rotation (Cont'd)

Pro Inside Public Company Limited

Name – Surname	Mr. Viravit Chartvivatpornchai			
Age	46 years			
Type of Directorship	Independent Director / Audit Committee			
Date of appointment	19 December 2025			
Education Background	Ph.D. Public Administration, Bangkokthonburi University Master of Business Administration, Ramkhamhaeng University Bachelor of International Business Management, University of Thai Chamber of Commerce			
Training	Director Certification Program (DCP) 2023 Director’s Guide to Legal Obligations and Duties (DLD) 2024			
Experiences for the past 5 years	2023 – Present	Audit Committee / Chairman of the Corporate Governance Committee	Pro Inside Public Company Limited	
	2023 – Present	Director	AOT Ground Aviation Services Company Limited	
	2022 – Present	Independent Director	Pro Inside Public Company Limited	
	2022 – Present	Independent Director / Chairman of the Audit Committee	Wave Entertainment Public Company Limited	
	2010 – Present	Director	Lert Wattana Logistics Company Limited	
	2009 – Present	Director	Bang Pa-In Chai Company Limited	
	2007 – Present	Director	Sawatdichai 2005 Company Limited	
	2007 – Present	Director	C.T.I. Transport Company Limited	
Current Position(s) in the Company	Independent Director / Audit Committee / Chairman of the Corporate Governance Committee			
Attendance of Meetings in the previous year	10/10 meetings of the Board of Directors 8/8 meetings of the Audit Committee 2/2 meetings of the Corporate Governance Committee			
Years of Directorship	2 Years			
Family Relationship with Management	None			
Shareholding Percentage in PIS	0.15 percent (as of January 20, 2025)			
Current Directorship		Other listed companies	1. Wave Entertainment Public Company Limited	
		Other non-listed companies	1. AOT Ground Aviation Services Company Limited 2. Lert Wattana Logistics Company Limited 3. Bang Pa-In Chai Company Limited 4. Sawatdichai 2005 Company Limited 5. C.T.I. Transport Company Limited	
		Other entities with potential conflict of interest	None	
Criminal Records over the past 10 years		Having been convicted of criminal offense or subject to prosecution.	None	
		Having been adjudged bankrupt or under receivership.	None	

	Having been management or controller in any company and partnership adjudged bankrupt.	None
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Profiles of directors for appointment to replace retiring directors by rotation (Cont'd)

Pro Inside Public Company Limited

Name – Surname	Miss Kannika Phaewatthanalert			
Age	53 years			
Type of Directorship	Director			
Date of appointment	19 October 2022			
Education Background	Master of MBA College of Graduate Study in Management, Khon Kaen University Bachelor of Accounting, Dhurakij Pundit University			
Training	Director Accreditation Program (DAP) 2023 Director’s Guide to Legal Obligations and Duties (DLD) 2024			
Experiences for the past 5 years	2024 – Present	Director	T.R.V. Rubber Product Public Company Limited	
	2023 – Present	Risk Management Committee	Pro Inside Public Company Limited.	
	2023 – Present	Director and Adviser	CPS Shipping & Logistics Company Limited	
	2022 – Present	Director	Pro Inside Public Company Limited.	
	2022 – Present	VP- Internal Audit	SKY ICT Public Company Limited.	
	2022 – 2022	VP – Compliance	SKY ICT Public Company Limited.	
	2020 – 2021	Executive Director, Investment Committee Member	KSK Insurance (Thailand) Public Company Limited.	
	2019 – 2021	Financial Controller	KSK Insurance (Thailand) Public Company Limited.	
Current Position(s) in the Company	Director / Risk Management Committee			
Attendance of Meetings in the previous year	10/10 meetings of the Board of Directors 6/6 meetings of the Risk Management Committee			
Years of Directorship	2 Years			
Family Relationship with Management	None			
Shareholding Percentage in PIS	0.15 percent (as of January 20, 2025)			
Current Directorship	Other listed companies		T.R.V. Rubber Product Public Company Limited	
	Other non-listed companies		CPS Shipping & Logistics Company Limited	
	Other entities with potential conflict of interest		None	
Criminal Records over the past 10 years	Having been convicted of criminal offense or subject to prosecution.		None	
	Having been adjudged bankrupt or under receivership.		None	
	Having been management or controller in any company and partnership adjudged bankrupt.		None	

ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ บริษัท โปร อินไซด์ จำกัด (มหาชน)
Acceptance for the invitation of online meeting of Pro Inside Public Company Limited

วันที่.....เดือน.....พ.ศ.....

Date Month Year

- (1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....
 I/We, Identification Card/Passport number
 สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
 Nationality Residing at No. Road Sub district
 อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
 District Province Postal Code

- (2) เป็นผู้ถือหุ้นของ บริษัท โปร อินไซด์ จำกัด (มหาชน) โดยถือหุ้นรวมทั้งสิ้น หุ้น
 Being a shareholder of Pro Inside Public Company Limited, holding the total amount of shares
 ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2568
 I would like to participate the e-AGM for Annual General Meeting 2025

- ☐ เข้าร่วมประชุมด้วยตัวเอง เบอร์โทรศัพท์มือถือ.....(โปรดระบุ)
 (Self-Attending) Mobile Number Please fill in the blank.
☐ มอบฉันทะให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น
 Proxy to attend the meeting.
 เบอร์โทรศัพท์มือถือของผู้รับมอบฉันทะ.....(โปรดระบุ เพื่อใช้ในการเข้าระบบ)
 Proxy's Mobile Number Please fill in the blank.

- (3) ข้อมูลในการจัดส่ง URL เพื่อเข้าประชุมและวิธีการเข้าร่วมประชุม อีเมล.....(โปรดระบุ)
 Please send the Link to join the meeting by e-mail Please fill in the blank.

- (4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามเอกสารแนบ 5 วิธีการเข้าร่วมประชุม ภายในวันที่ 21 เมษายน 2568
 Please submit the required document per an enclosure 5 by 21 April 2025

- (5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ
 Once you have verified, the company will send the Link to join the meeting via e-mail

- (6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม
 Please prepare your Account Number and your Identification Card Number for log in the meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.....)

Explanation on Appointment of Proxy, Registration and Evidence for Meeting Attendance

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within April 21, 2025. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the e-mail you have sent to inform the Company. The Link will be sent one days in advance of the meeting date.

Requesting to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via e-mail or postal mail.
2. Submit your request to attend the meeting by sending information via website or QR Code.

If shareholders wish to notify their intention to attend the meeting via electronic media (E-AGM) by sending information via e-mail or postal:

1. Please fill in the document requesting to attend the meeting via electronic media (e-AGM) (Enclosure 4) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the e-AGM meeting.
 - 2.1 Shareholders who are natural persons:
 - If a shareholder wishes to attend the meeting in person via e-Meeting:
 - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
 - If a shareholder appoints another person to attend the meeting on his/her behalf via e-Meeting:
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
 - A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (e-Meeting)
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting instead via electronic media (e-Meeting)
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
 - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).


3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within the date April 21, 2025.

- e-mail : ir@proinside.co.th

- Postal : To. Company Secretary
Pro Inside Public Company Limited
55, A.A. Capital Ratchada Building, 5th Floor
Ratchadapisek Road, Dindaeng, Dindaeng
Bangkok 10400

If a shareholder wishes to submit a request to attend the meeting via electronic media (E-AGM) via the website or QR Code

1. Request to attend the meeting via Web Browser: Chrome by going to

Scan QR Code	เข้าไปที่ Link
	https://proInside.thekoble.com/agm/emeeting/index/1

2. Fill in the information of shareholders:
 - 2.1 Securities holder account number
 - 2.2 Name (do not include a title)
 - 2.3 Last Name
 - 2.4 ID card number
 - 2.5 Choose to accept the terms and consent to access to personal information
 - 2.6 Press “Confirm”
3. Check the name of the shareholder and the number of shares. If correct, please fill in shareholder information.
 - 3.1 Name - Surname (English)
 - 3.2 e-mail to receive a link to attend the meeting
 - 3.3 Mobile phone number

Self-Attending : Shareholder’s mobile number
 Proxy : Proxy’s mobile number. (Used to log in system)
4. Select the attendance type
 - 4.1 Attend the meeting in person via e-AGM
 - 4.2 Authorize the natural persons to attend the meeting via e-AGM
 - 4.3 Assign a proxy to an independent director
5. Press “Next”

In the case of shareholders attending the meeting in person

Prepared shareholders’ identification documents

1. Attach a copy of the shareholder’s identity document
2. Attach a copy of other identity documents
3. Press “Next”
4. The system will display a message “Information received successfully” check the name, surname, and number of shares again
5. Close window to finish

In the case of appointing the natural person to attend the meeting via e-AGM

Prepared shareholders' identification documents

1. Attach a copy of the shareholder's identity document
2. Attach a copy of other identity documents
3. Press "Next"
4. Save the proxy's information and attach supporting documents
 - 4.1 Name-surname of the proxy (Thai language)
 - 4.2 Name-surname of the proxy (English)
 - 4.3 Attach a copy of the proxy's identity document
 - 4.4 Attach the proxy form with complete information and signature
5. Press "Next"
6. The system will display a message "Information received successfully" check the name, surname, and number of shares again
7. Close window to finish

In the case of appointing a proxy to an independent director

1. Attach a copy of the shareholder's identity document (Like in the case of shareholders attending the meeting in person)
2. Attach the completed and signed proxy form
3. Press "Next"
4. The system will display a message "Information received successfully" check the name, surname, and number of shares again
5. Close window to finish

Remark: The system for receiving the request to attend the meeting will be open for operation from April 9, 2025 to April 23, 2025 or until the meeting is completed. (The system does not accept information on Saturdays, Sundays, and public holidays.)

Electronic Meeting Attendance (e-AGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an e-mail from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the e-AGM meeting system in detail. If you haven't received the Email within the April 22, 2025 date, please get in touch with the Company immediately.
2. Please prepare the following information for logging in the meeting

Self-Attending: Shareholder Account Number (10 digits Number) and ID Card.

Proxy: Proxy ID Card and Proxy's Mobile Number.

3. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

4. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
5. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
6. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).

7. If attendees have any problems or problems in using the e-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

***** This e-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company.*****

If a shareholder wishes to appoint an independent director as a proxy:

Suppose any shareholders cannot attend the e-AGM meeting in person or cannot appoint other proxies to attend the e-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Enclosure 7) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within the date April 21, 2025 via the following channels:

- e-mail : ir@proinside.co.th
- Postal : To. Company Secretary
 Pro Inside Public Company Limited
 55, A.A. Capital Ratchada Building, 5th Floor
 Ratchadapisek Road, Dindaeng, Dindaeng
 Bangkok 10400

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;

6. Submit information via the following channels:

- e-mail : ir@proinside.co.th
- Postal : To. Company Secretary
Pro Inside Public Company Limited
55, A.A. Capital Ratchada Building, 5th Floor
Rachadapisek Road, Dindaeng, Dindaeng
Bangkok 10400

Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the e-AGM meeting:

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions in advance to the Company before the meeting date through the following channels:

- e-mail : ir@proinside.co.th
- Postal : To. Company Secretary
Pro Inside Public Company Limited
55, A.A. Capital Ratchada Building, 5th Floor
Rachadapisek Road, Dindaeng, Dindaeng
Bangkok 10400

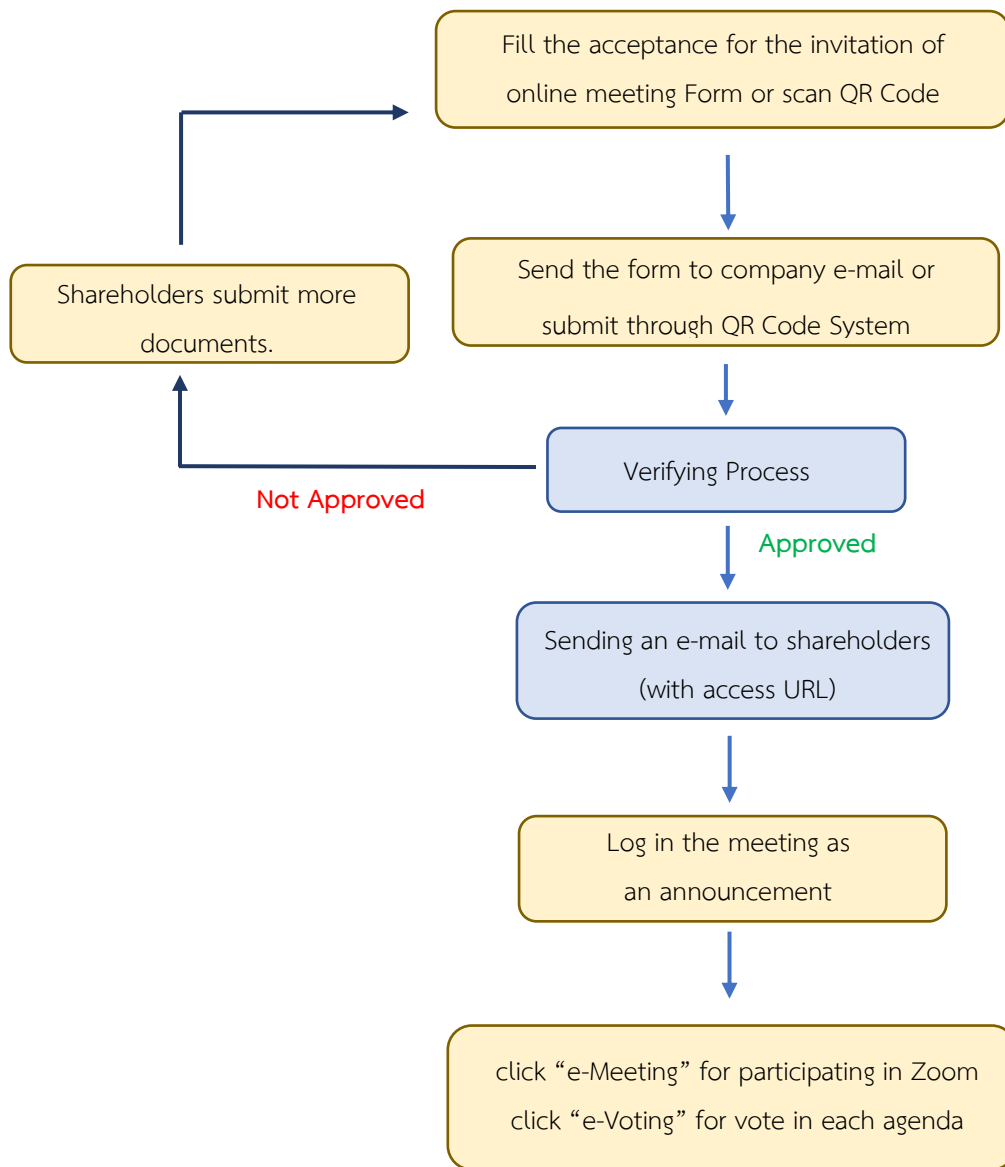
2. Submit advice or questions during the meeting to those attending the e-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:

- Q&A Chat channel for text messages;
- An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via e-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via e-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the e-mail that sends you the system's user manual.

E-AGM Flowchart



Profiles of Independent Directors Nominated for Proxy Appointment

Pro Inside Public Company Limited

Name – Surname	Mr. Wisudhi Srisuphan			
Age	76 Years			
Type of Directorship	Independent Director			
Appointment date	19 December 2022			
Educational Background	Master of Economics, Thammasat University			
	Master of Engineering, Lamar University			
	Bachelor of Engineering, Chulalongkorn University			
	Bachelor of Law, Ramkhamhaeng University			
Training	Director’s Guide to Legal Obligations and Duties (DLD) 2024			
	Role of the Chairman Program (RCP) ปี 2005			
	Director Certification Program (DCP) ปี 2000			
Experiences for the past 5 years	2023 – Present	Chairman of the Board of Directors / Chairman of Nomination and Remuneration Committee	Pro Inside Public Company Limited	
	2022 – Present	Independent Director	Pro Inside Public Company Limited	
	2562 – 2565	Senator	Senate	
	2557 – 2562	Deputy Minister of Finance	Ministry of Finance	
Current Position(s) in the Company	Independent Director / Chairman of the Board of Directors / Chairman of Nomination and Remuneration Committee			
Attendance of Meetings in the previous year	10/10 meetings of the Board of Directors 2/2 meetings of the Nomination and Remuneration Committee			
Years of Directorship	2 Years			
Family Relationship with Management	None			
Shareholding Percentage in PIS	0.37 percent (as of January 20, 2025)			
Current Directorship		Other listed companies	None	
		Other non-listed companies	None	
		Other entities with potential conflict of interest	None	
Criminal Records over the past 10 years		Having been convicted of criminal offense or subject to prosecution.	None	
		Having been adjudged bankrupt or under receivership.	None	
		Having been management or controller in any company and partnership adjudged bankrupt.	None	


Profiles of Independent Directors Nominated for Proxy Appointment (Cont'd)

Pro Inside Public Company Limited

Name – Surname	Mr. Tim Tak Timothy Wong			
Age	63 Years			
Type of Directorship	Independent Director / Chairman of the Audit Committee			
Date of appointment	19 October 2022			
Education Background	Bachelor of Accounting, RMIT University			
Training	Director’s Guide to Legal Obligations and Duties (DLD) 2024			
	Advance Audit Committee Program (AACP) 2023			
	Director Certification Program (DCP) 2009			
Experiences for the past 5 years	2023 – Present	Chairman of the Audit Committee / Chairman of Risk Management Committee	Pro Inside Public Company Limited	
	2023 – Present	Chief Financial Officer	KWI Public Company Limited	
	2022 – Present	Independent Director	Pro Inside Public Company Limited	
	2023 – 2024	Investment Adviser	Nova Organic Public Company Limited	
	2022 – 2022	General Manager	OneAsia Data Center (Thailand) Company Limited	
	2011 – 2021	Director	Loxley Mobile Company Limited	
	2010 – 2021	Director	Thai Gateway Company Limited	
	2005 – 2021	Director	Mobile Innovation Company Limited	
	2005 – 2021	Director	Loxbit Public Company Limited	
	2003 – 2021	Executive Director	Loxley Wireless Public Company Limited	
Current Position(s) in the Company	Independent Director / Chairman of the Audit Committee / Chairman of Risk Management Committee			
Attendance of Meetings in the previous year	10/10 meetings of the Board of Directors 8/8 meetings of the Audit Committee 6/6 meetings of the Risk Management Committee			
Years of Directorship	2 Years			
Family Relationship with Management	None			
Shareholding Percentage in PIS	0.18 percent (as of January 20, 2025)			
Current Directorship		Other listed companies	None	
		Other non-listed companies	None	
		Other entities with potential conflict of interest	None	
Criminal Records over the past 10 years		Having been convicted of criminal offense or subject to prosecution.	None	
		Having been adjudged bankrupt or under receivership.	None	
		Having been management or controller in any company and partnership adjudged bankrupt.	None	

Profiles of Independent Directors Nominated for Proxy Appointment (Cont'd)

Pro Inside Public Company Limited

Name – Surname	Mr. Voravith Vongsrirungruang			
Age	46 Years			
Type of Directorship	Independent Director			
Date of appointment	19 December 2022			
Education Background	Master of Industrial Engineering, Warwick University, United Kingdom			
	Bachelor of BFA Academy of Arts University, USA			
Training	Director’s Guide to Legal Obligations and Duties (DLD) 2024			
	Director Accreditation Program (DAP) 2023			
Experiences for the past 5 years	2023 – Present	Corporate Governance Committee	Pro Inside Public Company Limited	
	2022 – Present	Independent Director	Pro Inside Public Company Limited	
	2017 – Present	Director	Consumax (Thailand) Company Limited	
	2015 – Present	Managing Director	Cherkoonda Company Limited	
	2004 – Present	Executive Director	Thai Syntech Industry Company Limited	
Current Position(s) in the Company	Independent Director / Corporate Governance Committee			
Attendance of Meetings in the previous year	10/10 meetings of the Board of Directors 2/2 meetings of the Corporate Governance Committee			
Years of Directorship	2 Years			
Family Relationship with Management	None			
Shareholding Percentage in PIS	0.15 percent (as of January 20, 2025)			
Current Directorship	Other listed companies		None	
	Other non-listed companies		1. Consumax (Thailand) Company Limited	
	Other entities with potential conflict of interest		None	
Criminal Records over the past 10 years	Having been convicted of criminal offense or subject to prosecution.		None	
	Having been adjudged bankrupt or under receivership.		None	
	Having been management or controller in any company and partnership adjudged bankrupt.		None	

Proxy Form A (a general form which is simple and not complicated)

Attached to the Notification of the Department of Business Development Re: Proxy Forms (No. 5) B.E. 2550 (2007)

(Affix Baht 20 Duty Stamp)

Written at:

Date:

- (1) I/We, Nationality: Address No.:
 Road: Tambon/Subdistrict: Amphoe/District:
 Province: Post Code:
 as a shareholder of Pro Inside Public Company Limited, holding a total ofshare(s) and equivalent to a
 total ofvote(s), as follows:

- (2) Hereby grant proxy to either:

Please mark
(✓) in front
of only one
proxy's
name

- ☐ (Mr./Mrs./Miss) Age:years
 Address No.: Road: Tambon/Sub-district:
 Amphoe/District: Province: Post Code:
☐ (Mr./Mrs./Miss) Age:years
 Address No.: Road: Tambon/Sub-district:
 Amphoe/District: Province: Post Code:
☐ **Mr. Wisudhi Srisuphan** Independent Director and concurrently Chairman of the Board of Directors, Age 76,
 residing at 8/244, Soi Kasemsan 3, Wang Mai Subdistrict, Pathum Wan District, Bangkok; or
☐ **Mr. Tim Tak Timothy Wong** Independent Director and concurrently Chairman of the Audit Committee, Age 63,
 residing at 90/545, Soi Phraya Suren 26, Bang Chan Subdistrict, Khlong Sam Wa District, Bangkok; or
☐ **Mr. Voravith Vongsirungruang** Independent Director, Age 46, residing at 72, Moo.14, Rai Khing Subdistrict, Sam
 Phran District, Nakhon Pathom Province

as my/our representative to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the
 year 2025 of Pro Inside Public Company Limited on April 23, 2025 at 2:00 p.m. via electronic devices (e-AGM) only or any
 adjournment thereof to any other date, time and place.

All acts undertaken by the proxy at the Meeting shall be treated as if they were my/our own acts in all respects.

Signed: Grantor
 (.....)

Signed: Proxy
 (.....)

Signed: Proxy
 (.....)

Signed: Proxy
 (.....)

Remark

The shareholder shall appoint only one proxy to attend and vote at the Meeting, and the number of shares is indivisible to
 multiple proxies for different voting.

Proxy Form B (a form which clearly specifies the items for which a proxy is granted)

Attached to the Notification of the Department of Business Development Re: Proxy Forms (No. 5) B.E. 2550 (2007)

(Affix Baht 20 Duty Stamp)

Written at:.....

Date.....

- (1) I/We, Nationality: Address No.:
 Road: Tambon/Subdistrict: Amphoe/District:
 Province: Post Code:
 as a shareholder of Pro Inside Public Company Limited, holding a total ofshare(s) and equivalent to a
 total ofvote(s), as follows:

(2) Hereby grant proxy to either:

Please mark
 (✓) in front
 of only one
 proxy's
 name

- ☐ (Mr./Mrs./Miss) Age:years
 Address No.: Road: Tambon/Sub-district:
 Amphoe/District: Province: Post Code:
☐ (Mr./Mrs./Miss) Age:years
 Address No.: Road: Tambon/Sub-district:
 Amphoe/District: Province: Post Code:
☐ **Mr. Wisudhi Srisuphan** Independent Director and concurrently Chairman of the Board of Directors, Age 76,
 residing at 8/244, Soi Kasemsan 3, Wang Mai Subdistrict, Pathum Wan District, Bangkok; or
☐ **Mr. Tim Tak Timothy Wong** Independent Director and concurrently Chairman of the Audit Committee, Age 63,
 residing at 90/545, Soi Phraya Suren 26, Bang Chan Subdistrict, Khlong Sam Wa District, Bangkok; or
☐ **Mr. Voravith Vongsrirungruang** Independent Director, Age 46, residing at 72, Moo.14, Rai Khing Subdistrict, Sam
 Phran District, Nakhon Pathom Province

as my/our representative to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the
 year 2025 of Pro Inside Public Company Limited on April 23, 2025 at 2:00 p.m. via electronic devices (e-AGM) only or any
 adjournment thereof to any other date, time and place.

(3) I/We hereby authorize the proxy to vote on my/our behalf at this Meeting as follows:

Item 1 Chairman of the Board of Directors reports to the shareholders

(No Casting of votes on this agenda item is required.)

Item 2 To consider and certify the Minutes of Extraordinary General Meeting of shareholders No. 2/2024, which was
 held on 4 December 2024

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ Agree☐ Against☐ AbstainItem 3 To consider and acknowledge the 2024 operation results of the Company

(No Casting of votes on this agenda item is required.)

Item 4 To consider and approve the Company's financial statements for year 2024, ended 31 December 2024

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item 5 To consider and approve the omission of the allocation of net profit to the legal reserve and the omission of the dividend payment for the operating results for the year 2024

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item 6 To consider and approve the appointment of directors in place of those who are due to retire by rotation for the year 2025

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Appointment of whole directors
- ☐ Agree ☐ Against ☐ Abstain
- ☐ Appointment of individual director
- Mr. Bodin Apisaksirikul
- ☐ Agree ☐ Against ☐ Abstain
- Mr. Viravit Chartvivatpornchai
- ☐ Agree ☐ Against ☐ Abstain
- Miss Kannika Phaewatthanalert
- ☐ Agree ☐ Against ☐ Abstain

Item 7 To consider and approve the remuneration for directors for the year 2025

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item 8 To consider and approve the appointment of the auditor and the audit fee for the accounting period 2025

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item 9 To consider and approve the amendment of the Company's objectives and approve the amendment to Clause 3 of the Company's Memorandum of Association to be consistent with the amendment of the Company's objectives.

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item 10 To consider other matters (if any)

☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐

Agree

☐

Against

☐

Abstain

(4) The proxy's vote in any agenda item which is contrary to those as instructed in this proxy form shall be deemed invalid and not regarded as my/our vote as a shareholder.

(5) In the absence or doubt of my/our voting instructions in any agenda item or in the event that the Meeting considers or passes a resolution on any matter other than those mentioned above, including any amendment, change or addition of facts whatsoever, the proxy is entitled to consider and vote on my/our behalf in all respects as he/she deems fit

All acts undertaken by the proxy at the Meeting, except those contrary to the votes according to my/our instructions in the proxy form, shall be treated as if they were my/our own acts in all respects.

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

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

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

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

Remarks:

1. The shareholder shall appoint only one proxy to attend and vote at the Meeting, and the number of shares is indivisible to multiple proxies for different voting.
2. The shareholder shall grant proxy according to the number as specified in (2), and may not grant proxy in part less than such number as specified in (2).
3. In the event that there are more agenda items than those indicated above, the grantor may use the attached Supplement to Proxy Form B.

Supplement to Proxy Form B

Proxy of the Shareholder of Pro Inside Public Company Limited

In the Annual General Meeting of Shareholders for the year 2025 of Pro Inside Public Company Limited on April 23, 2025 at 2:00 p.m. via electronic devices (e-AGM) only or any adjournment thereof to any other date, time and place.

Item.....Re:.....

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item.....Re:.....

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item.....Re:.....

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item.....Re: Election of Directors (Cont'd)

Director's name:

- ☐ Agree ☐ Against ☐ Abstain

Director's name:

- ☐ Agree ☐ Against ☐ Abstain

Director's name:

- ☐ Agree ☐ Against ☐ Abstain

Proxy Form C

((a form used only in the case that the shareholder is a foreign investor and
has appointed a custodian in Thailand to act as a depositary and administrator of shares))

Attached to the Notification of the Department of Business Development Re: Proxy Forms (No. 5) B.E. 2550 (2007)

(Affix Baht 20 Duty Stamp)

Written at:.....

Date:

- (1) I/We, Nationality..... Address No.:
Road: Tambon/Sub-district: Amphoe/District:
Province: Post Code.....

as a shareholder of Pro Inside Public Company Limited, holding a total of.....share(s) and
equivalent to a total of.....vote(s), as follows:

- (2) Hereby grant proxy to either:

Please mark
(✓) in front
of only one
proxy's
name

- ☐ (Mr./Mrs./Miss) Age: years
Address No.: Road: Tambon/Sub-district:
Amphoe/District: Province: Post Code:
- ☐ (Mr./Mrs./Miss) Age: years
Address No.: Road: Tambon/Sub-district:
Amphoe/District: Province: Post Code:
- ☐ **Mr. Wisudhi Srisuphan** Independent Director and concurrently Chairman of the Board of Directors, Age 76,
residing at 8/244, Soi Kasemsan 3, Wang Mai Subdistrict, Pathum Wan District, Bangkok; or
- ☐ **Mr. Tim Tak Timothy Wong** Independent Director and concurrently Chairman of the Audit Committee, Age 63,
residing at 90/545, Soi Phraya Suren 26, Bang Chan Subdistrict, Khlong Sam Wa District, Bangkok; or
- ☐ **Mr. Voravith Vongsrirungruang** Independent Director, Age 46, residing at 72, Moo.14, Rai Khing Subdistrict, Sam
Phran District, Nakhon Pathom Province

as my/our representative to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the
year 2025 of Pro Inside Public Company Limited on April 23, 2025 at 2:00 p.m. via electronic devices (e-AGM) only or any
adjournment thereof to any other date, time and place

- (3) We hereby authorize the proxy to attend and vote at this Meeting as follows

- ☐ Proxy is granted according to all shares held and eligible to vote;
- ☐ Proxy is granted partially, as follows:
- ☐ Ordinary shares:share(s) and eligible for.....vote(s)
- ☐ Preferred shares:share(s) and eligible for.....vote(s)
- Being a total of.....vote(s)

- (4) We hereby authorize the proxy to vote on our behalf at this Meeting as follows:

Item 1 Chairman of the Board of Directors reports to the shareholders

(No Casting of votes on this agenda item is required.)

Item 2 To consider and certify the Minutes of Extraordinary General Meeting of shareholders No. 2/2024, which was held on 4 December 2024

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item 3 To consider and acknowledge the 2024 operation results of the Company
(No Casting of votes on this agenda item is required.)

Item 4 To consider and approve the Company's financial statements for year 2024, ended 31 December 2024

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item 5 To consider and approve the omission of the allocation of net profit to the legal reserve and the omission of the dividend payment for the operating results for the year 2025

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item 6 To consider and approve the appointment of directors in place of those who are due to retire by rotation for the year 2025

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Appointment of whole directors
- ☐ Agree ☐ Against ☐ Abstain
- ☐ Appointment of individual director
- Mr. Bodin Apisaksirikul
- ☐ Agree ☐ Against ☐ Abstain
- Mr. Viravit Chartvivatpornchai
- ☐ Agree ☐ Against ☐ Abstain
- Miss Kannika Phaewatthanalert
- ☐ Agree ☐ Against ☐ Abstain

Item 7 To consider and approve the remuneration for directors for the year 2025

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ Agree ☐ Against ☐ Abstain

Item 8 To consider and approve the appointment of the auditor and the audit fee for the accounting period 2025

- ☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ Agree

☐ Against

☐ Abstain

Item 9 To consider and approve the amendment of the Company's objectives and approve the amendment to Clause 3 of the Company's Memorandum of Association to be consistent with the amendment of the Company's objectives.

☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ Agree

☐ Against

☐ Abstain

Item 10 To consider other matters (if any)

☐ (a) The proxy is entitled to consider and vote on my/our behalf as he/she deems fit;

☐ (b) The proxy shall vote in accordance with my/our instruction as follows:

☐ Agree

☐ Against

☐ Abstain

- (2) The proxy's vote in any agenda item which is contrary to those as instructed in this proxy form shall be deemed invalid and not regarded as our vote as a shareholder.
- (3) In the absence or doubt of our voting instructions in any agenda item or in the event that the Meeting considers or passes a resolution on any matter other than those mentioned above, including any amendment, change or addition of facts whatsoever, the proxy is entitled to consider and vote on our behalf in all respects as he/she deems fit.

All acts undertaken by the proxy at the Meeting, except those contrary to the votes according to our instructions in the proxy form, shall be treated as if they were our own acts in all respects.

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

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

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

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

Remarks:

1. This Proxy Form C is used only in the event that the shareholder whose name appears in the share register is a foreign investor and has appointed a custodian in Thailand to act as a depositary and administrator of shares.
2. Evidence to be accompanied with the proxy form includes:
 - (1) A power of attorney executed by the shareholder authorizing the custodian to sign the proxy form on his/her behalf;
 - (2) A document certifying that the proxy is licensed to operate the business as custodian.
3. The shareholder shall appoint only one proxy to attend and vote at the Meeting, and the number of shares is indivisible to multiple proxies for different voting.
4. The agenda item for election of directors may be on the slate or individual director voting basis.
5. In the event that there are more agenda items than those indicated above, the grantor may use the attached Supplement to Proxy Form C.

Supplement to Proxy Form C

Proxy of the Shareholder of Pro Inside Public Company Limited

In the Annual General Meeting of Shareholders for the year 2025 of Pro Inside Public Company Limited on April 23, 2025 at 2:00 p.m. via electronic devices (e-AGM) only or any adjournment thereof to any other date, time and place.

.....

Item..... Re:.....

- ☐ (a) The proxy is entitled to consider and vote on our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with our instruction as follows:
- ☐ Agreevote(s) ☐ Against.....vote(s) ☐ Abstain.....vote(s)

Item..... Re:.....

- ☐ (a) The proxy is entitled to consider and vote on our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with our instruction as follows:
- ☐ Agreevote(s) ☐ Against.....vote(s) ☐ Abstain.....vote(s)

Item..... Re:.....

- ☐ (a) The proxy is entitled to consider and vote on our behalf as he/she deems fit;
- ☐ (b) The proxy shall vote in accordance with our instruction as follows:
- ☐ Agreevote(s) ☐ Against.....vote(s) ☐ Abstain.....vote(s)

Item..... Re: Election of Directors (Cont'd)

Director's name:

- ☐ Agreevote(s) ☐ Against.....vote(s) ☐ Abstain.....vote(s)

Director's name:

- ☐ Agreevote(s) ☐ Against.....vote(s) ☐ Abstain.....vote(s)

Director's name:

- ☐ Agreevote(s) ☐ Against.....vote(s) ☐ Abstain.....vote(s)

Articles of Association of Pro Inside Public Company Limited
Only Applicable to the Shareholders' Meetings

Chapter 1 General

Article 1. These Articles of Association shall be called the Articles of Association of **Pro Inside Public Company Limited**

Article 2. The “Company” in these Articles of Association refers to “**Pro Inside Public Company Limited**”

Chapter 3 Board of Directors

Article 16. The election of the Company's directors by the shareholders' meeting shall be conducted in accordance with the following rules and procedures:

- (1) Each shareholder shall have one (1) vote per one (1) share held.
- (2) Each shareholder may use all votes available under (1) to elect one or multiple persons as directors, but may not allocate votes unequally among candidates.
- (3) The candidates who receive the highest number of votes in descending order shall be elected as directors in the number equivalent to the positions available. In the event of a tie in votes among candidates exceeding the number of positions available, the Chairman of the meeting shall have the casting vote.

Article 17. At each annual general meeting of shareholders, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided exactly into three parts, the number closest to one-third (1/3) shall retire.

Directors who retire from office may be re-elected.

For the first and second years following the registration of the Company's transformation, the directors to retire shall be determined by drawing lots. In subsequent years, directors who have held office the longest shall retire.

Article 22. The Company's directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses, or other benefits as determined and approved by the shareholders' meeting with a vote of no less than two-thirds (2/3) of the total votes of shareholders attending the meeting. The remuneration of directors may be fixed as a specific amount or established as a set criterion, and may be determined as a one-time payment or remain

in effect until changed by a resolution of the shareholders' meeting. In addition, directors are entitled to per diems and other benefits in accordance with the Company's regulations.

Chapter 4 Meetings of Shareholders

Article 31. The board of directors shall call an annual ordinary general meeting of shareholders to be held within four (4) months from the end of the Company's accounting period.

Any shareholders' meeting other than those mentioned above shall be called an Extraordinary General Meeting. The Board of Directors may call an Extraordinary General Meeting at any time as deemed appropriate.

One (1) or more shareholders holding shares in aggregate of not less than ten percent (10%) of the total issued shares may collectively submit a written request to the Board of Directors to call an Extraordinary General Meeting at any time. Such a request must clearly specify the matters and reasons for convening the meeting. In such cases, the Board of Directors must arrange for the shareholders' meeting to be held within forty-five (45) days from the date of receipt of the shareholders' request.

If the Board of Directors fails to convene the meeting within the specified period under the preceding paragraph, the requesting shareholders or other shareholders holding the required number of shares may themselves convene the meeting within forty-five (45) days from the expiration of the aforementioned period. The shareholders calling the meeting under this paragraph may send the meeting invitation to other shareholders via electronic means, provided that the shareholders have previously expressed their intent or consent to the company or the Board of Directors. Such a meeting shall be considered a duly convened shareholders' meeting as if called by the Board of Directors, and the company shall be responsible for any necessary expenses incurred for organizing the meeting and shall provide reasonable facilitation.

If, at any such shareholders' meeting convened under the previous paragraph, the number of shareholders attending does not constitute a quorum as required under Article 32, the shareholders who called for the meeting shall be jointly responsible for reimbursing the company for any expenses incurred in organizing the meeting.

Article 32. A shareholders' meeting shall constitute a quorum only if at least twenty-five (25) shareholders and/or proxies (if any) are present, or if at least half (1/2) of the total number of shareholders attend the meeting, and the total number of shares held by those present is not less than one-third (1/3) of the total issued shares.

If, at any shareholders' meeting, the scheduled meeting time has passed by one (1) hour and the number of shareholders and shares represented still does not meet the quorum requirements, the meeting shall be canceled if it was convened at the request of shareholders. However, if the meeting was called by the Board of Directors, it shall be rescheduled, with a new notice of the meeting sent to shareholders at least seven (7) days before the new meeting date. The subsequent meeting shall not be subject to the quorum requirement.

Article 33. Chairman of the Shareholders' Meeting

At a shareholders' meeting, the Chairman of the Board shall preside as the chairman of the meeting.

In the event that the Chairman is absent or unable to perform his duties, the Vice Chairman (if any) shall act as the chairman of the meeting. If there is no Vice Chairman or if the Vice Chairman is unable to perform his duties, the attending shareholders shall elect one (1) shareholder to act as the chairman of the meeting.

Article 34. The Board of Directors shall issue a notice of the shareholders' meeting specifying the meeting location, date, time, agenda, and matters to be presented to the meeting, along with appropriate details. The notice shall clearly state whether each matter is for acknowledgment, approval, or consideration, as well as the Board of Directors' opinion on such matters. The notice must be delivered to shareholders and the registrar at least seven (7) days before the meeting date.

Additionally, the meeting notice must be published in a newspaper for at least three (3) consecutive days before the meeting date. Alternatively, the company may publish the notice via electronic media instead of a newspaper, in accordance with the registrar's prescribed criteria.

The notice may be delivered directly to the recipient or their representative or sent by registered mail. If a shareholder has expressed a preference or given consent to receive the notice via electronic means, the notice may be sent electronically in accordance with the registrar's regulations.

The Board of Directors shall determine an appropriate meeting venue within the Kingdom of Thailand.

Article 35. The chairman of the shareholders' meeting shall be responsible for overseeing the meeting in accordance with the company's regulations governing meetings. The meeting shall proceed according to the agenda set forth in the notice of the meeting unless the shareholders resolve to change the order of the agenda with a vote of no less than two-thirds (2/3) of the shareholders present at the meeting.

Once the meeting has considered all matters outlined in the first paragraph, shareholders holding an aggregate of no less than one-third (1/3) of the total issued shares may propose additional matters for consideration beyond those specified in the meeting notice.

If the meeting is unable to complete the agenda as specified in the first paragraph or to consider the matters proposed by shareholders as per the second paragraph, as the case may be, and if it is necessary to postpone the consideration, the meeting shall determine the location, date, and time for the next session. The Board of Directors shall issue a meeting notice specifying the venue, date, time, and agenda to shareholders no less than seven (7) days before the meeting date. Additionally, the meeting notice shall be published in a newspaper for at least three (3) consecutive days before the meeting date.

Article 36. In voting at shareholders' meetings, whether by open voting or secret ballot, each share shall be entitled to one (1) vote.

Voting shall be conducted openly unless at least five (5) shareholders request a secret ballot and the meeting resolves accordingly. The method of conducting the secret ballot shall be determined by the chairman of the meeting.

Any shareholder who has a special interest in a particular matter shall not have the right to vote on that matter, except for the election of directors.

Resolutions of the shareholders' meeting shall be passed by the following votes:

- (1) For general matters: A resolution shall be adopted by a majority vote of the shareholders present and voting. In the event of a tie, the chairman of the meeting shall have a casting vote.
- (2) For the following matters, a resolution shall require no less than three-fourths (3/4) of the total votes of shareholders present and eligible to vote:

- (a) The sale or transfer of all or a significant part of the company's business to another person.
- (b) The purchase or acceptance of the transfer of a private company's or a public company's business into the company.
- (c) The execution, amendment, or termination of a contract concerning the lease of all or a significant part of the company's business, the assignment of another party to manage the company's business, or the merger of the company's business with another entity for the purpose of profit and loss sharing.
- (d) Amendments to the company's Memorandum of Association or Articles of Association.
- (e) An increase or decrease in the company's registered capital.
- (f) The dissolution of the company.
- (g) The issuance and offering of debentures.
- (h) The merger of the company with another company.
- (i) Any other matters required by law to be approved by at least three-fourths (3/4) of the total votes of shareholders present and eligible to vote.

Article 37. Matters to Be Considered at the Annual General Meeting of Shareholders

- (1) Acknowledgment of the Board of Directors' report on the company's operations for the past year.
- (2) Consideration and approval of the balance sheet and profit and loss statement as of the end of the company's fiscal year.
- (3) Consideration and approval of profit allocation and dividend distribution.
- (4) Election of new directors to replace those retiring by rotation and determination of directors' remuneration.
- (5) Appointment of the auditor and determination of the audit fee.
- (6) Other matters, if any.

Proxy for Attending Shareholders' Meetings and Shareholders' Voting Rights

Article 38. At a shareholders' meeting, a shareholder may grant a proxy to another person who has reached legal age to attend the meeting and vote on their behalf. The proxy must be made in writing, signed by the shareholder granting the proxy, and submitted to the Chairman of the Board or a

person designated by the Chairman at the meeting venue before the proxy holder attends the meeting. The proxy form must comply with the format prescribed by the registrar under the Public Limited Companies Act.

A shareholder may grant a proxy electronically as described in the first paragraph, using a method that ensures security and reliability, confirming that the proxy has been granted by the shareholder. This must be done in accordance with the guidelines prescribed by the registrar.

When casting a vote, the proxy holder will have the same number of votes as the shareholder granting the proxy, unless the proxy holder announces to the meeting before voting that they will vote on behalf of only certain shareholders, specifying the names of the shareholders and the number of shares each holds.

Chapter 7: Dividends and Reserves

Article 46. Dividends shall not be paid from any source other than profits. In cases where the company still has accumulated losses, dividends must not be paid.

Dividends shall be distributed equally per share, unless the company issues preferred shares and specifies that preferred shares receive different dividends from common shares, in which case the dividends shall be allocated as specified. The payment of dividends must be approved by the shareholders' meeting.

The board of directors may pay interim dividends to shareholders from time to time when it deems that the company has sufficient profits to do so. Once interim dividends are paid, the board must report this payment at the next shareholders' meeting.

Dividends must be paid within one (1) month from the date of the shareholders' meeting or board meeting resolution, as applicable. A written notice must be sent to shareholders, and the payment of dividends must be advertised in a newspaper for no less than three (3) consecutive days.

Article 47. The company must allocate a portion of its annual net profit as a reserve fund, at least five percent (5%) of the net profit for the year, after deducting any accumulated losses brought forward (if any), until the reserve fund reaches at least ten percent (10%) of the registered capital.

Privacy Notice for the 2025 Annual General Meeting of Shareholders

Pro Inside Public Company Limited (“the Company”) is highly aware of personal data protection in accordance with the Privacy Data Protection Act B.E. 2562 (2019).

1. Personal Data to be Collected

The Company has its necessity to collect your personal data, i.e. name, surname, address, telephone number, photograph, identification card, securities registration number, and information regarding the use of electronic systems, such as e-mail and IP address (in case of viewing an online meeting).

The Company will record and broadcast video and audio during the meeting for the legitimate interest and the benefits of the shareholders. In case of the proxy, the Company is required to request for the shareholder’s identification card, which may contain religious information, which is deemed as sensitive personal data, appearing on the card. As the Company does not intend to collect such information, the data subject can redact such information.

2. Personal Data Collection

The personal data will be collected directly from the data subject and will be proceeded as necessary in accordance with the expressly stated objectives. The Company may also collect personal data obtained from other sources, such as Securities Registrar or Thailand Securities Depository Company Limited (TSD) only if it is necessary and by methods specified by laws.

3. Objectives of Personal Data Collection, Usage, and Disclosure

The Company will collect, use, and disclose your personal data for the purposes of convening and holding the 2025 Annual General Meeting of Shareholders as required by law. The Company will also collect, use, and disclose your personal data and your reference person’s personal data in accordance with the Personal Data Protection Act B.E. 2562 (2019), authorizing the Company to collect such data without obtaining any consent for the purposes of the legitimate interests of the Company, other persons, or other juristic persons, or for the compliance with applicable laws.

4. Duration of Personal Data Retention

The Company will retain your personal data so long as it is necessary for the purposes of collecting, using, and disclosing the personal data as specified in this notice.

In the event that the retention period of personal data cannot be clearly specified, the Company will keep the information in accordance with the expected period of the data retention standard (e.g. maximum prescription period of 10 years under general law).

5. Your Rights as Personal Data Subject

As the personal data subject, you have the rights set forth in the Personal Data Protection Act B.E. 2562 (2019), including other rights which may include the right to withdraw consent, the right to request for accessing to and receiving personal data, the right to request for correcting personal data, the right to request for removing or destroying personal data, the right to request for suspending the use of personal data, the right to request for transferring personal data by means specified by laws, the right to complain, and the right to object to the collection, usage, or disclosure of your personal data.

6. Disclosure of Personal Data with Other Persons or Other Agencies

The Company may be required to disclose your personal data to individuals or juristic persons or government agencies cooperating with the Company to carry out the objectives stated in this notice as necessary, such as technology system providers, regulators, government agencies, or according to the orders of the competent authorities.

7. Contact

If you have any queries or require more information regarding the personal data protection, please contact via the following address: Company Secretary, Pro Inside Public Company Limited, No. 55, A.A. Capital Ratchada Building, 5th Floor Ratchadapisek Road, Dindaeng, Dindaeng Bangkok 10400, or e-mail: ir@proinside.co.th