

27 March 2026

Agenda Invitation to 2026 Annual General Meeting of Shareholders

Dear Shareholders

Enclosures Documents to be considered in conjunction with each agenda

1. Annual Report for year 2025 of the Company (56-1 One Report) as a QR Code
2. Company's Financial Statements
3. Profiles of directors for appointment to replace retiring directors by rotation for the 2026
4. Information of the Auditors Nominated for the Year 2026

Documents Required for attending the Meeting

5. Acceptance for the invitation of online meeting
6. Explanation on Appointment of Proxy, Registration and Evidence for Meeting Attendance
7. Profiles of Independent Directors nominated for proxy appointment
8. Proxy form (format optional)
9. Request Form for the Supporting Documents of the 2026 Annual General Meeting of Shareholders
10. Articles of Association of the Company only applicable to the Shareholders' Meetings
11. Privacy Notice for the 2026 Annual General Meeting of Shareholders

The Board of Directors' Meeting of Pro Inside Public Company Limited (hereinafter referred to as "Company") No. 1/2026, held on February 26, 2026, had resolved to convene the 2026 Annual General Meeting of Shareholders on 27 April 2026 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 16, 2026, In this regard, the Company provided shareholders with the opportunity to propose agenda items for inclusion in the Meeting agenda from 28 November 2025 to 31 December 2025. It appears that no shareholder proposed any agenda item for consideration. The Company has therefore determined the Meeting agenda items as follows:

Agenda 1 To acknowledge the 2025 operation results of the Company

Background and Rationale:

The Company's operation results for the year 2025, as shown in the Annual Report 2025, (56-1 One Report 2025) which was submitted to shareholders with the invitation details as shown in Attachment 1. (in electronic format, available for download via the QR code provided in the Notice of the Meeting)

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 2025.

Voting

As this Agenda is for acknowledge only, no voting is required.

Agenda 2 To consider and approve the Company's financial statements for the year 2025, ended 31 December 2025

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 for the year ended 31 December 2025 have been reviewed by the Audit Committee and audited by the Certified Public Accountant (CPA) details as shown in the Company's financial statements which was submitted to Shareholders in the form of QR Code together with this Invitation details as shown in Attachment 2. A summary of the key financial position for the year 2025 is as follows:

Unit: Million Baht

Detail	Y 2025	Y 2024
Statements of Financial		
- Total Assets	3,316	1,755
- Total Liabilities	2,273	1,429
- Total Shareholder's equity	1,043	326
Statements of Income		
- Total Revenue	3,132	1,471
- Profit for the Year	271	103
- Basic earnings per share (Baht per Share)	0.51	0.26
Statements of Cash Flows		
- Net cash (used in) from operating activities	(847)	8
- Net cash (used in) investing activities	(115)	(69)
- Net cash from financing activities	1,016	121
- Net increase cash and cash equivalents	54	60
- Cash and cash equivalents at the beginning of the years	138	78
- Cash and cash equivalents at the end of the years	192	138

Board of Directors' Opinion:

The Board of Directors deemed it appropriate to propose that the Shareholders' Meeting consider and approve the financial statements for the year 2025 ended 31 December 2025, which have been reviewed by the Audit Committee and audited by the Company's auditor.

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 approve the omission of the allocation of net profit as a legal reserve and the approval of dividend payment for the operating results of the year 2025

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, 2025, 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 legal Reserve deduction according to the law. However, the dividend payment may be subjected to change as deemed appropriate, taking into account investment plans, liquidity and other appropriateness

For the year ended 31 December 2025, the Company reported a net profit of THB 271 million and had no accumulated deficit. Accordingly, the Company is legally permitted under applicable laws and its Articles of Association to consider the payment of dividends to its shareholders. The Company also maintains a strong financial position and sufficient liquidity to support its ongoing business operations. It is therefore deemed appropriate to propose the approval of a dividend payment for the operating results of the year 2025 at the rate of THB 0.20 per share, which represents 39.79 percent of the net profit. The difference from 40 percent is minimal and not material. The dividend rate of THB 0.20 per share is considered appropriate from an administrative perspective and is consistent with the Company's operating performance.

Detail of interim Dividend Payment

Details of Dividend Payment	Y 2025	Y 2024	
	Annual Dividend Payment	Interim Dividend Payment No. 1/2024	Interim Dividend Payment No. 2/2024
1. Profit for the year as per the Financial Statements (Baht)	271,413,296	180,793,491 <i>(As of Quarter 1)</i>	121,706,739 <i>(As of Quarter 2)</i>
		Unappropriated Retained Earnings	
2. <u>Less</u> a legal reserve (Baht)	-	7,000,000	-
3. Net profit for dividend payment (Baht) (1) - (2)	271,413,296	173,793,491	121,706,739
4. Total amount of dividend paid (Baht)	108,000,000	72,000,000	72,000,000
5. Dividend Payment Ratio (%)	39.79	41.43	59.16
6. Number of Shares (Shares)	540,000,000	400,000,000	400,000,000
7. Dividend Per share (Baht per Share)	0.20	0.18	0.18

Note: The entitlement to receive the annual dividend for 2025 remains uncertain, as it is subject to approval by the Meeting of Shareholders.

The dividend shall be payable only to shareholders who are entitled to receive the dividend in accordance with the Company's Articles of Association, as listed on the Record Date for determining the shareholders entitled to receive the dividend, which is set for 7 May 2026 (the XD date, or the date on which purchasers will not be entitled to the dividend, will be 6 May 2026). The dividend payment date is scheduled for 27 May 2026. However, the entitlement to receive such dividend remains subject to approval by the Meeting of Shareholders.

Board of Directors' Opinion:

The Board of Directors has considered and deemed it appropriate to propose that the Shareholders' Meeting approve the omission of the allocation of net profit to the legal reserve, as the Company has fully complied with the legal requirement for such reserve, and approve the payment of dividends from the operating results for the year 2025 to shareholders at the rate of THB 0.20 per share, totaling approximately THB 108 million, representing 39.79 percent of the net profit for the year 2025.

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 4 To consider and approve the appointment of directors in place of those who are due to retire by rotation for the year 2026

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.

Currently, the Company has determined a Board structure comprising a total of eight (8) positions (seats). As of 13 February 2026, one director has resigned, resulting in seven (7) directors currently serving. The Company is in the process of recruiting and appointing a replacement director to fill the vacancy, in order to align with the prescribed Board structure.

During the first and second years following the Company's conversion into a public company, three (3) directors retired by rotation each year, totaling six (6) directors. Accordingly, at the 2026 Annual General Meeting of Shareholders, two (2) directors will be due to retire by rotation, representing the remaining number under the Company's rotational retirement requirements as stipulated in its Articles of Association. The names and positions of such directors are as follows

Names of the Directors	Position
1.Mr. Wisudhi Srisuphan	Chairman of the Board of Directors / Chairman of Nomination and Remuneration Committee / Independent Director
2.Mr. Tim Tak Timothy Wong	Chairman of the Audit Committee / Vice Chairman of the Board of Directors / Chairman of Risk Management Committee / Independent Director

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. In this regard, the Company provided shareholders with the opportunity to nominate qualified persons for consideration and election as directors at the 2026 Annual General Meeting of Shareholders from 28 November 2025 to 31 December 2025. It appears that no shareholder nominated any qualified person for appointment as a director of the Company.

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 two (2) 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. The profiles of the persons proposed for appointment as directors in replacement of those retiring by rotation are set out in [Attachment 3](#).

Board of Directors' Opinion

The Board of Directors (excluding the directors who are due to retire by rotation at the 2026 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 2 directors; (1) Mr. Wisudhi Srisuphan (2) Mr. Tim Tak Timothy Wong returned as Independent 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 5 To consider and approve the remuneration for directors for the year 2026

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 a review of the structure and rates of directors' remuneration for the year 2026. In determining such remuneration, consideration has been given to the Company's operating results, the scope of duties and responsibilities of the directors, as well as remuneration practices of other companies in the same industry. It is therefore considered appropriate to adjust the remuneration rates to align with the Company's size and increased responsibilities, and to enable the Company to retain and attract qualified individuals to effectively serve on the Board. The details of the proposed remuneration are as follows:

Unit: Baht

Meeting	Remuneration (THB)		Meeting Allowance (THB)	
	Monthly basis		Per meeting	
	Y 2025	Y 2026	Y 2025	Y 2026
Board of Directors / Shareholder				
Chairman	22,000	26,000	20,000	25,000
Vice Chairman	-	22,000	-	19,000
Director	12,000	18,000	10,000	14,000
Audit Committee				
Chairman	-	-	12,000	20,000
Director	-	-	10,000	14,000
Risk Management Committee				
Chairman	-	-	12,000	20,000
Director	-	-	10,000	14,000
Nomination and Remuneration Committee				
Chairman	-	-	12,000	20,000
Director	-	-	10,000	14,000
Corporate Governance and Sustainability Committee				
Chairman	-	-	12,000	20,000
Director	-	-	10,000	14,000

In this regard, the monthly remuneration and meeting allowance for year 2026 in aggregate shall not exceed THB 4,800,000 per year (increased from THB 3,000,000 per year in the previous year). In addition, the

directors, who are employee of the Company, shall not be entitled to receive meeting allowance for the sub-committee meetings.

Other Benefits

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 has carefully considered the proposal of the Nomination and Remuneration Committee and deems it appropriate to propose that the Shareholders' Meeting consider and approve the remuneration of the directors and sub-committees for the year 2026, by setting the total remuneration at an amount not exceeding THB 4,800,000 per year (increased from THB 3,000,000 per year in the previous year).

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 6 To consider and approve the appointment of the auditor and the audit fee for the year 2026

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.

For the fiscal year 2026, the Audit Committee has reviewed the appropriateness of the appointment of the Company's auditor, taking into consideration the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand regarding auditor rotation for listed companies. Such regulations provide that an auditor who has performed audit or review and expressed an opinion on a company's financial statements for seven consecutive fiscal years should be rotated in order to promote independence in auditing.

As the Company has appointed auditors from PricewaterhouseCoopers ABAS Ltd. for seven consecutive fiscal years, the Audit Committee therefore considers it appropriate to propose a change of auditor in order to enhance independence and transparency in the audit process, as well as to comply with good corporate governance practices.

In this regard, the Audit Committee has considered and selected auditors from EY Office Limited ("EY"), taking into account their qualifications, knowledge, expertise, industry experience, credibility, professional standards, independence, continuity and efficiency of performance, as well as the reasonableness of the proposed audit fee. In addition, the Company's parent company is currently considering appointing auditors from EY as well. Should the appointment be aligned, it would enhance consistency and efficiency in the preparation and review of financial statements at the group level.

The Board of Directors and the Audit Committee therefore deem it appropriate to propose to the Meeting for consideration and approval of the appointment of auditors from EY Office Limited as the Company's auditor for the fiscal year 2026. Any one of the following auditors shall be authorized to conduct the audit and express an opinion on the Company's financial statements, as listed below:

- | | |
|------------------------------------|------------------------------------|
| (1) MS. NARAYA SRISUKH | CPA Registration No. 9188 ; and/or |
| (2) MRS. GINGKARN ATSAWARANGSALIT | CPA Registration No. 4496; and/or |
| (3) MISS ORAWAN TECHAWATANASIRIKUL | CPA Registration No. 4807; and/or |
| (4) MR. KITTI TEACHAKASEMBUNDIT | CPA Registration No. 9151 |

The profiles of the auditors proposed for appointment as the Company's auditors for the year 2026 are set out in Attachment 4.

In case those auditors cannot perform their duties to the Company, EY Office Limited. shall arrange for another licensed auditor from EY Office Limited. 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 2026 be set at a maximum of 1,900,000 Baht per year, excluding other expenses (Out of Pocket Expenses). A comparison with the audit fees of the previous year is as follows:

				Unit ; Baht
Details (Unit: Baht)	2023	2024	2025	2026
Audit fee	2,100,000	2,350,000	2,350,000	1,900,000
Non-Audit fee	None	1,000,000 ^{1/}	None	None
Total	2,100,000	3,350,000	2,350,000	1,900,000

Note: 1/ Special audit fee for the preparation of financial statements for the year ended 31 December 2021, prepared for a specific purpose (Special Purpose), to be used as supporting information for the Company's initial public offering (IPO) filing with the Securities and Exchange Commission of Thailand.

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 EY Office Limited, as the auditors for the year 2026 and approve the auditor's remuneration for the year 2026 at the total amount not exceeding THB 1,900,000 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.

Moreover, to be in accordance with Section 225 of the Securities and Exchange Act. The Board of Directors, therefore, fixed 16 March 2026 as the record date (Record Date) to determine the names of shareholders who shall have the right to attend and vote at the 2026 Annual General Meeting of Shareholders.

Shareholders are hereby informed of the above schedule and are cordially invited to attend the Meeting on the date and at the time specified above via electronic means (e-AGM), in compliance with the relevant notifications, regulations, and laws. The Company will utilize the electronic meeting system provided by OJ International Co., Ltd., a specialist provider of electronic shareholders' meeting control systems. The system complies with the standards for electronic meetings prescribed by the Electronic Transactions Development Agency (ETDA) and has been certified by the relevant authorities. The meeting control system has been duly certified, and the voting system has successfully completed a self-assessment of compliance with the requirements of ETDA.

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 Form C. In the event that shareholders who are unable to attend the 2026 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 companysecretary@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 6 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 companysecretary@proinside.co.th within 23 April 2026 would be very grateful.

The Company would like to inform shareholders that the Notice of the Annual General Meeting of Shareholders, the Annual Registration Statement and Annual Report 2025 (Form 56-1 One Report), and other supporting documents may be accessed by scanning the QR code provided in the meeting notice or via the Company's website at <https://www.proinside.co.th/> from 27 March 2026 onwards.

Any shareholder who wishes to receive the documents for the 2026 Annual General Meeting of Shareholders in printed booklet form, comprising the Notice of Meeting and the Proxy Form, may contact the Company Secretary at companysecretary@proinside.co.th Further details are set out in Enclosure 9. Shareholders are requested to clearly specify their mailing address and contact information so that the Company may respond accordingly.

Therefore, this announcement is hereby made publicly known by electronic means via the Company's website (<https://www.proinside.co.th/>) during 21-23 April 2026.



Best regards,



(Mr. Wisudhi Srisuphan)
Chairman