

Accompanying document for Agenda Item 5

To consider and approve the appointment of directors in replacement of those who must retire by rotation

Brief personal profiles of nominated candidates who are retiring by rotation and to be elected as directors.

Name	:	Mr.Prinya Kovitchindachai
Position	:	Director
Nationality	:	Thai
Age	:	38
Education	:	Master of Business Administration (M.B.A), MIT Sloan School of Management 2019
	:	Master of Public Administration (M.P.A), Harvard Kennedy School 2019
	:	Bachelor of Science Double concentration in Entrepreneurship and Finance (Cum Laude) , Babson College 2009
Certificate	:	Real Estate: Economic Indicators 2025
	:	The 6 Critical Practices for Leading a Team, PacRim Group, 2023
	:	The NEXT Real: Upskill In-Depth for Developer Batch 2, Practical Experience Co., Ltd.
	:	Winning Mindset, The Blacksmith, 2024
	:	Advanced Governance in Land and Real Estate Management (๑๗๘.), 2023,Institute for Good Governance Promotion, Office of the Public Sector Development Commission
	:	CBRE 2022 Thailand Real Estate Market Outlook, CBRE Thailand, 2022
	:	Property Inside 2022, Thansettakij
	:	Critical Thinking for Effective Problem Solving, Real Estate Advisory Team, 2022
	:	OKRs Consulting, CONC Thammasat, 2022
	:	Adapting to Risks in the Housing Market 2023, Real Estate Advisory Team, 2022
	:	Storytelling for Leaders: Slingshot – Group 1 – Day Strategy, PacRim Group
	:	ABC Real: Real Estate Real Deal, Sripatum University
	:	Director Accreditation Program (DAP) Class 167/2020, Thai Institute of Directors Association

Work Experiences

Duration : Position / Name of Organization/Company

2019 – Present : Director of Prinsiri Public Company Limited

Position in other Listed Company : None

Positions in other business (Non-listed Company) : None

Proposed Position : Director

Nomination process : The Company has proceeded according to the nomination process by considering qualifications, knowledge, ability, diversity of the Board of Directors including experience in businesses related to the operations of the Company and being able to devote their time to businesses also does not have prohibited characteristics as announced by Related laws and regulations.

Specific Expertise: Knowledge relating to the Company's business, including international business, accounting and finance, management, organizational development and innovation, and risk management.

Starting date of position : September 1, 2019

Years of Directorship : 6 years 7 months
(September 1, 2019 - April 23, 2026)

Meeting attendance in 2025

Board of Directors : 4/4 (Equivalent to 100%)

Executive Committee : 4/4 (Equivalent to 100%)

Possession of PRIN shares : 59,159,059 (Information as of March, 20 2026)

Proportion of shareholding with total voting rights : 4.85 (Information as of March, 20 2026)

Family relationships between the directors and executives of the Company or its subsidiaries :
Son of Ms. Siriluck Kovitchindachai (Chairman of the Executive Committee, Chief Executive Officer, and Director)

Being an executive or directors in other organization that may cause any conflict of interests to : No
the Company or having the same business nature which significantly competes with the business of Company or its subsidiaries

Meet the qualifications required by the Notifications of the Capital Market Supervisory Board : Yes

History of illegal acts during the past 10 years

Has been convicted of a criminal offense or is in the process of being prosecuted for a criminal offense : No

Has been adjudged bankrupt or is under receivership : No

Being an executive or controlling person in companies and partnerships were judged to be bankrupt person or receivership : No

Transaction history that may cause any conflict of interests to the Company over the year : No

Reason to be chosen as a Director

The Board of Directors, excluding the conflict of interest directors, considered by qualifications and deems it appropriate to propose the shareholders' meeting to consider and approve the election of the retiring directors, Mr.Prinya Kovitchindachai, to serve as the Company's directors for another term. He is fully qualified as a director, as he possesses extensive knowledge and expertise relevant to the Company's operations and related businesses.

Name	:	Dr. Anuphan Kitnitchiva
Position	:	Director
Nationality	:	Thai
Age	:	63
Education	:	<p>Doctor of Philosophy (Development Administration), Faculty of Public Administration</p> <p>National Institute of Development Administration (NIDA)</p> <p>Master of Laws (Business Law), Thammasat University</p> <p>Bachelor of Laws (Honors), Thammasat University</p>
Certificate	:	<p>ESG in the Boardroom, A Practical Guide for Board (ESG10/2025)</p> <p>Capital Market Academy Senior Executive Program (CMA), Class 29/2019, The Stock Exchange of Thailand</p> <p>Advanced Certificate Program “Enhancing Peaceful Society,” Class 8, King Prajadhipok’s Institute, 2017/2018</p> <p>Successful Formulation and Execution of Strategy (SFE 26/2016), Thai Institute of Directors Association (IOD)</p> <p>Role of the Chairman Program (RCP 38/2016), Thai Institute of Directors Association (IOD)</p> <p>Advanced Audit Committee Program (AACP 17/2014), Thai Institute of Directors Association (IOD)</p> <p>Director Certification Program (DCP 130/2010), Thai Institute of Directors Association (IOD)</p>
Work Experiences		
Duration	:	Position / Name of Organization/Company
2022 - present	:	Director, Prinsiri Public Company Limited
2022 – 2025	:	Independent Director, Chairman of the Nomination and Remuneration Committee, and Chairman of the Sustainability Development Committee, Principal Capital Public Company Limited
2022 – 2025	:	Chairman of the Board, Principal Healthcare – Sakon Nakhon Co., Ltd.
2022 – 2024	:	Director, Dherakhup Legal Outsourcing Co., Ltd.
2020 – 2024	:	Independent Director and Chairman of the Corporate Governance Committee, Rojukiss International Public Company Limited
2014 – 2021	:	Director, HUMANICA PUBLIC COMPANY LIMITED

2014 – 2018	:	Independent Director, Chairman of the Audit Committee, and Member of the Legal and Contracts Committee, TOT Public Company Limited
2013 – 2025	:	Independent Director, Chairman of the Audit Committee, Thai Poly Acrylic Public Company Limited
2019 – 2020	:	Director, Dhanarak Asset Development Co., Ltd.
2008 – 2015	:	Executive Director, Alpha Capital Asset Management Co., Ltd.
2005 – 2008	:	Director, Matching Studio Public Company Limited
2004 – 2024	:	Managing Director, Dherakupt International Law Office Ltd.
1990 – 2004	:	Senior Partner and Executive Director, PricewaterhouseCoopers Legal & Tax Consultants Co., Ltd. and associated companies
1984 – 1989	:	Attorney, Dr. Mana & Friends Law Office Co., Ltd.

Position in other Listed Company : None

Positions in other business (Non-listed Company)

Duration	Position / Name of Organization/Company	
2025 – Present	:	Chairman of the Board, Urban way Co., Ltd.
2024 – Present	:	Senior partner, Dherakhupt International Law Office Ltd.
2023 – Present	:	Independent Director and Chairman of the Audit Committee, Thai Udonthani Sugar Mill Co., Ltd.

Proposed Position : Director

Nomination process : The Company has proceeded according to the nomination process by considering qualifications, knowledge, ability, diversity of the Board of Directors including experience in businesses related to the operations of the company and being able to devote their time to businesses also does not have prohibited characteristics as announced by Related laws and regulations.

Specific Expertise : Law and Taxation, Knowledge of the Company's Business, and International Business

Starting date of position : May 12, 2022

Years of Directorship : 3 year 11 months
(May 12, 2022 - April 23, 2026)

Meeting attendance in 2025

Board of Directors	:	3/4 (Equivalent to 75%)	
Possession of PRIN shares	:	None (Information as of March, 20 2026)	
Proportion of shareholding with total voting rights	:	None (Information as of March, 20 2026)	
Family relationships between the directors and executives of the Company or its subsidiaries	:	None	
Being an executive or directors in other organization that may cause any conflict of interests to the Company or having the same business nature which significantly competes with the business of Company or its subsidiaries	:	No	
Meet the qualifications required by the Notifications of the Capital Market Supervisory Board	:	Yes	
History of illegal acts during the past 10 years			
Has been convicted of a criminal offense or is in the process of being prosecuted for a criminal offense	:	No	
Has been adjudged bankrupt or is under receivership	:	No	
Being an executive or controlling person in companies and partnerships were judged to be bankrupt person or receivership	:	No	
Transaction history that may cause any conflict of interests to the Company over the year	:	No	

Reason to be chosen as a Director

The Board of Directors, excluding the conflict of interest directors, considered by qualifications and deems it appropriate to propose the shareholders' meeting to consider and approve the election of the retiring directors, Dr. Anuphan Kitnitchiva, to serve as the Company's directors for another term. He is fully qualified as a director as he possesses extensive knowledge and expertise relevant to the Company's operations and related business.

Name : Mr. Veera Srichanachaichok

Position : Pending approval by the Shareholders' Meeting

Nationality : Thai

Age : 66

Education : Thammasat University, M.S. – Accounting
 : Thammasat University, B.A. – Accounting

Certificate : Negotiation Technique, Presentation Technique
 : Various course of Advance Management Program, Taxation
 : Finance Discipline, Management Effectiveness by LIMRA
 : Risk Management by Allianz Management Institute
 : Public Economy Management by King Prajadhipak's Institute
 : Advanced Audit Committee Program (AACP) 53/2024
 : DCP Program Class 71/2005

Work Experiences

Duration	Position / Name of Organization/Company
2024 – 2025	: Independent Director and Member of the Audit Committee, Ratch Pathana Energy Public Company Limited
2021 – 2023	: Director, Prince Hospital Sakon Nakhon
2020 – 2023	: Director, VMEA Co., Ltd.
2017 – 2023	: Director, Principal Healthcare Co., Ltd.
2016 – 2023	: Director, V Residence Co., Ltd.
2016 – 2023	: Director, W.A. Billion Group Limited Partnership
2015 – 2023	: Director and Chief Executive Officer, Principal Capital Public Company Limited
2008 – 2011	: Chief Executive Officer, Prinsiri Public Company Limited
2006 – 2008	: Managing Director – Accounting and Finance Division, Pruksa Real Estate Public Company Limited
2000 – 2005	: Finance and Accounting Division Manager; Director and Assistant Managing Director – Operations, Senior Finance Director; Director and Assistant Managing Director, Allianz Ayudhya Assurance Public Company Limited
1992 – 1995	: Chief Accountant, Jardine Matheson (Thailand) Group

Position in other Listed Company : None

Positions in Non-listed Company/Other Organizations

Duration	Position / Name of Organization/Company
2023–Present :	Financial Advisor, Thai Packaging Industry Co., Ltd.
Proposed Position :	Independent Director
Nomination process :	The Company has proceeded according to the nomination process by considering qualifications, knowledge, ability, diversity of the Board of Directors including experience in businesses related to the operations of the company and being able to devote their time to businesses also does not have prohibited characteristics as announced by Related laws and regulations.
Specific Expertise :	Accounting and Finance, Knowledge of the Company’s Business
Starting date of position :	Pending approval by the Shareholders’ Meeting
Years of Directorship :	None (Proposed for new appointment)
Meeting attendance in 2025 :	None (Proposed for new appointment)
Possession of PRIN shares :	None (Information as of March, 20 2026)
Proportion of shareholding with total voting rights :	None (Information as of March, 20 2026)
Family relationships between the directors and executives of the Company or its subsidiaries :	None
Being an executive or directors in other organization that may cause any conflict of interests to the Company or having the same business nature which significantly competes with the business of Company or its subsidiaries :	No
Meet the qualifications required by the Notifications of the Capital Market Supervisory Board :	Yes
History of illegal acts during the past 10 years	
Has been convicted of a criminal offense or is in the process of being prosecuted for a criminal offense :	No
Has been adjudged bankrupt or is under receivership :	No
Being an executive or controlling person in companies and partnerships were judged to be :	No

bankrupt person or receivership

Transaction history that may cause any conflict of interests to the Company over the year : No

Additional qualification for independent director

having a kin relationship including spouse or child of other directors, of an executive, major shareholder, controlling person, or person to be nominated As director, executive or controlling person of the Company or its subsidiary.	No
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Having the following relationship with PRIN, its parent company, subsidiary company or associate company that may cause any conflict of interests to the Company at present or during the past 2 years

1. taking part in the management and/or being an employee, staff member, advisor who receives a regular salary	No
2. being a professional services provider, e.g., auditor, partner of an audit firm, legal advisor who receives service fees exceeding THB 2 million..	No
3. having significant business relations that may interfere with his/her independent judgment.	No
4. being an operator or a director involved in the management, employee, full-time salaried consultant, or holding more than one percent of the total voting shares of an entity with a similar nature and engaged in significant competition.	No

Reason to be chosen as an Independent Director:

The Board of Directors, excluding the conflict of interest directors, considered by qualifications and deems it appropriate to propose the shareholders' meeting to consider and approve the election of the retiring directors, Mr. Veera Srirachachai, to serve as the Company's independent director. He is fully qualified as an independent director, as he possesses all the required qualifications to serve as an Independent Director, in full compliance with the applicable laws governing the qualifications of independent directors, and is consistent with the Company's criteria for independent directors. He is independent from the Company's major shareholders and management and is able to express opinions freely and independently. He also has extensive knowledge and expertise in the Company's business, with long-standing experience in managing listed companies, particularly in the real estate sector. He possesses in-depth understanding, specialized expertise, and strong capabilities in finance and accounting, which are essential to the Company's management, particularly in financial planning, liquidity management, and cost control.

Independent Director Qualifications of Prinsiri Public Company Limited

Independent Director refers to a director who does not take part in the management of the Company, is independent from management and controlling shareholders, and has no business relationship with the Company that could restrict independent judgment. An Independent Director must also possess the following additional qualifications:

- (1) Holds not exceed than 1% of the total voting shares of the Company, subsidiaries, joint ventures, or any entities that may have conflicts of interest. This includes shareholdings by related persons of such Independent Director.
- (2) Has not, and has not been, a director involved in management, an employee, a staff member, an advisor receiving regular salary, or a person with controlling power of the Company, its subsidiaries, joint ventures, entities in the same group, or entities that may have conflicts of interest, unless such characteristics have ceased for at least 2 years before being appointed.
- (3) Has no legal relationship in the nature of a parent, spouse, sibling, or child, including spouse of a child, with any executive, major shareholder, controlling person, or any person proposed to be an executive or controlling person of the Company or its subsidiaries.
- (4) Has no business relationship, nor has ever had such a relationship, with the Company, its subsidiaries, joint ventures, or entities that may have conflicts of interest in a manner that may impede independent judgment. This includes not being a major shareholder, non-independent director, or executive of any party that has such a business relationship, unless such characteristics have ceased for at least 2 years before appointment.

Business relationships include normal commercial transactions; renting or leasing of real property, transactions involving assets or services, and financial support such as loans, guarantees, use of assets as collateral, liabilities, or any similar circumstances that result in indebtedness between the parties of 3% or more of net tangible assets or at least Baht 20 million, whichever is lower.

The calculation of such indebtedness shall follow the rules for connected transactions as prescribed by the Stock Exchange of Thailand. Indebtedness incurred within one year prior to establishing the business relationship shall also be included.

- (5) Is not, and has never been, an auditor of the Company, its subsidiaries, joint ventures, or entities that may have conflicts of interest, and is not a major shareholder, non-independent director, executive, or managing partner of an audit firm that provides audit services to such entities, unless such characteristics have ceased for at least 2 years before appointment.
- (6) Is not, and has never been, a provider of any professional services, including legal or financial advisory services, receiving service fees exceeding Baht 2 million per year from the Company, its subsidiaries, joint ventures, or entities that may have conflicts of interest; and is not a major shareholder, controlling person, or partner of such service provider, unless such characteristics have ceased for at least 2 years before appointment.
- (7) Is not a director appointed as a representative of the Company's directors, major shareholders, or shareholders related to major shareholders.
- (8) Does not possess any characteristics that would prevent the ability to express independent opinions regarding the Company's operations.
- (9) Does not engage in a business of the same nature and in material competition with the Company or its subsidiaries, and is not a material partner of a partnership, nor a director involved in management, employee, staff member, advisor receiving regular salary, or holding more than 1% of voting shares in any entity operating a business that is materially competitive with the Company or its subsidiaries.