

## Notice of the 2026 Annual General Meeting of Shareholders

### PanelésMatic Solutions Public Company Limited

**22 April 2026 at 14.00 hrs. and via electronic meeting only. The meeting of the Annual General Meeting will be broadcast live from the meeting room of the Company's office, No. 36 Moo 7, Bang Talad Sub-district, Pakkret District Nonthaburi Province**

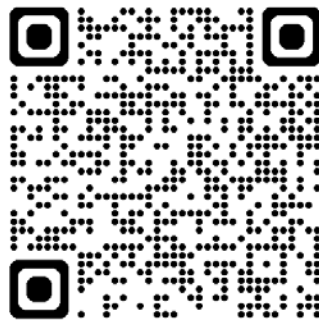


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20 March 2026

- Subject: Notice of the 2026 Annual General Meeting of Shareholders  
To: Shareholders of PanelesMatic Solutions Public Company Limited  
Enclosed:
- (1) Annual Report 2025 (Form 56-1 One Report) with statement of financial position and profit and loss statement for the year ending December 31, 2025 in QR format (QR Code)
  - (2) Information of the directors who are due to retire by rotation and have been nominated for reappointment as directors for another term at the 2026 Annual General Meeting of Shareholders
  - (3) Summary of the preliminary details of the warrants to purchase additional ordinary shares of PanelesMatic Solutions Public Company Limited, Series 1 (PANEL-W1).
  - (4) Summary of the preliminary details of the warrants to purchase additional ordinary shares of PanelesMatic Solutions Public Company Limited, Series 2 (PANEL-W2).
  - (5) Capital Increase Report Form (Form F53-4)
  - (6) Company's Articles of Association relating to the General Meeting of Shareholders
  - (7) Proxy Form A., Form B. and Form C.
  - (8) Information about independent directors who act as proxies in shareholder meetings. and qualifications of independent directors
  - (9) Documents required for attending the E-AGM
  - (10) Guidelines for attending the Annual General Meeting of Shareholders through Electronic Media (E-AGM) and appointment of Proxy

The Board of Directors Meeting of PanelesMatic Solutions Public Company Limited (the "Company") which was held on 23 February 2026, Approved the date for 2026 Annual General Meeting of Shareholders on 22 April 2026 at 14.00 hrs. and via electronic meeting only. The meeting of the Annual General Meeting will be broadcast live from the meeting room of the Company's office, No. 36 Moo 7, Bang Talad Sub-district, Pakkret District Nonthaburi Province by specifying the agenda of the 2026 Annual General Meeting of Shareholders as follows:



**QR Code for Registration**



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**Agenda 1 To acknowledge the reports of board of directors and operating results for the year ended 31 December 2025**

**Facts and Reasons**

Section 113 of the Public Limited Companies Act B.E. 2535 (1992) (including any additional amendments) (the “PLC Act”) and Article 50 of the Articles of Association of the Company provide that the Board of Directors shall prepare the Annual Report of the Board of Directors and propose it to the annual general meeting of shareholders. And Article 46 (1) of the Company’s Articles of Association provides that the annual general meeting of shareholders shall consider the Annual Report of the Board of Directors, which shows the operating results of the Company for over the past year. The Company has compiled a summary report on the business of the Company, important changes in various areas for the year 2025, and other important information in the 2025 Annual Report (Form 56-1 One Report) with the Statement of Financial Position and Statement of Comprehensive Income for the fiscal year ending 31 December 2025 in the form of QR Code in **Attachment 1**.

**Opinions of the Board of Directors**

The Board of Directors has considered and deemed appropriate to propose to the 2026 Annual General Meeting of Shareholders to acknowledge the operating results of the Company in the year 2025.

**Vote to Pass Resolution**

This agenda is for acknowledgment; therefore, voting is not required.

**Agenda 2 To consider and approve the financial statements for the year ended 31 December 2025**

**Facts and Reasons**

Section 112 of the PLC Act and Article 49 of the Articles of Association of the Company provide that the Board of Directors shall prepare the statement of financial position and statement of income for the fiscal year ending of the Company and propose it to the annual general meeting of shareholders to consider and approve. The details are shown in the 2025 Annual Report (Form 56-1 One Report) with Statement of Financial Position and Statement of Income for the year ending on 31 December 2025 in the form of QR Code in **Attachment 1**.

**Opinions of the Board of Directors**

The Audit Committee and the Board of Directors and considered the statement of financial position and statement of income for the year ending on 31 December 2025, which have been audited by the certified public accountant, and deemed it appropriate to propose to the 2026 Annual General Meeting of Shareholders for consideration and approval for the statement of financial position and statement of income for the year ending on 31 December 2025.

**Vote to Pass Resolution**

This agenda must pass a resolution of approval with a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

**Agenda 3 To consider and approve the allocation of profit as legal reserve and dividend payment for the year 2025**

**Facts and Reasons**

Section 116 of the PLC Act and Article 55 of the Articles of Association of the Company provide that the Company must allocate a portion of its annual net profit as a reserve of not less than 5 percent of its annual net profit with the deduction from the amount representing the accumulated loss carried forwards (if any) until the reserve amounts to not less than 10 percent of the registered capital.

Since the Company had a net profit from operating results according to the statement of financial position and the statement of comprehensive income for the fiscal year ending 31 December 2025, in the amount of THB 15,093,146.00 as shown in 2025 Annual Report (Form 56-1 One Report) with Statement of Financial Position and Statement of Income for the year ending on 31 December 2025 in the form of QR Code, **Attachment 1**, in this

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regard, the Company has to allocate a portion of its annual net profit as a legal reserve of not less than 5 percent of the annual net profit deducted by accumulated loss brought forward (if any). Then, the Company therefore has to allocate a portion of its annual net profit as a reserve in the amount of THB 754,657.00

For the Dividend payment, Section 115 of the PLC Act and Article 54 of the Articles of Association of the Company provide that dividends other than profits cannot be paid, and in the event that the Company still has an accumulated loss, dividends cannot be paid.

The company's dividend payment policy is as follows: “the Company's policies are to distribute a dividend to shareholders of no less than 40% of the Company's net profit, available after the corporate income tax, allocation of legal reserve and other reserves (if specified and if applicable). The dividend payout must not have a significant impact on the Company's normal operations. The Company's Board of Directors and its shareholders may adjust the dividend payout depending on financial position, operating results, investment and expansion plans and other considerations as deemed appropriate.” The consideration and approval of the dividend payment must be approved by the shareholders’ meeting, except for the interim dividend payment, which the Board of Directors has the authority to approve and report to the next shareholders’ meeting.

Based on the aforementioned information, the company proposes a dividend payment for the fiscal year ending December 31, 2025. The dividend will be paid in cash at a rate of 0.033 baht per share, totaling no more than 6,270,000 baht. The record date for shareholders entitled to receive the dividend is set for April 30, 2026, with the dividend payment scheduled for Wednesday, May 20, 2026.

However, this dividend entitlement remains subject to approval by the 2026 Annual General Meeting of Shareholders.

**The Comparison of the Dividend Payment**

Details of the Payment of Dividend		2025 (Proposed Year)	2024
1.	Annual net profit (THB)	15,093,146.00	20,026,570
2.	Number of stocks eligible for dividend	190,000,000	190,000,000
3.	Dividend payment (THB/share)	0.033	0.02
4.	Total dividend payment (THB)	6,270,000.00	3,800,000
5.	Dividend payout ratio and annual profit on specific financial statements (%)	41.54	18.97
6.	Whether the dividend payout ratio is <b>consistent/inconsistent</b> with or inconsistent with dividend payment policy.	Yes	No

**Opinions of the Board of Directors**

The Board of Directors has considered and deemed appropriate to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the allocation of net profit as legal reserve in the amount of THB 754,657.00, And approval of dividend payment for the results of the year 2025 from the net profit for the year 2025 to the shareholders of the Company. The dividend will be paid in the form of in cash at the rate of THB 0.033 per share instead; or the total amount not exceeding THB 6,270,000. The Company has set the record date of shareholders who are entitled to receive the dividend on 30 April 2026., and Dividend payment date is set on 20 May 2026. However, the Company's entitlement to such dividends is still uncertain. Because it must be approved by the 2026 Annual General Meeting of Shareholders.

**Vote to Pass Resolution**

This agenda must pass a resolution of approval with a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

**Agenda 4 To consider and approve the appointment of directors in replacement of those who must retire by rotation**

**Facts and Reasons**

Section 71 of the PLC Act and Article 22 of the Articles of Association of the Company provide that at every annual general meeting of shareholders, the directors shall retire their office by rotation at the ratio of one-third of the total number of directors of the Company. If the number of directors is not a multiple of three, then the number nearest to one-third shall vacate office. The directors to vacate office in the first and second years following the registration of the company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall vacate office.

Currently, the Company has 8 directors, therefore, in the 2026 Annual General Meeting of Shareholders requires to have 3 directors who are due to retire by rotation namely:

- |                         |  |
|-------------------------|--|
| 1) Miss Yanida Areekul  | DIRECTOR / Executive Committee   |
| 2) Mr. Amorn Kitkrua    | DIRECTOR/ Member of the Nomination and Remuneration Committee / Executive Committee  |
| 3) Mr. Karn Chusatakarn | INDEPENDENT DIRECTOR / Chairman of the AUDIT COMMITTEE / Chairman of the Nomination and Remuneration Committee / Member of the Risk Management Committee |

The company offered shareholders the opportunity to nominate individuals for election as directors of the company at the 2026 Annual General Meeting between October 1, 2025, and December 31, 2025. However, no shareholders nominated suitable candidates for election as directors at the 2026 Annual General Meeting.

**Opinions of the Nomination and Remuneration Committee**

The Nomination and Remuneration Committee (excluding directors with a conflict of interest in this term) considered the suitability of individuals for appointment as directors of the company. Between October 1, 2025, and December 31, 2025, no shareholders nominated suitable candidates for election as directors. Therefore, the committee considered various key criteria, such as qualifications and absence of disqualifying characteristics under the Public Company Limited Act, the Securities and Exchange Act B.E. 2535 (and amendments), and other relevant laws and regulations. Furthermore, the committee considered the ethics, knowledge, abilities, experience, and the diversity of qualifications of the overall board of directors, as well as individual performance as directors and sub-committee members. The committee concluded that the nominated individuals have passed the established process, meet the relevant regulations, and are suitable for the company's business. Therefore, the committee recommends that the Board of Directors propose to the 2026 Annual General Meeting of Shareholders for consideration and approval the re-election of Miss Yanida Areekul, Mr. Amorn Kitkrua, and Mr. Karn Chusatakarn to their positions as directors, independent directors, and sub-committee members as mentioned above for another term.

However, Mr. Karn Chusatakarn, an independent director, is able to express his opinion independently and in accordance with the relevant criteria.

A brief biography of the directors whose terms have expired and who have been nominated for reappointment is provided in Attachment 2.

**Opinions of the Board of Directors**

The Board of Directors (excluding directors with a conflict of interest in this term) has considered and approved the recommendation of the Nomination and Remuneration Committee, and deems it appropriate to propose to the 2026 Annual General Meeting of Shareholders for consideration the election of directors to replace those whose terms have expired, as follows:

- |                        |   |
|------------------------|---|
| 1) Miss Yanida Areekul | DIRECTOR / Executive Committee  |
| 2) Mr. Amorn Kitkrua   | DIRECTOR/ Member of the Nomination and Remuneration Committee / Executive Committee |

INDEPENDENT DIRECTOR / Chairman of the AUDIT COMMITTEE / Chairman of the Nomination and Remuneration Committee / Member of the Risk Management Committee

This is because the three aforementioned directors possess the qualifications and do not have any disqualifying characteristics under the Public Company Limited Act, the Securities and Exchange Act B.E. 2535 (and amendments), as well as other relevant laws and regulations. Consideration was also given to their ethics, knowledge, abilities, experience, and the diverse qualifications of the overall board of directors, their individual performance as directors and sub-committee members, and the fact that all three directors possess the knowledge, abilities, and experience to strengthen the company's management and can dedicate their time and abilities for the best interests of the company, shareholders, and all stakeholders. Therefore, they are deemed suitable to continue serving as directors of the company for another term.

**Agenda 5 To consider and approve the directors' remuneration for the year ended 31 December 2026**

**Facts and Reasons**

Section 90 of the PLC Act provide that the company is prohibited from paying any money or any other assets to the director unless it is paid as a remuneration according to the Articles of Association of the Company. Remuneration shall be in accordance with the resolution of the meeting of shareholders consisting of votes of not less than two-thirds of the total number of shareholders attending the meeting. And Article 35 of the Articles of Association of the Company provides that directors are entitled to receive remuneration from the Company in the form of meeting allowances, gratuities, bonuses or other benefits as considered by the meeting of shareholders, which the meeting of shareholders may determine a fixed amount or lay down a rule and will be fixed from time to time or will be effective forever until there is a change

The provisions of the first paragraph shall not affect the right of company employees or directors appointed by employees to receive compensation and results. benefits as employees of the Company.

According to the director's remuneration policy, the Nomination and Remuneration Committee has been considered in accordance with the remuneration of other listed companies in the same industry with similar size company performance and duties and responsibilities of the Board of Directors as well as the overall economic situation and then propose to the Board of Directors for consideration and approval and propose to the 2026 Annual General Meeting of Shareholders to consider and approve the determination of the remuneration of the Board of Directors and the members of sub-committees of the Company for the year 2026.

Details are as follows:

Position	2026 (Proposed year)		2025	
	Monthly Remuneration (Baht)	Meeting Allowance (Baht)	Monthly Remuneration (Baht)	Meeting Allowance (Baht)
<b>Board of Directors</b>				
1. Chairman of the Board of Directors	-	10,000		10,000
2. Non-executive directors	-	5,000		5,000
<b>The Audit Committee</b>				
1. Chairman of Audit Committee	-	10,000		10,000
2. Audit Committee Members	-	5,000		5,000
<b>Nomination and Remuneration Committee</b>				

Position	2026 (Proposed year)		2025	
	Monthly Remuneration (Baht)	Meeting Allowance (Baht)	Monthly Remuneration (Baht)	Meeting Allowance (Baht)
1. Chairman of the Nomination Remuneration Committee	-	10,000		10,000
2. Member of Nomination and Remuneration Committee	-	5,000		5,000
<b>Risk Management Committee</b>				
1. Chairman of the Risk Management Committee	-	10,000		10,000
2. Member of Risk Management Committee	-	5,000		5,000
Other benefits	None		None	

**Note:** Executive directors who receive a regular salary or are employees of the company, as well as directors serving as the company's advisors, are not entitled to receive a monthly remuneration or meeting allowances for their roles as board members, including any subcommittees.

#### **Opinions of the Board of Directors**

The Board of Directors has considered the remuneration of directors and sub-committees for the year 2026 and agreed with the opinion of the Nomination and Remuneration Committee which has been considered based on the director's remuneration policy of the Company. Therefore, it was deemed appropriate to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the determination of remuneration of directors and sub-committees for the year 2026.

#### **Vote to Pass Resolution**

This agenda must pass a resolution of approval with the votes of not less than two-thirds of the number of shareholders attending the meeting

#### **Agenda 6 To consider and approve the appointment of auditor and fix his/her remuneration for the year ended 31 December 2026**

#### **Facts and Reasons**

Section 120 of the PLC Act provides that the shareholders' meeting shall appoint an auditor and determine the auditor's remuneration every year. In appointing the auditor, the same auditor may be re-appointed and Article 51 of the Articles of Association of the Company provides that one of the activities of the annual general meeting is to consider the appointment of the auditor and determine the auditor's remuneration.

The appointment of the auditors for the year 2026, the Audit Committee has considered and selected an auditor from Karin Audit Company Limited to serve as the Company's auditor for the year 2026, which has been 3 consecutive years, details of auditors are as follows:

- |    |                             |                      |
|----|-----------------------------|----------------------|
| 1. | Miss BONGKOTRAT SUAMSIRI    | CPA No. 13512 and/or |
| 2. | Mr. JADESADA HUNGSAPRUEK    | CPA No. 3759 and/or  |
| 3. | Mr. Supoj Mahantachaisakun  | CPA No. 12794 and/or |
| 4. | Miss Kanwarat Saksriborworn | CPA No. 13273 and/or |
| 5. | Miss Kannika Wipanurat      | CPA No. 7305 and/or  |
| 6. | Mr. JIROTE SIRIROROTE       | CPA No. 5113 and/or  |
| 7. | Mr. Worapol Wiriyakulapong  | CPA No. 11181 and/or |

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- |     |                                |                     |
|-----|--------------------------------|---------------------|
| 8.  | Mr. POJANA ASAWASONTICHAJ      | CPA No. 4891 and/or |
| 9.  | Mr. Wichian Proongpanish       | CPA No. 5851 and/or |
| 10. | Mr. Thanathit Raksathianraphap | CPA No. 13646       |

Where any one of the above shall have the authority to review and sign the Company's audit report, and in the event that there is a necessity that the auditors listed above are unable to perform their duties, Karin Audit Company Limited shall find another suitable auditor to perform the duties.

In this regard, the auditors and their companies listed above have no relationship or interest with the Company or its subsidiaries. Senior executives, major shareholders, or individuals with any relationship with the aforementioned individuals. Financial statements of the company No auditor, including the aforementioned certified public accountant, has been responsible for auditing the company's accounts for more than 7 years. Continuous accounting years.

In addition, the Audit Committee propose to determine the remuneration of the Company's auditors and its subsidiaries for the year 2025 in not over the amount of not more than THB 950,000 per year, excluding other service fees (Non-Audit Fee) that the Company actually paid.

**Unit: THB**

Remuneration	2026 (Proposed year)	2025
1) Audit Fee	950,000	1,060,000
2) Other Service Fee (Non-Audit Fee)	-None-	-None-

The company has reviewed and determined that the aforementioned auditor meets the qualifications set by the Office of the Securities and Exchange Commission, possesses excellent professional standards, and has expertise in auditing. After comparing the workload and audit fees with those of other listed companies at the same level, it was concluded that Karin Audit Company Limited has proposed fees appropriate for the company, with audit charges lower than those of the previous year.

**Opinions of the Board of Directors**

The Board of Directors has considered and agreed with the opinion of the Audit Committee, and deemed appropriate to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the appointment of (1) Miss BONGKOTRAT SUAMSIRI CPA No. 13512 and/or (2) Mr. JADESADA HUNGSAPRUEK CPA No. 3759 and/or (3) Mr. Supoj Mahantachaisakun CPA No. 12794 and/or (4) Miss Kanwarat Saksriborworn CPA No. 13273 and/or (5) Miss Kannika Wipanurat CPA No. 7305 and/or (6) Mr. JIROTE SIRIROROTE CPA No. 5113 and/or (7) Mr. Worapol Wiriyakulapong CPA No. 11181 and/or (8) Mr. POJANA ASAWASONTICHAJ CPA No. 4891 and/or (9) Mr. Wichian Proongpanish CPA No. 5851 and/or (10) Mr. Thanathit Raksathianraphap CPA No. 13646, the auditor from Karin Audit Company Limited is the Company's auditor for the year 2026 and the determine the remuneration of auditors for the year 2026 in the amount of THB 950,000 per year, excluding other service fees (Non-Audit Fee) that the Company actually paid.

**Vote to Pass Resolution**

This agenda must pass a resolution of approval with a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

**Agenda 7 To consider approving the issuance and offering of warrants to purchase additional ordinary shares of PanelesMatic Solutions Public Company Limited, Series 1 (PANEL-W1) and Series 2 (PANEL-W2), to existing shareholders of the Company in proportion to their shareholding (Rights Offering).**

**Facts and Reasons**

To support business expansion and to use the proceeds from the capital increase as working capital and as a reserve for future investments, the company deems it appropriate to issue and offer for sale warrants to purchase ordinary shares of the company, Series 1 (PANEL-W1) and warrants to purchase ordinary shares of the company, Series 2 (PANEL-W2), in an amount not exceeding 71,250,000 units. Details are as follows:

1. Warrants to purchase ordinary shares of PanelesMatic Solutions Public Company Limited, Series 1 (PANEL-W1): The issuance of not more than 47,500,000 units of warrants to purchase ordinary shares of PanelesMatic Solutions Public Company Limited, Series 1 (PANEL-W1), will be issued to existing shareholders of the company in proportion to their shareholdings, free of charge (offering price per unit: 0 Baht), at a ratio of 4 ordinary shares to 1 unit of PANEL-W1 warrant (any fractional units of PANEL-W1 warrants resulting from the allocation ratio will be disregarded). The proceeds from the warrants will be used as working capital to support short-term business growth. The PANEL-W1 warrants have a term of 1 year from the date of issuance. Holders of PANEL-W1 warrants can exercise their rights every three months from the date of issuance. The exercise ratio is 1 warrant unit entitles them to purchase 1 ordinary share at an exercise price of 1.30 baht per share. Details are shown in Attachments 3 and 5.
2. Warrants to purchase ordinary shares of PanelesMatic Solutions Public Company Limited, Series 2 (PANEL-W2) The issuance of not more than 23,750,000 units of warrants to purchase ordinary shares of PanelesMatic Solutions Public Company Limited, Series 2 (PANEL-W2), to be allocated to existing shareholders of the company in proportion to their shareholdings, free of charge (offering price per unit = 0 baht), at a ratio of 8 ordinary shares per 1 unit of PANEL-W2 warrant (any fractional units of PANEL-W2 warrants resulting from the allocation ratio calculation will be disregarded). The purpose of this issuance is to provide working capital to support the medium-term business growth plan. The PANEL-W2 warrants have a term of 3 years from the date of issuance. Holders of PANEL-W2 warrants can exercise their rights every three months from the date of issuance. The exercise ratio is 1 warrant unit entitles the holder to purchase 1 ordinary share at an exercise price of 3.68 baht per share. A summary of the key details of PANEL-W2 warrants is provided in Attachments 4 and 5.

The record date for determining the list of existing shareholders entitled to receive PANEL-W1 and PANEL-W2 warrants is set for April 30, 2026.

The terms and conditions of the PANEL-W1 and PANEL-W2 warrants are shown in Attachments 3, 4, and 5.

**Opinions of the Board of Directors**

The Board of Directors has considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders in 2026 for consideration and approval the issuance and sale of warrants to purchase additional ordinary shares of PanelesMatic Solutions Public Company Limited, Series 1 (PANEL-W1), in an amount not exceeding 47,500,000 units (without consideration of the offering price) to existing shareholders of the Company in proportion to their shareholding, at an allocation ratio of 4 existing ordinary shares per 1 unit of PANEL-W1 warrants. The PANEL-W1 warrants will have a term of 1 year from the date of issuance. The Board also proposes the issuance and sale of warrants PANEL-W2 in an amount not exceeding 23,750,000 units (without consideration of the offering price) to existing shareholders of the Company in proportion to their shareholding. At an allocation rate of 8 existing ordinary shares per 1 unit of PANEL-W2 warrant, the PANEL-W2 warrant has a term of 3 years from the date of issuance.

### **Vote to Pass Resolution**

This agenda must be adopted by a vote of not less than three-fourths of the votes cast by the shareholders present at the meeting and entitled to vote.

### **Agenda 8 To consider approving the allocation of additional ordinary shares to accommodate the exercise of rights under warrants Series 1 (PANEL-W1) and Series 2 (PANEL-W2).**

#### **Facts and Reasons**

Following agenda item 7 (subject to shareholder approval), the company will allocate up to 71,250,000 newly issued ordinary shares with a par value of 0.50 baht per share, as detailed below:

- (1) Allocate not more than 47,500,000 additional ordinary shares of the Company, with a par value of 0.50 baht per share, to support the exercise of rights under the PANEL-W1 warrants without charge. The PANEL-W1 warrants have a term of 1 year from the date of issuance and have an exercise ratio of 1 unit per 1 additional ordinary share at an exercise price of 1.30 baht per share.
- (2) Allocate not more than 23,750,000 additional ordinary shares of the Company, with a par value of 0.50 baht per share, to support the exercise of rights under the PANEL-W2 warrants without charge. The PANEL-W2 warrants have a term of 3 year from the date of issuance and have an exercise ratio of 1 unit per 1 additional ordinary share at an exercise price of 3.68 baht per share.

Further details regarding the allocation of additional ordinary shares and details concerning the PANEL-W1 and PANEL-W2 warrants are provided in Attachments 3, 4, and 5

#### **Opinions of the Board of Directors**

The Board of Directors has considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders in 2026 for consideration and approval the allocation of additional ordinary shares to accommodate the exercise of rights under the warrants, Series 1 (PANEL-W1), in an amount not exceeding 47,500,000 shares with a par value of 0.50 baht per share, and Series 2 (PANEL-W2), in an amount not exceeding 23,750,000 shares with a par value of 0.50 baht per share.

### **Vote to Pass Resolution**

This agenda must pass a resolution of approval with a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

### **Agenda 9 To Consider approving the increase in the company's registered capital to accommodate the exercise of rights under the company's warrants to purchase additional ordinary shares, Series 1 (PANEL-W1) and Series 2 (PANEL-W2), and amending Article 4 of the company's Memorandum of Association to reflect the increase in registered capital.**

#### **Facts and Reasons**

The Public Company Limited Act B.E. 2535 (including amendments) ("Public Company Limited Act"), Section 136 and the Company's Articles of Association, Section 56, stipulate that a Company may increase its registered capital by issuing new shares. Following the company's intention to issue and allocate up to 47,500,000 units of PANEL-W1 warrants and up to 23,750,000 units of PANEL-W2 warrants to existing shareholders in proportion to their shareholding (Warrant-RO) free of charge, and to issue new ordinary shares to support the exercise of the PANEL-W1 and PANEL-W2 warrants, the company needs to increase its registered capital to accommodate the exercise of the aforementioned PANEL-W1 and PANEL-W2 warrants. This will be achieved by increasing the registered capital by no more than 35,625,000 baht, from the original registered capital of 95,000,000 baht, to a total registered capital of 130,625,000 baht, through the issuance of up to 71,250,000 ordinary shares with a par value of 0.50 baht per share.



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Details of the capital increase are shown in the Capital Increase Report Form (F53-4), Attachment 5, and the Company's Memorandum of Association, Article 4 (Registered Capital), must be amended to reflect the registered capital increase as follows:

“Clause 4.	Registered Capital	130.625,000	THB	(One hundred and thirty-seven million seven hundred and fifty thousand baht)
	Divided into	261,250,000	Shares	(Two hundred and seventy-five million five hundred thousand shares)
	Par value	0.50	THB	(Fifty satang)
	Divided into:			
	Ordinary Shares	261,250,000	Shares	(Two hundred and seventy-five million five hundred thousand shares)
	Preferred Shares	-	Shares	(-)”

#### **Opinions of the Board of Directors**

The Board of Directors has considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders in 2026 for consideration and approval of an increase in the Company's registered capital to accommodate the exercise of rights under the Company's Series 1 (PANEL-W1) and Series 2 (PANEL-W2) warrants to purchase additional ordinary shares, and to amend Article 4 of the Company's Memorandum of Association to reflect the increase in registered capital.

Furthermore, the Board of Directors resolved to propose to the 2026 Annual General Meeting of Shareholders for consideration and approval the authorization of the Board of Directors and/or persons designated by the Board of Directors to register amendments to the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, including the authority to amend and supplement the wording to comply with the Registrar's orders.

#### **Vote to Pass Resolution**

This agenda must be adopted by a vote of not less than three-fourths of the votes cast by the shareholders present at the meeting and entitled to vote.

#### **Agenda 10 To acknowledge the change in the purpose of using the capital raised from the initial public offering (IPO) of ordinary shares.**

#### **Facts and Reasons**

Notification of the Capital Market Supervisory Board No. SorJor. 39/2016 on the application for and permission to offer newly issued shares, Section 38(6)(b), and Notification of the Securities and Exchange Commission No. SorJor. 63/2018 on the change of purpose of use of funds according to the securities offering registration statement and draft prospectus, which stipulates that a non-significant change to the purpose of use of funds may be made upon approval from the company's board of directors and such change must be reported to the shareholders' meeting for information at the next shareholders' meeting of the company.

#### **Opinions of the Board of Directors**

The Board of Directors meeting No. 4/2025, held on November 6, 2025, considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders in 2026 for acknowledgment of a minor change in the purpose of using the capital increase funds received from the initial public offering (IPO), which was disclosed through the Stock Exchange of Thailand's system on November 6, 2025. Details are as follows:

The purpose of the utilization of IPO	Before the change	After the change		
	Estimated amount of utilization of IPO (million baht)	Estimated amount of utilization of IPO (million baht)	Use it until	Amount of Spending Used
		As of 31 December 2025		
1. to build a new factory	113.58	142.58	91.12	51.46
2. Repayment of loans	28.78	28.78	28.78	0
3. To be used as working capital of the company	14.00	5.00	5.00	0
4. Invest in new business or related business	20.00	0.00	0.00	0.00
<b>Total</b>	<b>176.36</b>	<b>176.36</b>	<b>0.00</b>	<b>51.46</b>

#### **Vote to Pass Resolution**

This agenda is for acknowledgment; therefore, voting is not required.

#### **Agenda 11 To consider other agenda**

##### **Facts and Reasons**

The proposal for this agenda is to allow the shareholders to express their question, discuss and/or propose to the Board of Directors and/or management on the matters other than the agendas proposed above. However, if the shareholders desire to raise other matters which need to be considered and approved by the Shareholders' Meeting, it shall be in accordance with the condition prescribed in Section 105 of the PLC Act, which provides that "When the meeting finished considering the matters specified in the invitation letter, the shareholders holding shares of not less than one-third of the total number of subscribed shares may request the meeting to consider other matters in addition to those specified in the invitation letter."

##### **Opinions of the Board of Directors**

The Board of Directors deems appropriate to remain this agenda for the shareholders to question and/or express their opinion on any issues without voting. In such case, if the shareholders desire to consider and cast the vote, it shall comply with the conditions of the law above.

Therefore, all shareholders are cordially invited to attend the 2026 Annual General Meeting Shareholders on Wednesday, 22 April 2026 at 14.00 hrs. and via electronic meeting only. The meeting of the Annual General Meeting will be broadcast live from the meeting room of the Company's office, No. 36 Moo 7, Bang Talad Sub-district, Pakkret District Nonthaburi Province

In addition, if the company changes the meeting schedule or arranges dates and times. The meeting venue shall not be notified to shareholders in advance of such changes within the time limit prescribed by law. The company shall publish such changes through the information dissemination system of the Thai Stock Exchange of Thailand and/or the company website and other channels.

In the event that a shareholder is unable to attend the meeting in person and wishes to appoint a proxy to attend the meeting and cast votes on his or her behalf, please execute either Proxy Form A or Form B, and for the foreign shareholders who have appointed a custodian, please execute Proxy Form C, as set out in **Attachment 7**. In addition, in order to protect the rights and interests of the shareholders in the event that a shareholder is unable to attend the meeting and wishes to appoint one of the Company's independent directors as his or her proxy to attend the meeting and cast votes on his or her behalf, the shareholder can execute Proxy Form B, and select one of the Company's independent directors, whose names and profiles are set out in **Attachment 8** to attend the meeting and cast votes on his or her behalf.



## PanelésMatic Solutions

In addition, foreign shareholders who have appointed the Custodian to keep their shares in the custody, can record their voting information according to Proxy Form C in e-Proxy Voting system of the Thailand Securities Depository Company Limited (TSD). The record of such information can be made in advance until 21 April 2026 (1 day before the meeting date) until 5 p.m.

Shareholders can submit recommendations or questions in advance of the 2026 Annual General Meeting of Shareholders via the following channels:

- Email Address: [ir@panelesmatic.com](mailto:ir@panelesmatic.com)
- Post: "Company Secretary" PanelesMatic Solutions Public Company Limited, No.36 Moo 7, New Samakkhi road, Bang Talat, Pak Kret Nonthaburi 11120

The Company has set 13 March 2026 to be the date for determining the names of shareholders entitled to attend the shareholders' meeting and vote.

Your sincerely,

(Ms. Yanida Areekul)  
Directors

(Mrs. Julia W Petpaisit)  
Directors

Annual Report 2025 (Form 56-1 One Report)

Including the balance sheet and annual profit and loss statement.

As of December 31st, 2025, in QR code format.



Consideration of agenda 4: Curriculum Vitae of the Nominated Person to be elected as Director of  
**PanelesMatic Solutions Public Company Limited**

Name-Surname : Miss Yanida Areekul  
 Age : 29 Years  
 Present Positions : Director / - Member of the Executive Committee

First Appointed : 8 May 2023  
 No. of Years as Director : 2 Year 11 Month (If approved this time, for a total of 5 Years 11 Month)  
 (From the date of conversion to a public company)

Shareholding : -None-  
 Education : - Master's Degree in Environmental Technology Imperial College London, United Kingdom  
 - Bachelor of Engineering (Materials), Loughborough University, United Kingdom



Director Training : Thai Institute of Directors (IOD)  
 - Director Accreditation Program (DAP) 204/2023

**Work Experiences In the past 5 years**

2025 - Present : Director  
 TUFF STUFF Co., Ltd.

2023 - Present : Director / Member of the Executive Committee  
 PanelesMatic Solutions Public Company Limited

2023 - Present : HR Manager  
 A.S. ASSOCIATED ENGINEERING (1964) CO., LTD.

2022 - Present : Systems Analyst  
 A.S. ASSOCIATED ENGINEERING (1964) CO., LTD.

2020 - 2022 : Consultant  
 ERM-SIAM CO., LTD.

**The position is Directors / managers in Other Organizations:**

Listed Companies	-None-
Non - Listed Companies 3 Company	Director TUFF STUFF Co., Ltd. HR Manager A.S. ASSOCIATED ENGINEERING (1964) CO., LTD. Systems Analyst A.S. ASSOCIATED ENGINEERING (1964) CO., LTD.
Other Business which may have conflict interest	-None-

**Meeting Attendance:**

	Board of Directors	Audit Committee	Executive Committee	Nomination and Remuneration Committee	Risk Management Committee	Annual General Meeting
2025	4/4		12/12			1/1
2024	5/5		12/11			1/1

Criminal Offense Record during the Past 10 Years : -None-  
 Relation among Family with other Directors : Son of Mr. Aungsurus Areekul

**Board member / management in other organization that may have conflict of interest with the Company or in the 2 years ago.**

- Being a director that take part in managing day-to-day operation or being an employee, or advisor who receive a regular salary or fee -None-
- Being a professional service provider (i.e., auditor, lawyer, financial advisor) -None-
- Having the significant business relations that may affect the ability to perform independently -Have-

Consideration of agenda 4: Curriculum Vitae of the Nominated Person to be elected as Director of  
PanesMatic Solutions Public Company Limited

Name-Surname : Mr. Amorn Kitkrua  
 Age : 59 Years  
 Present Positions : Director / Member of the Executive Committee / Member of the  
Nomination and Remuneration Committee  
 First Appointed : 8 May 2023  
 No. of Years as Director (From the date of conversion to a public company) : 2 Year 11 Month (If approved this time, for a total of 5 Years 11 Month)  
 Shareholding : 7.39% (14,040,000 Shares)  
 Education : - Bachelor of Business Administration (Finance) Dhurakij Pundit University



Director Training : Thai Institute of Directors (IOD)  
 - Director Accreditation Program (DAP 204/2023)

Work Experiences In the past 5 years

2019 - Present : Director / Member of the Executive Committee / Member of the Nomination and Remuneration Committee  
PanesMatic Solutions Public Company Limited  
 2000 - Present : Director  
Doormatic Systems Co., Ltd.  
 2011 - Present : Director  
PANELES ASIA COMPANY LIMITED (Dissolve the business)  
 1991 - Present : Director  
Nicky International Co., Ltd.

The position is Directors / managers in Other Organizations:

Listed Companies	-None-
Non - Listed Companies 2 Company	Director Doormatic Systems Co., Ltd. <span>ดอร์มาติก</span> Director Nicky International Co., Ltd.
Other Business which may have conflict interest	-None-

Meeting Attendance:

	Board of Directors	Audit Committee	Executive Committee	Nomination and Remuneration Committee	Risk Management Committee	Annual General Meeting
2025	4/4		12/11	1/1		1/1
2024	5/5		12/11	1/1		1/1

Criminal Offense Record during the Past 10 Years : -None-

Relation among Family with other Directors : Married (Not Registered) with Mrs. Julia W Petpaisit

Board member / management in other organization that may have conflict of interest with the Company or in the 2 years ago.

- Being a director that take part in managing day-to-day operation or being an employee, or advisor who receive a regular salary or fee -Yes-
- Being a professional service provider (i.e., auditor, lawyer, financial advisor) -None-
- Having the significant business relations that may affect the ability to perform independently -Have-

Consideration of agenda 4: Curriculum Vitae of the Nominated Person to be elected as Director of  
**PanelesMatic Solutions Public Company Limited**

Name-Surname : Mr. Karn Chusatakarn  
 Age : 35 Years  
 Present Positions : Independent Director / Chairman of the Audit Committee / Member of the Risk Management / Chairman of the Nomination and Remuneration Committee  
 First Appointed : 8 May 2023  
 No. of Years as Director (From the date of conversion to a public company) : 2 Year 11 Month (If approved this time, for a total of 5 Years 11 Month)  
 Shareholding : 0.29% (552,700 Shares)  
 Education : - Bachelor of Faculty of Commerce and Accounting, Thammasat University  
 Director Training : Thai Institute of Directors (IOD)  
 - Advanced Audit Committee Program (AACP 42/2021)  
 - Director Accreditation Program (DAP 179/2021)



Work Experiences In the past 5 years

9 May 2025 - Present : Chairman of the Audit Committee  
 PanelesMatic Solutions Public Company Limited  
 2022 - 9 May 2025 : Audit Committee  
 PanelesMatic Solutions Public Company Limited  
 2022 - Present : Independent Director / Member of the Risk Management / Chairman of the Nomination and Remuneration Committee  
 PanelesMatic Solutions Public Company Limited  
 2022 - Present : Managing Director  
 TYK BUSINESS ADVISORY CO., LTD.  
 2021 - Present : Independent Director / Audit Committee  
 V BEYOND DEVELOPMENTS PUBLIC COMPANY LIMITED  
 2019 - Present : Partner  
 MA MILLAN WOODS (THAILAND) COMPANY LIMITED  
 2019 - Present : Consultant  
 FLASH EXPRESS COMPANY LIMITED  
 2017 - Present : Managing Director  
 KARN AUDIT AND TAX COMPANY LIMITED

The position is Directors / managers in Other Organizations:

Listed Companies	-None-
Non - Listed Companies 5 Company	Managing Director TYK BUSINESS ADVISORY CO., LTD. Independent Director / Audit Committee V BEYOND DEVELOPMENTS PUBLIC COMPANY LIMITED Partner MA MILLAN WOODS (THAILAND) COMPANY LIMITED Consultant FLASH EXPRESS COMPANY LIMITED Managing Director KARN AUDIT AND TAX COMPANY LIMITED
Other Business which may have conflict interest	-None-

Meeting Attendance:

	Board of Directors	Audit Committee	Executive Committee	Nomination and Remuneration Committee	Risk Management Committee	Annual General Meeting
2025	4/4	4/4		1/1	1/1	1/1
2024	5/5	4/4		1/1	0/0	1/1

Criminal Offense Record during the Past 10 Years : -None-

Relation among Family with other Directors : -None-

Board member / management in other organization that may have conflict of interest with the Company or in the 2 years ago.

- Being a director that take part in managing day-to-day operation or being an employee, or advisor who receive a regular salary or fee -None-
- Being a professional service provider (i.e., auditor, lawyer, financial advisor) -None-
- Having the significant business relations that may affect the ability to perform independently -No Have-

**Summary of Key Terms of the Warrants to Purchase Ordinary Shares of  
Panelesmatic Solutions Public Company Limited No. 1 (PANEL-W1) (Offered Free of Charge)**

Type of Securities Offered	Warrants to purchase ordinary shares of Panelesmatic Solutions Public Company Limited No. 1 ("Warrants" or "PANEL-W1").
Type of Warrants	Name-registered and transferable warrants.
Number of Warrants Issued and Offered	Not exceeding 47,500,000 units
Number of Ordinary Shares Reserved for the Exercise of Warrants	<p>Not exceeding 47,500,000 ordinary shares, with a par value of Baht 0.50 per share, representing 25% of the total issued and paid-up shares of the Company.</p> <p>When combined with the ordinary shares reserved for the exercise of PANEL-W2 Warrants (not exceeding 23,750,000 shares), the total represents 37.50% of the Company's issued and paid-up shares, which does not exceed the regulatory limit of 50%, in accordance with the applicable regulations of the Capital Market Supervisory Board.</p> $= \frac{\text{Reserved Shares for PANEL-W1 and PANEL-W2}}{\text{Paid up Stock}}$ $= \frac{47,500,000 + 23,750,000}{190,000,000}$ $= 37.50\%$
Offering Price	Baht 0.00 per unit
Allocation Method	<p>Allocated to existing shareholders of the company at a ratio of 4 existing ordinary shares to 1 unit of warrant. Any fractional amount will be rounded down.</p> <p>The company's board of directors has approved a record date of April 30, 2026, for determining the eligibility of existing shareholders to receive warrants. However, the right to receive warrants remains uncertain, as it is subject to approval from the company's shareholders' meeting.</p>
Date of Warrant Issuance	The Board of Directors and/or persons authorized by the Board of Directors are empowered to determine the issuance date of PANEL-W1 warrants after obtaining approval from the shareholders' meeting. The Company has set the record date for shareholders entitled to receive PANEL-W1 warrants as April 30, 2026.
Exercise rate	Warrant one Unit to purchase one additional ordinary share, unless the rights are adjusted according to the adjustment terms.
Exercise Price	1.30 baht per share, unless the rights are adjusted according to the adjustment conditions.
Issue and Offer Period	The offer of sale is completed within 1 year from the date of the shareholders' meeting approving the issuance and offer of securities. The Board of Directors or the person designated by the Board of Directors shall be authorized to carry out the consideration of the allocation and determine the terms and details.

Expiration date of the warrant	1 year from the date of issuance and offering of the warrants.
Period of exercising the right	Warrant holders can exercise their rights under the warrants on the last business day of February, May, August, or November of each calendar year after the warrant issuance date for the duration of the warrants ("Exercise Date"). The first exercise date is the last business day of May, August, November, or February (as applicable) after the warrant issuance date, and the last exercise date is no more than one year after the warrants have expired. If the exercise date falls on a company holiday, it shall be postponed to the preceding business day.
Period for Notification of Intention to Exercise Rights	Holders of warrants who wish to exercise their right to purchase ordinary shares of the company must notify their intention between 9:00 AM and 4:00 PM on company business days, within 5 business days prior to each exercise date, except for the final exercise date, where warrant holders may notify their intention within 15 days before the final exercise date.
Subsidiary market of tokens	The company will register the authorization certificate as a securities listed on the Thai Stock Exchange.
The secondary market for common shares arising from the exercise of rights.	The company will list the ordinary shares resulting from the exercise of warrants as registered securities on the Stock Exchange of Thailand.
Rights Adjustment Terms	<p>The company will adjust the exercise price and exercise ratio when any of the following events occur, with the objective of maintaining the return on investment for warrant holders so that it is not less than before.</p> <ol style="list-style-type: none"> <li>1. When there is a change in the par value of the Company's ordinary shares as a result of a share consolidation or share split.</li> <li>2. When the Company offers for sale any newly issued shares at a price lower than 90% of the share price calculated using the market method at the time of the offering or the market price prior to the offering, and using the calculation method specified in the terms and conditions.</li> <li>3. When the Company offers for sale newly issued convertible bonds or warrants with the price or calculation of the price of the newly issued shares to support such convertible bonds or warrants lower than 90% of the share price calculated using the market method at the time of the offering of the convertible bonds or warrants, or the market price prior to the offering, and using the calculation method specified in the terms and conditions.</li> <li>4. When the Company pays all or part of the dividends to shareholders in newly issued shares.</li> <li>5. When the Company pays dividends in cash, which exceeds 90 percent of the company's net profit after income tax.</li> <li>6. When there is any other case similar to points 1 to 5 that causes any return that the warrant holder will receive upon exercising the rights under the warrant to be less than before.</li> </ol>

<p>The reason for issuing additional new shares to accommodate the change in the exercise of rights.</p>	<p>When the exercise price and exercise ratio are adjusted according to the adjustment conditions as specified in the terms and conditions of the warrants to purchase ordinary shares, which is an event specified in Section 11(4)(b) according to the Capital Market Supervisory Board Notification No. Tor.Jor.34/2008 regarding the application for permission and the request for permission to offer for sale warrants to purchase newly issued shares and newly issued shares to support warrants, dated December 15, 2008 (including any amendments).</p>
<p>Other conditions</p>	<p>The Board of Directors and/or persons authorized by the Board of Directors shall have the power to determine and change the rules, conditions, and other details, including but not limited to the exercise price and ratio, allocation, and issuance and offering dates of warrants, as well as the power to determine the grounds for issuing additional ordinary shares to accommodate changes in the exercise price and/or exercise ratio of the warrants, and to take all necessary and appropriate actions related to the issuance of warrants and the listing of warrants as listed securities on the Stock Exchange of Thailand, as well as to obtain permission from other relevant authorities.</p>
<p>Registrar</p>	<p>Thailand Securities Depository Company Limited (TSD)</p>
<p>Effects on Shareholders</p>	<ol style="list-style-type: none"> <li>1. <b>Impact on Voting Rights of Existing Shareholders (Control Dilution):</b> Since warrants are issued and offered for sale to existing shareholders in proportion to their shareholding, there is no impact on shareholders as of the date of issuance of the warrants. However, if the warrants are fully exercised and not all of the warrant exercisers are existing shareholders, the shareholding proportion of existing shareholders will decrease by <u>20.00%</u>.</li> <li>2. <b>Effect on the market price of the shares (Price Dilution)</b> after the issuance and offer of the PANEL-W1 securities to the original shareholders of the Company in proportion to the shareholding without offering to the shareholders that make the Company liable under foreign law (Preferential Public Offering – PPO). This time, if the shareholder who has received the PANEL-W1 securities has the right to change the status to ordinary shares in accordance with the amount granted. There will be no effect on the market price of the share (Price Dilution), but in the event that the shareholder who has received the PANEL - W1 bond does not exercise the right to change the status and other shareholders exercise the right to change the status in full, there will be an effect on the market price of the share equal to <u>0.45 percent</u>.</li> <li>3. <b>Impact on Earnings Per Share (Earnings Per Share Dilution: EPS Dilution)</b> following the issuance and offering of PANEL-W1 warrants to existing shareholders of the Company in proportion to their shareholdings, without offering them to shareholders that would create obligations for the Company under foreign laws (Preferential Public Offering – PPO). If shareholders who received PANEL-W1 warrants exercise their conversion rights into ordinary shares in full, there will be no impact on earnings per share (Earnings per share</li> </ol>

	<p>dilution). However, if shareholders who received PANEL-W1 warrants do not exercise their conversion rights, and other shareholders exercise their conversion rights in full, the existing shareholders will be affected by <u>25.00 percent</u>.</p> <p>The details of the calculation are shown in the Capital Increase Report Form (F53-4) (Attachment 5).</p>
Purpose of issuing a warrant	To prepare and strengthen the financial strength of the company so that the company can operate according to the requirements of employment from the government sector or future projects of the document sector, and as a working capital to support the growth of the business plan in the short term.
The benefits that the company will receive from this capital increase allocation.	<ol style="list-style-type: none"> <li>1. Business expansion and working capital.</li> <li>2. Strengthening the company's capital structure.</li> </ol>
The benefits shareholders will receive from this capital increase	<p><b>Dividend Policy</b></p> <p>the Company's policies are to distribute a dividend to shareholders of no less than 40% of the Company's net profit, available after the corporate income tax, allocation of legal reserve and other reserves (if specified and if applicable). The dividend payout must not have a significant impact on the Company's normal operations. The Company's Board of Directors and its shareholders may adjust the dividend payout depending on financial position, operating results, investment and expansion plans and other considerations as deemed appropriate.</p> <p><b>Rights of shareholders</b></p> <p>The holder of the warrant who exercises the right to purchase additional ordinary shares of the company shall be deemed a shareholder of the company only when the company's registrar of ordinary shares records the name of the warrant holder as a shareholder in the company's shareholder register, and the company has completed the registration of capital increase with the Department of Business Development. This includes the right to participate in shareholder meetings and the right to receive allocations for existing shareholders beyond dividend entitlements, as determined by the company.</p>

**Summary of Key Terms of the Warrants to Purchase Ordinary Shares of  
PanelesMatic Solutions Public Company Limited No. 2 (PANEL-W2) (Offered Free of Charge)**

Type of Securities Offered	Warrants to purchase ordinary shares of PanelesMatic Solutions Public Company Limited No. 2 ("Warrants" or "PANEL-W2").
Type of Warrants	Name-registered and transferable warrants.
Number of Warrants Issued and Offered	Not exceeding 23,750,000 units
Number of Ordinary Shares Reserved for the Exercise of Warrants	<p>Not exceeding 23,750,000 ordinary shares, with a par value of Baht 0.50 per share, representing 12.50% of the total issued and paid-up shares of the Company.</p> <p>When combined with the ordinary shares reserved for the exercise of PANEL-W1 Warrants (not exceeding 47,500,000 shares), the total represents 37.50% of the Company's issued and paid-up shares, which does not exceed the regulatory limit of 50%, in accordance with the applicable regulations of the Capital Market Supervisory Board.</p> $= \frac{\text{Reserved Shares for PANEL-W1 and PANEL-W2}}{\text{Paid up Stock}}$ $= \frac{47,500,000 + 23,750,000}{190,000,000}$ $= 37.50\%$
Offering Price	Baht 0.00 per unit
Allocation Method	<p>Allocated to existing shareholders of the company at a ratio of 8 existing ordinary shares to 1 unit of warrant. Any fractional amount will be rounded down.</p> <p>The company's board of directors has approved a record date of April 30, 2026, for determining the eligibility of existing shareholders to receive warrants. However, the right to receive warrants remains uncertain, as it is subject to approval from the company's shareholders' meeting.</p>
Date of Warrant Issuance	The Board of Directors and/or persons authorized by the Board of Directors are empowered to determine the issuance date of PANEL-W2 warrants after obtaining approval from the shareholders' meeting. The Company has set the record date for shareholders entitled to receive PANEL-W2 warrants as April 30, 2026.
Exercise rate	Warrant one Unit to purchase one additional ordinary share, unless the rights are adjusted according to the adjustment terms.
Exercise Price	3.68 baht per share, unless the rights are adjusted according to the adjustment conditions.
Issue and Offer Period	The offer of sale is completed within 1 year from the date of the shareholders' meeting approving the issuance and offer of securities. The Board of Directors or the person designated by the Board of Directors shall be authorized to carry out the consideration of the allocation and determine the terms and details.

Expiration date of the warrant	3 years from the date of issuance and offering of the warrants.
Period of exercising the right	Warrant holders can exercise their rights under the warrants on the last business day of February, May, August, or November of each calendar year after the warrant issuance date for the duration of the warrants ("Exercise Date"). The first exercise date is the last business day of May, August, November, or February (as applicable) after the warrant issuance date, and the last exercise date is no more than 3 years after the warrants have expired. If the exercise date falls on a company holiday, it shall be postponed to the preceding business day.
Period for Notification of Intention to Exercise Rights	Holders of warrants who wish to exercise their right to purchase ordinary shares of the company must notify their intention between 9:00 AM and 4:00 PM on company business days, within 5 business days prior to each exercise date, except for the final exercise date, where warrant holders may notify their intention within 15 days before the final exercise date.
Subsidiary market of tokens	The company will register the authorization certificate as a securities listed on the Thai Stock Exchange.
The secondary market for common shares arising from the exercise of rights.	The company will list the ordinary shares resulting from the exercise of warrants as registered securities on the Stock Exchange of Thailand.
Rights Adjustment Terms	<p>The company will adjust the exercise price and exercise ratio when any of the following events occur, with the objective of maintaining the return on investment for warrant holders so that it is not less than before.</p> <ol style="list-style-type: none"> <li>1. When there is a change in the par value of the Company's ordinary shares as a result of a share consolidation or share split.</li> <li>2. When the Company offers for sale any newly issued shares at a price lower than 90% of the share price calculated using the market method at the time of the offering or the market price prior to the offering, and using the calculation method specified in the terms and conditions.</li> <li>3. When the Company offers for sale newly issued convertible bonds or warrants with the price or calculation of the price of the newly issued shares to support such convertible bonds or warrants lower than 90% of the share price calculated using the market method at the time of the offering of the convertible bonds or warrants, or the market price prior to the offering, and using the calculation method specified in the terms and conditions.</li> <li>4. When the Company pays all or part of the dividends to shareholders in newly issued shares.</li> <li>5. When the Company pays dividends in cash, which exceeds 90 percent of the company's net profit after income tax.</li> <li>6. When there is any other case similar to points 1 to 5 that causes any return that the warrant holder will receive upon exercising the rights under the warrant to be less than before.</li> </ol>

<p>The reason for issuing additional new shares to accommodate the change in the exercise of rights.</p>	<p>When the exercise price and exercise ratio are adjusted according to the adjustment conditions as specified in the terms and conditions of the warrants to purchase ordinary shares, which is an event specified in Section 11(4)(b) according to the Capital Market Supervisory Board Notification No. Tor.Jor.34/2008 regarding the application for permission and the request for permission to offer for sale warrants to purchase newly issued shares and newly issued shares to support warrants, dated December 15, 2008 (including any amendments).</p>
<p>Other conditions</p>	<p>The Board of Directors and/or persons authorized by the Board of Directors shall have the power to determine and change the rules, conditions, and other details, including but not limited to the exercise price and ratio, allocation, and issuance and offering dates of warrants, as well as the power to determine the grounds for issuing additional ordinary shares to accommodate changes in the exercise price and/or exercise ratio of the warrants, and to take all necessary and appropriate actions related to the issuance of warrants and the listing of warrants as listed securities on the Stock Exchange of Thailand, as well as to obtain permission from other relevant authorities.</p>
<p>Registrar</p>	<p>Thailand Securities Depository Company Limited (TSD)</p>
<p>Effects on Shareholders</p>	<ol style="list-style-type: none"> <li>1. <b>Impact on Voting Rights of Existing Shareholders (Control Dilution):</b> Since warrants are issued and offered for sale to existing shareholders in proportion to their shareholding, there is no impact on shareholders as of the date of issuance of the warrants. However, if the warrants are fully exercised and not all of the warrant exercisers are existing shareholders, the shareholding proportion of existing shareholders will decrease by <u>11.11%</u>.</li> <li>2. <b>Effect on the market price of the shares (Price Dilution)</b> after the issuance and offer of the PANEL-W2 securities to the original shareholders of the Company in proportion to the shareholding without offering to the shareholders that make the Company liable under foreign law (Preferential Public Offering – PPO). This time, if the shareholder who has received the PANEL-W2 securities has the right to change the status to ordinary shares in accordance with the amount granted. There will be no effect on the market price of the share (Price Dilution), but in the event that the shareholder who has received the PANEL - W2 bond does not exercise the right to change the status and other shareholders exercise the right to change the status in full, there will be an effect on the market price of the share equal to <u>-19.55 percent</u>.</li> <li>3. <b>Impact on Earnings Per Share (Earnings Per Share Dilution: EPS Dilution)</b> following the issuance and offering of PANEL-W2 warrants to existing shareholders of the Company in proportion to their shareholdings, without offering them to shareholders that would create obligations for the Company under foreign laws (Preferential Public Offering – PPO). If shareholders who received PANEL-W2 warrants exercise their conversion rights into ordinary shares in full, there will be no impact on earnings per share (Earnings per share</li> </ol>

	<p>dilution). However, if shareholders who received PANEL-W2 warrants do not exercise their conversion rights, and other shareholders exercise their conversion rights in full, the existing shareholders will be affected by <u>12.50 percent</u>.</p> <p>The details of the calculation are shown in the Capital Increase Report Form (F53-4) (Attachment 5).</p>
Purpose of issuing a warrant	To prepare and strengthen the financial strength of the company so that the company can operate according to the requirements of employment from the government sector or future projects of the document sector, and as a working capital to support the growth of the business plan in the Medium term
The benefits that the company will receive from this capital increase allocation.	<ol style="list-style-type: none"> <li>1. Business expansion and working capital.</li> <li>2. Strengthening the company's capital structure.</li> </ol>
The benefits shareholders will receive from this capital increase	<p><b>Dividend Policy</b></p> <p>the Company's policies are to distribute a dividend to shareholders of no less than 40% of the Company's net profit, available after the corporate income tax, allocation of legal reserve and other reserves (if specified and if applicable). The dividend payout must not have a significant impact on the Company's normal operations. The Company's Board of Directors and its shareholders may adjust the dividend payout depending on financial position, operating results, investment and expansion plans and other considerations as deemed appropriate.</p> <p><b>Rights of shareholders</b></p> <p>The holder of the warrant who exercises the right to purchase additional ordinary shares of the company shall be deemed a shareholder of the company only when the company's registrar of ordinary shares records the name of the warrant holder as a shareholder in the company's shareholder register, and the company has completed the registration of capital increase with the Department of Business Development. This includes the right to participate in shareholder meetings and the right to receive allocations for existing shareholders beyond dividend entitlements, as determined by the company.</p>

(F 53-4)

**Capital Increase Report Form****PanelesMatic Solutions Public Company Limited****23 February 2026**

PenelesMatic Solutions Public Company Limited (the "Company") hereby reports the resolutions of the Board of Directors Meeting No. 1/2026 held on February 23, 2026, regarding the capital increase and allocation of new shares as follows:

**1. Capital Increase**

The Board of Directors has resolved to propose to the Annual General Meeting of Shareholders No. 1/2026 for consideration and approval of an increase in the Company's registered capital by 35,625,000.00 Baht, from a registered capital of 95,000,000.00 Baht to a new registered capital of 130,625,000.00 Baht, by issuing 71,250,000 new ordinary shares with a par value of 0.50 Baht per share, in order to (1) support the exercise of the right to purchase ordinary shares under the Company's Series 1 warrants to purchase additional ordinary shares, which are issued and allocated to existing shareholders of the Company in proportion to their shareholding, and not offered for sale to shareholders that would create obligations for the Company under foreign laws ("Warrants PANEL-W1 "), and (2) support the exercise of the right to purchase ordinary shares under the Company's Series 2 warrants to purchase additional ordinary shares, which are issued and allocated to existing shareholders of the Company in proportion to their shareholding, and not offered for sale to shareholders that would create obligations for the Company under foreign laws ("Warrants PANEL-W2 "). The capital increase will be in the following manner:

<b>Capital Increase</b>	<b>Types of Shares</b>	<b>Amount of Shares</b>	<b>Par Value (Baht per Share)</b>	<b>Total (Baht)</b>
<input checked="" type="checkbox"/> Specifying the purpose of capital utilization	Ordinary Share	71,250,000	0.50	35,625,000.00
<input type="checkbox"/> General Mandate	Ordinary Share	-	-	-

## 2. Allocation of the Newly Issued Ordinary Shares

### 2.1 Specifying the Purpose of Capital Utilization

Allocation To	Amount of Shares	Ratio (original: new)	Sale price (Baht per share)	Exercise price (Baht per share)	Date and time for booking, purchasing, and paying for shares.	Remark
Support the right use based on PANEL-W1 warrants.	47,500,000	4: 1	0	1.30		Details as noted below.
Support the right use based on PANEL-W2 warrants.	23,750,000	8: 1	0	3.68		Details as noted below.

Note: The Board of Directors has resolved to propose to the Annual General Meeting of Shareholders No. 1/2026 for consideration and approval of an increase in the company's registered capital by 35,625,000.00 baht, from a registered capital of 95,000,000.00 baht with a par value of 0.50 baht per share, to a new registered capital of 130,625,000.00 baht, by issuing 71,250,000 new ordinary shares with a par value of 0.50 baht per share, in order to

- (1) Support the exercise of the right to purchase ordinary shares under the Company's Series 1 warrants to purchase additional ordinary shares, not exceeding 47,500,000 shares, which are issued and allocated to existing shareholders of the Company in proportion to their shareholding, without offering them for sale to shareholders that would make the Company obligated under foreign laws ("Warrants PANEL-W1 ").
- (2) Support the exercise of the right to purchase ordinary shares under the warrants to purchase additional ordinary shares of the Company, Series 2 , in an amount not exceeding 23,750,000 shares, which are issued and allocated to existing shareholders of the Company in proportion to their shareholding, without offering them for sale to shareholders that would cause the Company to have obligations under foreign laws ("Warrants PANEL-W2").

Furthermore, the Board of Directors also resolved to propose to the Annual General Meeting of Shareholders for consideration and approval that the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer be authorized to consider, determine, amend, and change the terms and conditions and details related to the allocation of the increased capital shares, and to take all necessary and appropriate actions related to the allocation of the increased capital shares, including but not limited to providing

information and submitting supporting documents to the Securities and Exchange Commission (“SEC”), the Stock Exchange of Thailand (“SET”), the Thailand Securities Depository Company Limited, the Ministry of Commerce, and/or other relevant agencies, as well as listing the increased ordinary shares as listed securities on the Stock Exchange of Thailand.

Furthermore, the company's board of directors proposed that the shareholders' meeting consider and approve granting authority to the authorized directors to act on behalf of the company, or to persons authorized by the authorized directors, to register the capital increase and amend the memorandum of association at the Department of Business Development, Ministry of Commerce. This includes the authority to take all necessary actions in accordance with the registrar's orders to complete the registration process.

## **2.2 Company Procedure Regarding Fractional Shares**

In calculating the rights of each shareholder to be allocated Warrants PANEL-W1, any fraction of ordinary shares resulting from the calculation based on the allocation ratio of Warrants PANEL-W1 for each shareholder shall be disregarded.

In calculating the rights of each shareholder to be allocated PANEL-W2 Warrants, any fraction of ordinary shares resulting from the calculation based on the allocation ratio of PANEL-W2 Warrants for each shareholder shall be disregarded.

## **2.3 General Mandate**

- None

## **3. Fixing the Date of the Extraordinary General Meeting of Shareholders to Obtain Approval for the Capital Increase and Allocation of Newly Issued Shares**

The Annual General Meeting of Shareholders for 2026 is scheduled for April 22, 2026, at 2:00 p.m., in the form of an electronic meeting (E-AGM). The record date for determining shareholders entitled to attend the 2026 Annual General Meeting of Shareholders is March 13, 2026.

## **4. Application for Approval of the Capital Increase / Allocation of Newly Issued Shares to Relevant Government Agencies and Conditions for Approval (if any)**

4.1 Application for registration to increase the registered capital and change the paid-up capital of the Company and amendment of the Memorandum of Understanding to the Business Development Department, Ministry of Commerce

4.2 The Company will apply for approval from the Stock Exchange of Thailand to acquire capital-raising common shares and PANEL-W1 and PANEL-W2 as listed securities in accordance with the relevant regulations and regulations.

## **5. Objectives of the Capital Increase and the Use of Proceeds from the Capital Increase**

The Company will use the proceeds from the exercise of rights to purchase additional ordinary shares of the Company under the Warrants PANEL-W1, not exceeding 61.75 million baht at an exercise price of 1.30 baht per share, and the Warrants PANEL-W2, not exceeding 87.40 million baht at an exercise price of 3.68 baht

per share, totaling not exceeding 149.15 million baht, for the purpose of working capital to support business expansion and future investment plans for the period 2026-2028, in accordance with the Company's current business plan and in line with the allocation plan of the proceeds from the capital increase under the Warrants PANEL-W1 and Warrants PANEL-W2.

## **6. Benefits to the Company from the Capital Increase / Allocation of Newly Issued Shares**

The company will use the proceeds from the exercise of rights to subscribe to additional ordinary shares under the Warrants PANEL-W1 to support short-term business growth plans, and the proceeds from the exercise of rights to subscribe to additional ordinary shares under the Warrants PANEL-W2 to support medium-term business growth plans.

## **7. Benefits to Shareholders from the Capital Increase / Allocation of Newly Issued Shares**

### **7.1 Dividend Policy**

the Company's policies are to distribute a dividend to shareholders of no less than 40% of the Company's net profit, available after the corporate income tax, allocation of legal reserve and other reserves (if specified and if applicable). The dividend payout must not have a significant impact on the Company's normal operations. The Company's Board of Directors and its shareholders may adjust the dividend payout depending on financial position, operating results, investment and expansion plans and other considerations as deemed appropriate.

### **7.2 Rights of shareholders**

The holders of the PANEL-W1 and PANEL-W2 securities shall have the same rights as the shareholders of the Company when the holder of such securities has exercised the right to change the status of the securities to ordinary shares of the Company and is registered as a shareholder of the Company. With the Department of Business Development, Ministry of Commerce, such as the right to receive dividends, the right to attend shareholders' meetings and vote at shareholders' meetings.

### **7.3 Other**

- None

## **8. Other Information Necessary for Shareholders' Decision on the Capital Increase / Allocation of Newly Issued Shares**

When determining the impact on the company's shareholders, we will consider the impact from three aspects: (1) the impact on the holding company; (2) the impact on the stock price; And (3) the impact on earnings per share, in which the calculation of the impact on this stock issue will be divided into three cases, and the summary of each case is as follows.

Scenario	Issuance and Offering of Warrant PANEL-W1	Issuance and Offering of Warrant PANEL-W2	Control Dilution (%)	Price Dilution (%)	EPS Dilution (%)
Case 1	✓	-	20.00	0.45	25.00
Case 2	-	✓	11.11	-19.55	12.50
Case 3	✓	✓	27.27	-15.79	25.00

### 8.1 Control Dilution

#### (A) After the issuance and offering of warrants PANEL-W1 to existing shareholders. (Case 1)

In the event that existing shareholders exercise their conversion rights for all of the PANEL-W1 warrants, there will be no impact on the reduction of their shareholding proportion, as the warrants were allocated to existing shareholders of the Company in proportion to their shareholdings and were not offered for sale to shareholders that would create obligations for the Company under foreign laws. However, if a person who is not an existing shareholder fully exercises their rights to purchase shares under all of the PANEL-W1 warrants (resulting from the transfer of warrants received by existing shareholders to a non-existent shareholder), the existing shareholder's shareholding proportion will decrease by 20.00%, with the following calculation details:

Since the warrants are issued and offered for sale to existing shareholders in proportion to their shareholding, there is no impact on shareholders as of the date the warrants are issued. However, if the warrants are fully exercised by individuals other than existing shareholders, there will be a dilution effect on existing shareholders as follows:

$$\begin{aligned}
 \text{Control dilution} &= \frac{\text{Number of Shares Reserved for the Exercise of the Warrant PANEL-W1}}{(\text{Paid-up Stock} + \text{Number of Shares Reserved for the Exercise of the Warrant PANEL-W1})} \\
 &= \frac{47,500,000}{(190,000,000 + 47,500,000)} \\
 &= 20.00\%
 \end{aligned}$$

#### (B) After the issuance and offering of the warrants to the original shareholders (Case 2)

In the event that existing shareholders exercise their conversion rights for all of their PANEL-W2 warrants, there will be no impact on the reduction of their shareholding proportion, as the warrants were allocated to existing shareholders of the Company in proportion to their shareholdings and were not offered for sale to shareholders that would create obligations for the Company under foreign laws. However, if a person who is not an existing shareholder fully exercises their rights to purchase shares according to the warrants (resulting from the transfer of warrants received by existing shareholders to a non-existent shareholder), the existing shareholder's shareholding proportion will decrease by 11.11%, with the following calculation details:

$$\begin{aligned}
 \text{Control dilution} &= \frac{\text{Number of Shares Reserved for the Exercise of the Warrant PANEL-W2}}{\text{(Paid-up Stock + Number of Shares Reserved for the Exercise of the Warrant PANEL-W2)}} \\
 &= \frac{23,750,000}{(190,000,000 + 23,750,000)} \\
 &= 11.11\%
 \end{aligned}$$

(C) After the issuance and offer of the Rights Certificates PANEL-W1 and PANEL-W2 to the original shareholders (Case 3)

In the event that the warrants PANEL-W1 and PANEL-W2 are exercised, the shareholding proportion of the company's existing shareholders will decrease by 27.27%. The calculation details are as follows:

$$\begin{aligned}
 \text{Control dilution} &= \frac{\text{Number of Shares Reserved for the Exercise of the Warrant PANEL-W1 + PANEL-W2}}{\text{(Paid-up Stock + Number of Shares Reserved for the Exercise of the Warrant PANEL-W1 + PANEL-W2)}} \\
 &= \frac{47,500,000 + 23,750,000}{(190,000,000 + 47,500,000 + 23,750,000)} \\
 &= 27.27\%
 \end{aligned}$$

## 8.2 Price Dilution

(A) After the issuance and offering of warrants PANEL-W1 to existing shareholders. (Case 1)

After issuing and offering the PANEL-W1 shares to the original shareholders of the Company in proportion to the shareholding, without offering to the shareholders that make the Company liable under foreign law. If the shareholders who have received the PANEL-W1 shares have the right to change their status to ordinary shares in accordance with the amount of rights granted. There will be no effect on the market price of the share (Price Dilution), but in the event that the shareholder who received the PANEL-W1 bond does not exercise the right to change the status and other shareholders exercise the right to change the status in full, there will be an effect on the market price of the maximum share equal to 0.45 percent, with the calculation details as follows:

$$\begin{aligned}
 \text{Price dilution} &= \frac{\text{Market Price Before the Offering} - \text{Market Price After the Offering}}{\text{Market Price Before the Offering}} \\
 \text{Market Price Before the Offering} &= \text{the weighted average closing price of the Company's shares over the 15 trading days prior to the Board of Directors' Meeting No.1/2026 on 23 February 2026 (i.e., from 2 to 20 February 2026)} \\
 \text{Market Price After the Offering} &= \frac{(\text{Market Price Before the Offering} \times \text{Paid-up Stock}) + (\text{Exercise Price of PANEL-W1} \times \text{Number of Shares Reserved for the Exercise of the Warrant PANEL-W1})}{\text{Paid-up Stock + Number of Shares Reserved for the Exercise of the Warrant PANEL-W1}}
 \end{aligned}$$

$$\begin{aligned}
 &= \frac{(1.33 \times 190,000,000) + (1.30 \times 47,500,000)}{190,000,000 + 47,500,000} \\
 &= 1.32 \text{ Baht} \\
 \text{Price dilution} &= \frac{\text{Market Price Before the Offering} - \text{Market Price After the Offering}}{\text{Market Price Before the Offering}} \\
 &= \frac{1.33 - 1.32}{1.33} \\
 &= 0.45\%
 \end{aligned}$$

(B) After the issuance and offer of the Rights Issue Warrants to the original shareholders (Case 2)

After the issuance and offer of the PANEL-W2 warrants to the company's original shareholders in proportion to their shareholding, without offering them to shareholders who would impose foreign legal obligations on the company, if the shareholders receiving the PANEL-W2 warrants exercise their conversion rights in full, it will not affect the market price of the shares (Price Dilution). However, in the event that the shareholders receiving the PANEL-W2 warrants do not exercise their conversion rights, and other shareholders fully exercise their conversion rights, the maximum impact on the market price of the shares will be a reduction of 19.55%. The detailed calculation is as follows.

$$\begin{aligned}
 \text{Price dilution} &= \frac{\text{Number of Shares Reserved for the Exercise of the Warrant PANEL-W2}}{\text{Paid-up Stock} + \text{Number of Shares Reserved for the Exercise of the Warrant PANEL-W2}} \\
 \text{Market Price Before the Offering} &= \text{the weighted average closing price of the Company's shares over the 15 trading days prior to the Board of Directors' Meeting No.1/2026 on 23 February 2026 (i.e., from 2 to 20 February 2026)} \\
 \text{Market Price After the Offering} &= \frac{(\text{Market Price Before the Offering} \times \text{Paid-up Stock}) + (\text{Exercise Price of PANEL-W2} \times \text{Number of Shares Reserved for the Exercise of the Warrant PANEL-W2})}{\text{Paid-up Stock} + \text{Number of Shares Reserved for the Exercise of the Warrant PANEL-W2}} \\
 &= \frac{(1.33 \times 190,000,000) + (3.68 \times 23,750,000)}{190,000,000 + 23,750,000} \\
 &= 1.59 \text{ Baht} \\
 \text{Price dilution} &= \frac{\text{Market Price Before the Offering} - \text{Market Price After the Offering}}{\text{Market Price Before the Offering}} \\
 &= \frac{1.33 - 1.59}{1.33} \\
 &= -19.55\%
 \end{aligned}$$

(C) After the issuance and offering of the Rights Certificates PANEL-W1 and PANEL-W2 to the original shareholders (Case 3).

After the issuance and offer of the Warrant PANEL-W1 and Warrant PANEL-W2 to the existing shareholders of the Company in proportion to their shareholding without offering them to shareholders who make the Company subject to foreign laws, if the shareholders who receive the Warrant PANEL-W1 and Warrant PANEL-W2 fully exercise their conversion rights, it will not affect the market price of the shares (Price Dilution). However, in the event that the shareholders who receive the Warrant PANEL-W1 and Warrant PANEL-W2 do not exercise their conversion rights, while other shareholders fully exercise their conversion rights, the maximum impact on the market price of the shares will be a reduction of 15.79%, with the detailed calculation as follows.

$$\begin{aligned}
 \text{Price dilution} &= \frac{\text{Number of Shares Reserved for the Exercise of the Warrant PANEL-W1 + PANEL-W2}}{\text{(Paid-up Stock + Number of Shares Reserved for the Exercise of the Warrant PANEL-W1 + PANEL-W2)}} \\
 \text{Market Price Before the Offering} &= \text{the weighted average closing price of the Company's shares over the 15 trading days prior to the Board of Directors' Meeting No.1/2026 on 23 February 2026 (i.e., from 2 to 20 February 2026)} \\
 \text{Market Price After the Offering} &= \frac{(\text{Market Price Before the Offering} \times \text{Paid-up Stock}) + (\text{Exercise Price of PANEL-W1} \times \text{Number of Shares Reserved for the Exercise of the Warrant PANEL-W1}) + (\text{Exercise Price of PANEL-W2} \times \text{Number of Shares Reserved for the Exercise of the Warrant PANEL-W2})}{\text{Paid-up Stock + Number of Shares Reserved for the Exercise of the Warrant PANEL-W1 + Number of Shares Reserved for the Exercise of the Warrant PANEL-W2}} \\
 &= \frac{(1.33 \times 190,000,000) + (1.30 \times 47,500,000) + (3.68 \times 23,750,000)}{190,000,000 + 47,500,000 + 23,750,000} \\
 &= 1.54 \text{ Baht} \\
 \text{Price dilution} &= \frac{\text{Market Price Before the Offering} - \text{Market Price After the Offering}}{\text{Market Price Before the Offering}} \\
 &= \frac{1.33 - 1.54}{1.33} \\
 &= -15.79\%
 \end{aligned}$$

## 8.3 Earnings Per Share Dilution: EPS Dilution

(A) After the issuance and offering of warrants PANEL-W1 to existing shareholders. (Case 1)

After issuance and offering of PANEL-W1 warrants to existing shareholders of the Company in proportion to their shareholdings, without offering them to shareholders that would create obligations for the Company under foreign laws, if shareholders who received PANEL-W1 warrants fully exercise their conversion rights into ordinary shares, there will be no impact on earnings per share dilution. However, if shareholders who received PANEL-W1 warrants do not exercise their conversion rights, and other shareholders fully exercise their conversion rights, the existing shareholders will be affected by an earnings per share dilution of 25.00% compared to the total issued shares of the Company at present. The calculation details are as follows:

$$\begin{aligned}
 \text{EPS dilution} &= \frac{\text{EPS Before the Offering} - \text{EPS After the Offering}}{\text{EPS Before the Offering}} \\
 \text{EPS Before the Offering} &= \frac{\text{Net Profit of the Company}}{\text{Paid-up Stock}} \\
 &= \frac{15,093,146.00}{190,000,000} \\
 &= 0.08 \text{ Baht per Share} \\
 \text{EPS After the Offering} &= \frac{\text{Net Profit of the Company}}{(\text{Paid-up Stock} + \text{Number of Shares Reserved for the Exercise of the Warrant PANEL-W1})} \\
 &= \frac{15,093,146.00}{(190,000,000 + 47,500,000)} \\
 &= 0.06 \text{ Baht per Share} \\
 \text{EPS dilution} &= \frac{\text{EPS Before the Offering} - \text{EPS After the Offering}}{\text{EPS Before the Offering}} \\
 &= \frac{0.08 - 0.06}{0.08} \\
 &= 25.00\%
 \end{aligned}$$

Remark: The net profit of the Company refers to the net profit of the shareholders for the four previous quarters ("Net Profit") from January 1, 2025 to December 31, 2025, which is a net profit equal to THB 15,093,146.00.

(B) After the issuance and offer of the Rights Issue Warrants to the original shareholders (Case 2)

After the issuance and offer of the PANEL-W2 warrants to the company's existing shareholders in proportion to their shareholding without offering them to shareholders who cause the company to have foreign legal obligations, if the shareholders who received the PANEL-W2 warrants exercise their conversion rights in full, there will be no impact on earnings per share (EPS dilution). However, in the event that the shareholders who received the PANEL-W2 warrants do not exercise their conversion rights, and other shareholders exercise their conversion rights in full, the existing shareholders will experience a 12.50% dilution in EPS compared to the total number of shares currently issued and outstanding by the company. The detailed calculation is as follows.

$$\begin{aligned}
 \text{EPS dilution} &= \frac{\text{EPS Before the Offering} - \text{EPS After the Offering}}{\text{EPS Before the Offering}} \\
 \text{EPS Before the Offering} &= \frac{\text{Net Profit of the Company}}{\text{Paid-up Stock}} \\
 &= \frac{15,093,146.00}{190,000,000} \\
 &= 0.08 \text{ Baht per share} \\
 \text{EPS After the Offering} &= \frac{\text{Net Profit of the Company}}{(\text{Paid-up Stock} + \text{Number of Shares Reserved for the Exercise of the Warrant PANEL-W2})} \\
 &= \frac{15,093,146.00}{(190,000,000 + 23,750,000)} \\
 &= 0.07 \text{ Baht per share} \\
 \text{EPS dilution} &= \frac{\text{EPS Before the Offering} - \text{EPS After the Offering}}{\text{EPS Before the Offering}} \\
 &= \frac{0.08 - 0.07}{0.08} \\
 &= 12.50\%
 \end{aligned}$$

Remark: The net profit of the Company refers to the net profit of the shareholders for the four previous quarters ("Net Profit") from January 1, 2025 to December 31, 2025, which is a net profit equal to THB 15,093,146.00.

(C) After the issuance and offering of the Rights Certificates PANEL-W1 and PANEL-W2 to the original shareholders (Case 3)

After the issuance and sale of the PANEL-W1 and PANEL-W2 bonds to the original shareholders of the Company in proportion to the shareholding, without offering to the shareholders that make the Company liable under foreign law (Preferential Public Offering – “PPO”), if the shareholder received the PANEL-W1 bond and PANEL-W2 shares have the right to be converted to ordinary shares according to the amount of rights granted. Earnings per share dilution will not be affected. However, in the case of shareholders who have received PANEL-W1 and PANEL-W2 shares, the right to be converted is not exercised. And if other shareholders exercise the right to change the full number of shares, the original shareholders will be affected by the dividend equal to 25.00 percent compared to the total number of shares sold of the Company at present. The calculation details are as follows:

$$\begin{aligned}
 \text{EPS dilution} &= \frac{\text{EPS Before the Offering} - \text{EPS After the Offering}}{\text{EPS Before the Offering}} \\
 \text{EPS Before the Offering} &= \frac{\text{Net Profit of the Company}}{\text{Paid-up Stock}} \\
 &= \frac{15,093,146.00}{190,000,000} \\
 &= 0.08 \text{ Baht per share} \\
 \text{EPS After the Offering} &= \frac{\text{Net Profit of the Company}}{(\text{Paid-up Stock} + \text{Number of Shares Reserved for the Exercise of the Warrant PANEL-W1} + \text{Number of Shares Reserved for the Exercise of the Warrant PANEL-W2})} \\
 &= \frac{15,093,146.00}{(190,000,000 + 47,500,000 + 23,750,000)} \\
 &= 0.06 \text{ Baht per share} \\
 \text{EPS dilution} &= \frac{\text{EPS Before the Offering} - \text{EPS After the Offering}}{\text{EPS Before the Offering}} \\
 &= \frac{0.08 - 0.06}{0.08} \\
 &= 25.00\%
 \end{aligned}$$

Remark: The net profit of the Company refers to the net profit of the shareholders for the four previous quarters (“Net Profit”) from January 1, 2025 to December 31, 2025, which is a net profit equal to THB 15,093,146.00.

**9. Timeline for Actions in the Event the Board of Directors Resolves to Increase Capital /Allocate Newly Issued Shares**

<b>No.</b>	<b>Procedures</b>	<b>Date/ Month/ Year</b>
1	The Company's Board of Directors Meeting No.1/2026	23 February 2026
2	Notification of the Resolution of the Company's Board of Directors Meeting No. 1/2026 to the SET	23 February 2026
3	Record Date for Shareholders Eligible to Attend the Annual General Meeting of Shareholders No.1/2026	13 March 2026
4	Annual General Meeting No.1/2026	22 April 2026
5	Notification of the Resolution of the Annual General Meeting of Shareholders No. 1/2026 to the SET	22 April 2026
6	Submission of the application for the registration of the increase in registered capital and the amendment of the Memorandum of Association to the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the Extraordinary General Meeting of Shareholders
7	Record Date for the shareholders entitled to receive the PANEL-W1 Warrants and PANEL-W2 Warrants	30 April 2026
8	Issuance Date of the PANEL-W1 Warrants and PANEL-W2 Warrants	N/A

**Remark:** The above schedule is subject to change.

The Company hereby certifies that the information contained in this report is true, complete, and accurate in all respects.

Yours Sincerely,

PenelesMatic Solutions Public Company Limited

(Mrs. Julia W. Petpaisit)

(Ms. Yanida Areekul)

Authorized Director

**Company's Articles of Association Relating to  
the Meeting of Shareholders**

**Shareholders' Meeting**

- Article. 21. The Shareholders meeting, Directors are to be elected, in accordance with the following rules and procedures:
- (1) Each shareholder shall have a number of votes equal to the number of shares he/she holds, shall have one vote per.
  - (2) Each shareholder may use all of his or her votes under (1) to elect one or more persons as directors. In the case of electing several persons as directors, the votes cannot be divided among any person to any extent.
  - (3) Persons who receive a majority vote of the total number of votes of shareholders who attend the meeting and vote and receive the highest number of votes in descending order are elected as directors, equal to the number of directors that should or will be required. election at that time In the event that the persons elected in descending order have the same number of votes, the number of directors that should be or should be elected at that time is exceeded. The chairman of the meeting shall have the deciding vote.
- Article. 22. At every annual general meeting of shareholders One-third (1/3) of the total number of directors shall retire from office. If the number of directors cannot be divided exactly into three parts then issue the amount closest to one-third (1/3).
- Directors who have resigned from their positions May be selected to return to the position again.
- Directors who must retire from office in the first and second years after registering the company will be drawn by drawing lots. For subsequent years, the directors who have been in office the longest will retire from office.
- Article. 26. The shareholder meeting may vote to remove any director from office before the end of his term by a vote of not less than three-quarters (3/4) of the number of shareholders who attend the meeting and have the right to vote. and have shares totaling not less than half (1/2) of the number of shares held by shareholders who attend the meeting and have the right to vote.
- Article. 39. The board of directors must arrange an annual general meeting of shareholders within four (4) months from the end of the company's fiscal year. Such a meeting is called "General meeting
- Meetings of shareholders other than those in the first paragraph shall be called "extraordinary meetings". The board of directors may call a meeting of shareholders as an extraordinary meeting at any time it deems appropriate.
- One or more shareholders whose shares total not less than ten (10) percent of the total number of shares sold will submit their names in writing requesting the board of directors to call an extraordinary meeting of shareholders when Any However, the matter and reasons for requesting to convene a meeting must be clearly specified in the said letter as well. In such a case The board of directors must arrange a meeting of shareholders within forty-five (45) days from the date of receipt of such letter from such shareholders.
- In the event that the committee does not hold a meeting within the period specified in the Third Party, All shareholders who have signed their names together or other shareholders combined to reach the required number of shares You may call a meeting yourself within forty-five (45) days from the expiration of the period under paragraph three. In such a case It is considered to be a shareholder meeting called by the board of directors. The company must be responsible for necessary expenses incurred from arranging the meeting and providing reasonable facilitation.
- In the case where it appears that at any shareholder meeting that was called because of shareholders under paragraph four, the number of shareholders attending the meeting was not sufficient to form a quorum as specified in these regulations. The shareholders under paragraph four must jointly be responsible for the expenses incurred from holding the meeting at that time to the company.
- Article. 40. In notifying the meeting of shareholders. The committee shall prepare a meeting notice. Specify the location, date, time, agenda. and matters to be presented to the meeting with appropriate details. The matter to be proposed must be passed by a resolution of the board meeting and clearly stated as a matter to be submitted for information, approval or consideration, as the case may be, including the opinion of the board of directors on the said matter. and sent to shareholders and the registrar not less than seven (7) days before the meeting date. and the notice of the meeting must be advertised in a newspaper for three (3) consecutive days, not less than three (3) days before the meeting date.

Article. 41. Shareholder meetings may be held in the form of meetings via electronic media. Conducting meetings via electronic media and security standards for meetings via electronic media must be in accordance with relevant laws and regulations.

Article. 42. In the shareholder meeting There must be no less than twenty-five (25) shareholders and shareholders' proxies (if any) present at the meeting, or not less than one-half (1/2) of the total number of shareholders. and there must be shares totaling not less than one-third (1/3) of the total number of shares sold. Therefore there will be a quorum.

In the case where it appears that any shareholder meeting When one (1) hour has passed from the appointed time, the number of shareholders attending the meeting is not sufficient to form a quorum as specified in paragraph one. If a shareholder meeting is called because a shareholder requests the meeting, the meeting will be cancelled. If the shareholder meeting was not called because the shareholders requested that the meeting be rescheduled. And in this case, the notice of meeting must be sent to shareholders not less than seven (7) days before the meeting date. In the next meeting, it is not required that a quorum must be present.

Article. 43. In the shareholder meeting Shareholders will authorize others to attend the meeting as proxies. and can vote on their behalf. The authorization must be made in writing and signed by the grantor. and follow the form specified by the registrar By giving it to the chairman of the board. or a person designated by the Chairman of the Board at the meeting place before the proxy attends the meeting. and at least have the following items:

- (1) Number of shares held by the proxy.
- (2) Name of the proxy.
- (3) the time of the meeting at which the proxy was given to attend the meeting and vote

In this regard, granting a proxy according to paragraph one This may be done by electronic means instead. The method must be used that is safe and reliable to ensure that the proxy is executed by the shareholder in accordance with the criteria set by the Registrar and related laws.

Article. 44. The chairman of the board of directors shall be the chairman of the shareholder meeting. In the event that the Chairman of the Board is not present at the meeting or unable to perform duties The Vice Chairman of the Board shall be the chairman of the meeting. If there is no vice chairman or was not present at the meeting or unable to perform duties The meeting shall elect any shareholder who attends the meeting to be the chairman of the said meeting.

Article. 45. In voting at the shareholder meeting It is considered that one (1) share has one (1) vote. Voting must be done openly. Unless not less than five (5) shareholders request and the meeting resolves to vote secretly, voting shall be done secretly. The secret voting method is to be determined by the chairman of the meeting.

In addition to voting to elect directors Which shareholder has a special interest in any matter? That shareholder has no right to vote on that matter.

The resolution of the shareholder meeting must consist of the following votes:

- (1) In normal cases, a majority vote of the shareholders who attend the meeting and cast their votes shall be taken. If there are equal votes The chairman of the meeting shall cast one (1) additional vote as the deciding vote.
- (2) In determining the remuneration of directors A vote of not less than two-thirds (2/3) of the total number of votes of shareholders present at the meeting shall be held.
- (3) In the following cases A vote of not less than three-quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote is required.
  - (3.1) Selling or transferring all or important parts of the company's business to other persons.
  - (3.2) Buying or accepting transfer of business of a private company or another public company owned by the company
  - (3.3) Making, amending or terminating a contract regarding the rental of all or important parts of the company's business. Assigning any other person to manage the company's business or a merger with another person for the purpose of sharing profits and losses.
  - (3.4) Amendments to the memorandum of association or company regulations
  - (3.5) Increasing or reducing the registered capital of the company.
  - (3.6) Dissolution of the company
  - (3.7) Issuing bonds for sale to the public

(3.8) Merger of the company with other companies

(3.9) Any other action as required by law to receive a vote of not less than three-quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote.

Article. 46. Business that the annual general meeting of shareholders should do is as follows:

- (1) Acknowledge the report of the board of directors showing the company's operations during the past year.
- (2) Consider and approve the balance sheet or statement of financial position. and the profit and loss account as of the end of the company's fiscal year.
- (3) Consider and approve the allocation of profits. and dividend payment
- (4) Consider electing new directors to replace those who vacate their positions at the end of their term.
- (5) Consider determining directors' remuneration.
- (6) Consider appointing an auditor. and determine the auditor's remuneration.
- (7) Other businesses

**หนังสือมอบฉันทะ (แบบ ก.)****Proxy (Form A.)**

(แบบทั่วไป)

(General Form)

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(ปิดอากรแสตมป์ 20 บาท)  
(Please attach stamp duty  
of Baht 20)

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....

I/We

Nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

Residing at Road Sub-District

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เพเนลส์มาติก โซลูชันส์ จำกัด (มหาชน)

as a shareholder of PanelesMatic Solutions Public Company Limited,

โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

holding the total number of shares, and having the right to vote equal to vote(s), as follows:

 หุ้นสามัญ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Ordinary share share(s), having the right to vote equal to vote(s),

 หุ้นบุริมสิทธิ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Preference share share(s), having the right to vote equal to vote(s),

(3) ขอมอบฉันทะให้

Hereby authorize either one of the following persons as proxy

 1)..... อายุ..... ปี อยู่บ้านเลขที่.....

Age years, residing at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road Sub-District District

จังหวัด..... รหัสไปรษณีย์..... อีเมล.....

Province Postal Code Email

โทรศัพท์มือถือ (สำหรับ OTP)..... หรือ

Phone Number (for OTP) Or

 2)..... อายุ..... ปี อยู่บ้านเลขที่.....

Age years, residing at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road Sub-District District

จังหวัด..... รหัสไปรษณีย์..... อีเมล.....

Province Postal Code Email

โทรศัพท์มือถือ (สำหรับ OTP).....

Phone Number (for OTP)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันพุธที่ 22 เมษายน 2569 เวลา 14.00 น. ผ่านระบบอิเล็กทรอนิกส์ (Electronic Meeting) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดสดจากห้องประชุมของบริษัท เลขที่ 36 หมู่ 7 ตำบลบางตลาด อำเภอปากเกร็ด จังหวัดนนทบุรี หรือที่จะฟังเลื่อนไปในวัน เวลา สถานที่ และรูปแบบการประชุมอื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf in 2026 Annual General Meeting of Shareholders to be held on Wednesday, 22 April 2026 at 14.00 hrs. and via electronic meeting only. The meeting of the Annual General Meeting will be broadcast live from the meeting room of the Company's office, No. 36 Moo 7, Bang Talad Sub-district, Pakkret District Nonthaburi Province, or at any adjournment thereof to any other date, time venue and meeting method.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy holder in the said meeting shall be deemed as if having been performed by myself.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy

(.....)

**หมายเหตุ:** ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

**Remark:** The shareholder appointing the Proxy must authorize only one proxy to attend the meeting and voting and shall not allocate the number of shares to several proxies to vote separately.

(ปิดอากรแสตมป์ 20 บาท)  
(Please attach stamp duty  
of Baht 20)

หนังสือมอบฉันทะ แบบ ข.  
Proxy Form B.  
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)  
(Form with fixed and specific details authorizing proxy)

เขียนที่ \_\_\_\_\_  
Written on  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Residing at no. \_\_\_\_\_ Road \_\_\_\_\_ Subdistrict \_\_\_\_\_ District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal code \_\_\_\_\_

(2) เป็นผู้ถือหุ้นของ บริษัท เพเนลส์มาติก โซลูชันส์ จำกัด (มหาชน)  
as a shareholder of PanelesMatic Solutions Public Company Limited,  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding a total number of \_\_\_\_\_ shares and having voting rights equivalent to \_\_\_\_\_ vote(s), as follows:  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share \_\_\_\_\_ share(s) having voting rights equivalent to \_\_\_\_\_ vote(s)  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred share \_\_\_\_\_ share(s) voting rights equivalent to \_\_\_\_\_ vote(s)

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำ  
เครื่องหมาย ✓ ที่  1.  
และระบุชื่อผู้รับมอบอำนาจ  
If you make proxy by choosing  
No. 1, please mark ✓ at  1.  
and give the details of proxy  
(proxies).

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name Age Years Residing at no.  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Subdistrict District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal code  
อีเมล \_\_\_\_\_  
E-mail  
โทรศัพท์มือถือ (สำหรับ OTP) Phone number (for OTP) \_\_\_\_\_ หรือ Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name Age Years Residing at no.  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Subdistrict District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal code  
อีเมล \_\_\_\_\_  
E-mail

โทรศัพท์มือถือ (สำหรับ OTP) Phone number (for OTP) \_\_\_\_\_ หรือ Or

กรณีเลือกข้อ 2. กรุณาทำ  
เครื่องหมาย ✓ ที่  2. และเลือก  
กรรมการคนใดคนหนึ่ง  
If you make proxy by choosing  
No. 2, please mark ✓ at  2.  
And choose one of these  
members of the Independent  
Directors

2. แต่งตั้งกรรมการอิสระที่เป็นตัวแทนรับมอบฉันทะในการประชุมผู้ถือหุ้น ดังต่อไปนี้  
Appoint the following members of the Independent Directors of the Company:

(1) นางสาว สุนีย์รัตน์ วุฒิจินดานนท์\*  
(Miss SUNEERAT WUTTICHINDANON\*)

\*รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วยลำดับที่ 8. ของหนังสือเชิญ ประชุม  
สามัญผู้ถือหุ้น ประจำปี 2569  
(Detail of members of the Independent Directors of the Company are specified in  
Attachment 8 of the Notice of the 2026 Annual General Meeting of Shareholders)

คนหนึ่งคนเดียวเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2569 ในวันที่พุธที่ 22 เมษายน 2569 เวลา 14.00 น. ผ่านระบบอิเล็กทรอนิกส์ (Electronic Meeting) เพียงรูปแบบเดียวนั้น โดยถ่ายทอดสดจากห้องประชุมของบริษัท เลขที่ 36 หมู่ 7 ตำบลบางตลาด อำเภอปากเกร็ด จังหวัดนนทบุรี หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่ และรูปแบบการประชุมอื่นด้วย

Only one of them as my/our proxy to attend and vote on my/ our behalf in 2026 Annual General Meeting of Shareholders to be held on Wednesday, 22 April 2026 at 14.00 hrs. and via electronic meeting only. The meeting of the Annual General Meeting will be broadcast live from the meeting room of the Company's office, No. 36 Moo 7, Bang Talad Sub-district, Pakkret District Nonthaburi Province, or at any adjournment thereof to any other date, time venue and meeting method.

- (4) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/ We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

**วาระที่ 1 รับทราบรายงานของคณะกรรมการประจำปีและผลการดำเนินงานประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2568**  
**Agenda 1 To acknowledge the reports of board of directors and operating results for the year ended 31 December 2025**

- วาระนี้เป็นวาระเพื่อทราบจึงไม่มีการลงคะแนน -  
- This agenda item is for acknowledgement and no casting of vote -

**วาระที่ 2 พิจารณานุมัติงบการเงินประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2568**  
**Agenda 2 To consider and approve the financial statements for the year ended 31 December 2025**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.  
 (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 3 พิจารณานุมัติการจัดสรรกำไรเป็นทุนสำรองตามกฎหมายและจ่ายปันผลประจำปี 2568**  
**Agenda 3 To consider and approve the allocation of profit as legal reserve and dividend payment for the year 2025**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.  
 (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 4 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ**  
**Agenda 4 To consider and approve the appointment of directors in replacement of those who must retire by rotation**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.  
 (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:  
1. นางสาวญาณิดา อารีกุล  
Miss.YANIDA AREEKUL  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain  
2. นายอมร กิจเครือ  
Mr.AMORN KITKRUJA  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain  
3. นายกานต์ ชูเศรษฐการ  
Mr.KARN CHUSATAKARN  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 5 พิจารณานุมัติค่าตอบแทนกรรมการประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2569****Agenda 5 To consider and approve the directors' remuneration for the year ended 31 December 2026**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 6 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนแก่ผู้สอบบัญชีประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2569****Agenda 6 To consider and approve the appointment of auditor and fix his/her remuneration for the year ended 31 December 2026**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 7 พิจารณานุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มเติมของบริษัท เพเนเลส์มาติก โซลูชันส์ จำกัด (มหาชน) รุ่นที่ 1 (PANEL-W1) และรุ่นที่ 2 (PANEL-W2) ให้แก่ผู้ถือหุ้นเดิมของบริษัทฯ ตามสัดส่วนการถือหุ้น (Rights Offering)****Agenda 7 To consider approving the issuance and offering of warrants to purchase additional ordinary shares of PeneleMatic Solutions Public Company Limited, Series 1 (PANEL-W1) and Series 2 (PANEL-W2), to existing shareholders of the Company in proportion to their shareholding (Rights Offering).**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 8 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มเติมเพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิ รุ่นที่ 1 (PANEL-W1) และรุ่นที่ 2 (PANEL-W2)****Agenda 8 To consider approving the allocation of additional ordinary shares to accommodate the exercise of rights under warrants Series 1 (PANEL-W1) and Series 2 (PANEL-W2).**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 9 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ เพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มเติมของบริษัทฯ รุ่นที่ 1 (PANEL-W1) และรุ่นที่ 2 (PANEL-W2) และแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน****Agenda 9 To Consider approving the increase in the company's registered capital to accommodate the exercise of rights under the company's warrants to purchase additional ordinary shares, Series 1 (PANEL-W1) and Series 2 (PANEL-W2), and amending Article 4 of the company's Memorandum of Association to reflect the increase in registered capital.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 10 เพื่อรับทราบการเปลี่ยนแปลงวัตถุประสงค์การใช้เงินเพิ่มทุนที่ได้รับจากการเสนอขายหุ้นสามัญต่อประชาชนเป็นครั้งแรก (IPO)

Agenda 10 To acknowledge the change in the purpose of using the capital raised from the initial public offering (IPO) of ordinary shares.

- วาระนี้เป็นวาระเพื่อทราบจึงไม่มีการลงคะแนน -

- This agenda item is for acknowledgement and no casting of vote

วาระที่ 11 พิจารณาวาระอื่นๆ

Agenda 11 To consider other agenda

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งงดออกเสียง

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
Voting of the proxy holder in any agenda item that is not specified in this proxy form shall be considered as invalid and not my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนเสียงในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่มีประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the case that I/we have not declared a voting intention in any agenda item or my/our determination is not clearly specified or the meeting considers or ratifies resolutions in any matters apart from the agenda items specified above, in addition to any amendment, modification or addition of any facts, the proxy holder shall have the right to consider and vote on behalf of myself/ourselves as he/ she sees appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the proxy holder at such meeting unless the proxy holder does not vote as I/we specify in the proxy form shall be deemed as my/our own act(s) in every respect.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy

(.....)

#### หมายเหตุ/Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A Shareholder shall appoint only one proxy to attend and vote at the meeting. A shareholder may not split shares for any more than one proxy in order to split votes.

2. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In the case that there is any other agenda item(s) to consider other than the specified agenda items mentioned above, the proxy may use the Attachment to the Proxy Form B.

**ใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะแบบ ข.**  
Attachment to the Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เพเนลส์มาติก โซลูชั่นส์ จำกัด (มหาชน)

Grant of proxy as a shareholder of PanelesMatic Solutions Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2569 ในวันพุธที่ 22 เมษายน 2569 เวลา 14.00 น. ผ่านระบบอิเล็กทรอนิกส์ (Electronic Meeting) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดสดจากห้องประชุมของบริษัท เลขที่ 36 หมู่ 7 ตำบลบางตลาด อำเภอปากเกร็ด จังหวัดนนทบุรี หรือที่ซึ่งเลื่อนไปในวัน เวลา สถานที่ และรูปแบบการประชุมอื่นด้วย

At the 2025 Annual General Meeting of Shareholders to be held on Wednesday, 22 April 2026 at 14.00 hrs. and via electronic meeting only. The meeting of the Annual General Meeting will be broadcast live from the meeting room of the Company's office, No. 36 Moo 7, Bang Talad Sub-district, Pakkret District Nonthaburi Province or at any adjournment thereof to any other date, time venue and meeting method.

วาระที่.....เรื่อง.....  
Agenda Item Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain

วาระที่.....เรื่อง.....  
Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain

วาระที่.....เรื่อง.....  
Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain

(ปิดอากรแสตมป์ 20 บาท)  
(Please attach stamp duty of Baht 20)

**หนังสือมอบฉันทะ แบบ ค.**  
**Proxy (Form C.)**

แบบที่ชี้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คู้ดูแลหุ้น (Custodian)  
ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

(For the Shareholders who are specified in the register as foreign investor and has appointed a Custodian in Thailand to be a share depository and keeper)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written on

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่บ้านเลขที่ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Residing at No \_\_\_\_\_  
ซอย \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Soi \_\_\_\_\_ Road \_\_\_\_\_ Subdistrict \_\_\_\_\_ District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

ในฐานะผู้ประกอบการธุรกิจรับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_  
as a custodian for \_\_\_\_\_

ซึ่งเป็นผู้ถือหุ้นของ บริษัท เพเนลส์มาติก โซลูชันส์ จำกัด (มหาชน)

who is a shareholder PanelesMatic Solutions Public Company Limited,

โดยถือหุ้นจำนวนทั้งสิ้น \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding a total number of \_\_\_\_\_ shares and having voting rights equivalent to \_\_\_\_\_ vote(s), as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share \_\_\_\_\_ share(s) having voting rights equivalent to \_\_\_\_\_ vote(s)  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred share \_\_\_\_\_ share(s) having voting rights equivalent to \_\_\_\_\_ vote(s)

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)

Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำ  
เครื่องหมาย ✓ ที่  1. และระบุ  
ชื่อผู้รับมอบอำนาจ  
If you make proxy by choosing  
No.1, please mark ✓ at  1.  
and give the details of proxy  
(proxies).

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ Age \_\_\_\_\_ years Residing at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Subdistrict \_\_\_\_\_ District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ อีเมล \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ Email \_\_\_\_\_  
โทรศัพท์มือถือ (สำหรับ OTP) Phone Number (for OTP) \_\_\_\_\_ หรือ Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ Age \_\_\_\_\_ years Residing at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Subdistrict \_\_\_\_\_ District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ อีเมล \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ Email \_\_\_\_\_  
โทรศัพท์มือถือ (สำหรับ OTP) Phone Number (for OTP) \_\_\_\_\_ หรือ Or

กรณีเลือกข้อ 2. กรุณาทำ  
เครื่องหมาย ✓ ที่  2. และเลือก  
กรรมการคนใดคนหนึ่ง  
If you make proxy by choosing  
No. 2, please mark ✓ at  2.  
and choose one of these  
directors.

2. แต่งตั้งกรรมการอิสระที่เป็นตัวแทนรับมอบฉันทะในการประชุมผู้ถือหุ้น ดังต่อไปนี้  
Appoint the following members of the Independent Directors of the Company:

(1) นางสาวสุนีย์รัตน์ วุฒิจินดานนท์\*  
(MissSUNEERAT WUTTICHINDANON\*)

(รายละเอียดปรากฏตามข้อมูลกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วยลำดับที่ 8. ของหนังสือ  
เชิญประชุมสามัญผู้ถือหุ้นประจำปี 2569)

(Details of members of the Independent Directors of the Company as specified in

## Attachment 8 of the Notice of the 2026 Annual General Meeting of the Shareholders)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2569 ในวันพุธที่ 22 เมษายน 2569 เวลา 14.00 น. ผ่านระบบอิเล็กทรอนิกส์ (Electronic Meeting) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดสดจากห้องประชุมของบริษัท เลขที่ 36 หมู่ 7 ตำบลบางตลาด อำเภอปากเกร็ด จังหวัดนนทบุรี หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่ และรูปแบบการประชุมอื่นด้วย

Only one of them as my/our proxy to attend and vote on my/ our behalf in 2026 Annual General Meeting of Shareholders to be held on Wednesday, 22 April 2026 at 14.00 hrs. and via electronic meeting only. The meeting of the Annual General Meeting will be broadcast live from the meeting room of the Company's office, No. 36 Moo 7, Bang Talad Sub-district, Pakkret District Nonthaburi Province or at any adjournment thereof to any other date, time venue and meeting method.

(3) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/ We hereby authorize the proxy to vote on my behalf at this meeting as follows:

มอบอำนาจตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้

The proxy holder is authorized for all shares held and entitled to vote

มอบอำนาจบางส่วน คือ

The proxy holder is authorized for certain shares as follows:

<input type="checkbox"/> หุ้นสามัญ _____ หุ้น	และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง
Ordinary share for _____ shares	and having voting right for _____ votes
<input type="checkbox"/> หุ้นบุริมสิทธิหุ้น _____ หุ้น	และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง
Preferred share for _____ shares	and having voting right for _____ votes
รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด _____ เสียง	
Total entitled votes _____ votes	

(4) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/we hereby grant my/our proxy to vote on my/our behalf as follows:

วาระที่ 1 รับทราบรายงานของคณะกรรมการประจำปีและผลการดำเนินงานประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2568

Agenda 1 To acknowledge the reports of board of directors and operating results for the year ended 31 December 2025

- วาระนี้เป็นวาระเพื่อทราบจึงไม่มีการลงคะแนน -

- This agenda item is for acknowledgement and no casting of vote -

วาระที่ 2 พิจารณานุมัติงบการเงินประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2568

Agenda 2 To consider and approve the financial statements for the year ended 31 December 2025

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve _____ Votes	Disapprove _____ Votes	Abstain _____ Votes

วาระที่ 3 พิจารณานุมัติการจัดสรรกำไรเป็นทุนสำรองตามกฎหมายและจ่ายปันผลประจำปี 2568

Agenda 3 To consider and approve the allocation of profit as legal reserve and dividend payment for the year 2025

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve _____ Votes	Disapprove _____ Votes	Abstain _____ Votes

**วาระที่ 4 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ**

**Agenda 4 To consider and approve the appointment of directors in replacement of those who must retire by rotation**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
1. นางสาวญาณิดา อารีกุล  
Miss YANIDA AREEKUL
- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes
2. นายอมร กิจเครือ  
Mr. AMORN KITKRUA
- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes
3. นายกานต์ ชูเศรษฐการ  
Mr. KARN CHUSATAKARN
- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

**วาระที่ 5 พิจารณานุมัติค่าตอบแทนกรรมการประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2569**

**Agenda 5 To consider and approve the directors' remuneration for the year ended 31 December 2026**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

**วาระที่ 6 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนแก่ผู้สอบบัญชีประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2569**

**Agenda 6 To consider and approve the appointment of auditor and fix his/her remuneration for the year ended 31 December 2026**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

**วาระที่ 7 พิจารณานุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มเติมของบริษัท เพเนลส์มาติก โซลูชันส์ จำกัด (มหาชน) รุ่นที่ 1 (PANEL-W1) และรุ่นที่ 2 (PANEL-W2) ให้แก่ผู้ถือหุ้นเดิมของบริษัทฯ ตามสัดส่วนการถือหุ้น (Rights Offering)**

**Agenda 7 To consider approving the issuance and offering of warrants to purchase additional ordinary shares of PenelesMatic Solutions Public Company Limited, Series 1 (PANEL-W1) and Series 2 (PANEL-W2), to existing shareholders of the Company in proportion to their shareholding (Rights Offering).**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 8 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิ รุ่นที่ 1 (PANEL-W1) และรุ่นที่ 2 (PANEL-W2)

Agenda 8 To consider approving the allocation of additional ordinary shares to accommodate the exercise of rights under warrants Series 1 (PANEL-W1) and Series 2 (PANEL-W2).

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- |                                   |       |                                      |       |                                     |       |
|-----------------------------------|-------|--------------------------------------|-------|-------------------------------------|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> งดออกเสียง | เสียง |
| Approve                           | Votes | Disapprove                           | Votes | Abstain                             | Votes |

วาระที่ 9 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ เพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัทฯ รุ่นที่ 1 (PANEL-W1) และรุ่นที่ 2 (PANEL-W2) และแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda 9 To Consider approving the increase in the company's registered capital to accommodate the exercise of rights under the company's warrants to purchase additional ordinary shares, Series 1 (PANEL-W1) and Series 2 (PANEL-W2), and amending Article 4 of the company's Memorandum of Association to reflect the increase in registered capital.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- |                                   |       |                                      |       |                                     |       |
|-----------------------------------|-------|--------------------------------------|-------|-------------------------------------|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> งดออกเสียง | เสียง |
| Approve                           | Votes | Disapprove                           | Votes | Abstain                             | Votes |

วาระที่ 10 เพื่อรับทราบการเปลี่ยนแปลงวัตถุประสงค์การใช้เงินเพิ่มทุนที่ได้รับจากการเสนอขายหุ้นสามัญต่อประชาชนเป็นครั้งแรก (IPO)

Agenda 10 To acknowledge the change in the purpose of using the capital raised from the initial public offering (IPO) of ordinary shares.

- วาระนี้เป็นวาระเพื่อทราบจึงไม่มีการลงคะแนน -  
- This agenda item is for acknowledgement and no casting of vote -

วาระที่ 11 พิจารณาวาระอื่นๆ

Agenda 11 To consider other agenda

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- |                                   |       |                                      |       |                                     |       |
|-----------------------------------|-------|--------------------------------------|-------|-------------------------------------|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> งดออกเสียง | เสียง |
| Approve                           | Votes | Disapprove                           | Votes | Abstain                             | Votes |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy holder in any agenda item that is not specified in this proxy form shall be considered as invalid and not my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนเสียงในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the case that I/we have not declared a voting intention in any agenda item or my/our determination is not clearly specified or the meeting considers or ratifies resolutions in any matters apart from the agenda items specified above, in addition to any amendment, modification or addition of any facts, the proxy holder shall have the right to consider and vote on behalf of myself/ourselves as he/ she sees appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the proxy holder at such meeting unless the proxy holder does not vote as I/we specify in the proxy form shall be deemed as my/our own act(s) in every respect.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

#### หมายเหตุ/Remark

- หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น  
This Proxy form C. is only used for the Shareholder who are specified in the register as foreign investor and has appointed a Custodian in Thailand to be a share depository and keeper
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
The documents need to be attached to this Proxy form are:  
(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf  
(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
Document confirming that the person who signed the proxy form is permitted to operate the custodian business
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
A Shareholder shall appoint only one proxy to attend and vote at the meeting. A shareholder may not split shares for any more than one proxy in order to split votes.
- ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ  
In the case that there is any other agenda item(s) to consider other than the specified agenda items mentioned above, the proxy may use the Attachment to the Proxy Form C.

**ใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะ แบบ ค.**  
Attachment to the Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เพเนลส์มาติก โซลูชันส์ จำกัด (มหาชน)

Grant of proxy as a shareholder of PanelesMatic Solutions Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2569 ในวันที่พุธที่ 22 เมษายน 2569 เวลา 14.00 น. ผ่านระบบอิเล็กทรอนิกส์ (Electronic Meeting) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดสดจากห้องประชุมของบริษัท เลขที่ 36 หมู่ 7 ตำบลบางตลาด อำเภอปากเกร็ด จังหวัดนนทบุรี หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่ และรูปแบบการประชุมอื่นด้วย

At the 2026 Annual General Meeting of Shareholders to be held on Wednesday, 22 April 2026 at 14.00 hrs. and via electronic meeting only. The meeting of the Annual General Meeting will be broadcast live from the meeting room of the Company's office, No. 36 Moo 7, Bang Talad Sub-district, Pakkret District Nonthaburi Province or at any adjournment thereof to any other date, time venue and meeting method.

วาระที่..... เรื่อง.....

Agenda Item                      Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย \_\_\_\_\_ เสียง     ไม่เห็นด้วย \_\_\_\_\_ เสียง     งดออกเสียง \_\_\_\_\_ เสียง  
Approve                      Votes                      Disapprove                      Votes                      Abstain                      Votes

วาระที่..... เรื่อง.....

Agenda Item                      Subject

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Approve                      Votes                      Disapprove                      Votes                      Abstain                      Votes

วาระที่..... เรื่อง.....

Agenda Item                      Subject

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Approve                      Votes                      Disapprove                      Votes                      Abstain                      Votes

### Independent Directors proposed as proxy for shareholder

#### Details of the nominees who are qualified to be independent directors

<b>Name</b>	Assoc.Prof.Dr. Suneerat Wuttichindanon
<b>Age</b>	48 Years
<b>Positions</b>	Independent Director
<b>Address</b>	355 Soi Rattana Thibet 18 road Bang Kraso Mueang Nonthaburi Nonthaburi 11000



#### Relationship Characteristics:

<b>Holding shares in the company</b>	
- Number of shares	- None -
- Shareholding that entitled to vote	- None -
<b>Being close relatives to other directors / executive / major shareholders / controlling person / or person to be nominated as director / executive / controlling person of company and its subsidiaries</b>	- None -
<b>Having relationship in any of these characteristics to SCC / parent company / subsidiary company / associate company / major shareholder / or controlling person either at present or during the past 2 years</b>	
- Be an executive director, staff, employee or advisor who receives salary.	- None -
- Be a professional service provider (such as an auditor or a lawyer)	- None -
- Having material business relationship in such a way that may affect their independence (such as buy / sell raw materials / products / services / lending / borrowing) – specify transaction size (if any)	- None -
Conflict of interest in each Agenda 1	- None -
Conflict of interest in each Agenda 2	- None -
Conflict of interest in each Agenda 3	- None -
Conflict of interest in each Agenda 4	- None -
Conflict of interest in each Agenda 5	- None -
Conflict of interest in each Agenda 6	- None -
Conflict of interest in each Agenda 7	- None -
Conflict of interest in each Agenda 8	- None -
Conflict of interest in each Agenda 9	- None -
Conflict of interest in each Agenda 10	- None -
Conflict of interest in each Agenda 11	- None -

### Qualifications of Independent Directors

Qualifications of independent directors shall be in accordance with the requirements of the Capital Market Supervisory Board. All independent directors of the company have the following qualifications:

1. It complies with the law on public limited companies. Laws regarding securities and stock exchange and other related laws
2. Have knowledge, abilities, and expertise A variety of skills and work experiences that are beneficial to the company's business and can devote their time fully
3. Have leadership and be able to effectively direct the actions of senior executives. and effectiveness
4. Holding directorship positions in other listed companies Not more than 5 companies in total (including cases that have been approved to be appointed as directors of the company)
5. Be honest, fair, transparent and ethical.
6. Do not operate a business with the same conditions. and is in competition with the Company's business or becoming a partner in a general partnership or being a partner with unlimited liability in a limited partnership or being a director of another company that operates a business with the same nature and is in competition with the Company's business, whether for its own benefit or for the benefit of others. unless the shareholder meeting is informed before the appointment resolution is made.
7. Independent directors must have all the qualifications according to the criteria set by the SEC Office as follows:
  - 7.1 Hold shares not exceeding 1 percent of the total number of shares with voting rights of the parent company, subsidiaries, associated companies, major shareholders. or a controlling person of the company. However, the shareholding of related persons of that independent director must also be counted. **The definition of an independent director is equal to the minimum requirements of the SEC and the Stock Exchange.**
  - 7.2 Not being or having been a director who participates in management, an employee, a staff member, or an advisor who receives a regular salary. or controlling person of the applicant, parent company, subsidiary company, joint company, subsidiary company of the same level Major shareholders or of the controlling person of the applicant for permission unless it is liberated Having had the aforementioned characteristics for not less than 2 years before the date of submitting the application for permission to the Office. However, such prohibited characteristics do not include cases where the independent director was previously a government official. or consultant of government agencies which are Major shareholders or the controlling person of the person requesting permission
  - 7.3 Not a person related by blood or by legal registration as father, mother, spouse, sibling, and child, including the child's spouse of other directors, executives, major shareholders controlling person or persons who will be proposed to be directors, executives, or persons with controlling authority of the applicant or its subsidiaries.
  - 7.4 Do not have or have ever had a business relationship with the applicant, parent company, subsidiary company, associated company, major shareholder. or the controlling person of the applicant in a way that may be obstructive Using one's independent judgment Including not being or having never been a significant shareholder. or controlling person of those who have business relationships with the applicants for permission, parent companies, subsidiaries, associated companies, major shareholders or the controlling person of the applicant unless the person has been free from the aforementioned characteristics for not less than 2 years before the date of submitting the application for permission to the Office. Business relationships according to paragraph one Including commercial transactions that are normally done for business. Renting or leasing real estate Transactions regarding assets or services or giving or receiving financial assistance By receiving or lending, guaranteeing, or giving assets as collateral for debts including other similar circumstances which results in the applicant or contracting party There is a debt that must be paid to the other party. From 3 percent of the net tangible assets of the applicant or from 20 million baht or more. Whichever amount is lower, the calculation of such debt burden shall be in accordance with the method for calculating the value of connected transactions according to the announcement of the Capital Market Supervisory Board regarding the criteria. in making connected transactions, mutatis mutandis, but in considering the said debt burden Include debt burden. that occurred during 1 year before the date of having a business relationship with the same person.

- 7.5 Not being or having been an auditor of the applicant, parent company, subsidiary company, associated company, major shareholder. or the controlling person of the person requesting permission and not being a significant shareholder controlling person or partner of the audit firm which includes the auditor of the applicant, parent company, subsidiary company, associated company, major shareholder or a person with controlling power of the person applying for permission, unless he or she has been free from the aforementioned characteristics for not less than 2 years before the date of submitting the application for permission to the Office.
- 7.6 Not being or having ever been a professional service provider, including providing services as a legal advisor or financial advisor. which receives service fees in excess of 2 million baht per year from applicants for permission, parent companies, subsidiaries, associated companies, major shareholders or controlling person of the applicant and not being a significant shareholder controlling person or a partner of that professional service provider as well unless the person has been free from the aforementioned characteristics for not less than 2 years before the date of submitting the application for permission to the Office.
- 7.7 Not being a director appointed to represent the director of the applicant, the major shareholder. or shareholders who are related to the major shareholders.
- 7.8 Do not operate a business that has the same nature and is in significant competition with the business. of the applicant or subsidiary company or not being a significant partner in the partnership or being a director who participates in management, an employee, a staff member, or an advisor who receives a regular salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other companies. which operates a business with the same conditions and is in competition that has implications for the business of the applicant or its subsidiaries.
- 7.9 Do not have any other characteristics that prevent you from giving independent opinions regarding Operations of the applicant for permission

### **Shareholder's identification documents or proxy to be entitled to attend the Meeting.**

According to the policy of the board of directors of the Stock Exchange of Thailand on registered company

According to the policy of the board of directors of the Stock Exchange of Thailand on registered company shareholders' meeting regulations with the objective of becoming a good practice guideline for registered companies, which will build confidence in shareholders, investors and all parties concerned, and to ensure that shareholders' meetings for registered companies are conducted with transparency, legitimacy and in the interests of shareholders, the company has deemed it fitting to designate documents or proof of shareholders indicating shareholder status or the status of shareholder proxies entitled to attend the meeting for the adherence and practice of shareholders. The company reserves the right to exempt the entitled to attend the meeting for the adherence and practice of shareholders. The company reserves the right to exempt the submission of documents or evidence of shareholder status or shareholder proxy status for people entitled to attend the meeting as deemed fitting by the company.

Shareholders or proxies who wish to attend the meeting via electronic means (E-Meeting) must submit a request form in advance to attend the meeting. By completing all procedures as specified in the documents / evidence to show the right to attend the shareholders' meeting via electronic means (E-Meeting). The Company reserves the right not to accept registration. attend the shareholders' meeting via electronic means (E-Meeting). The Company reserves the right not to accept registration. In the event that documents, or evidence are incomplete or inaccurate or do not comply with the conditions.

#### **1. Shareholders are natural people.**

- 1.1 In case of the shareholder attends the meeting by yourself, you are required to present the certified true copy of valid document or evidence issued by governmental authorities with showing the picture of shareholder, e.g., valid document or evidence issued by governmental authorities with showing the picture of shareholder, e.g., the identification card, government office identification card, driver license or passport. And if there is a changed of given name-surname, the evidence of such changed to be certified true copy is also required.
- 1.2 In case of granting of proxy, the following documents are required to present:
  - 1.2.1 A proxy form as attached to the notice of the meeting (any one out of the forms as attached) which is completely filled out and signed by the shareholder and proxy.
  - 1.2.2 Certified true copy of the document or evidence identified to the shareholder and issued by government authorities as per the detail specified in item 1.1 above.
  - 1.2.3 Certified true copy of the document or evidence identified to the proxy and issued by government 1 . 2 . 3 Certified true copy of the document or evidence identified to the proxy and issued by government authorities as per the detail specified in item 1.1 above.

#### **2. Shareholders are juristic people.**

- 2.1 In case of a representative of juristic person of the shareholder attend the meeting by himself/herself, the following documents are required to present:
  - 2.1.1 Certified true copy of the valid document or evidence identified to the representative of juristic person and issued by governmental authorities with showing the picture of such representative as per the detail specified in item 1.1 above.

- 2.1.2 Copy of the certificate of juristic person no longer than 3 months which is certified true copy by its representative and affixing its seal (if any), whereby such certificate is required to show that its representative who attends the meeting is the authorized person of such juristic person.
- 2.2 In case of granting of proxy, the following documents are required to present:
- 2.2.1 A proxy form as attached to the notice of the meeting (any one out of the forms as attached) which is completely filled out and signed by the representative of juristic person with affixing its seal (if any) and proxy.
- 2.2.2 Copy of the certificate of juristic person no longer than 3 months which is certified true copy by its representative and affixing its seal (if any), whereby such certificate is required to show that the representative who signs in the proxy form as the item 2.2.1 is the authorized person of such juristic person.
- 2.2.3 Certified true copy of the valid document or evidence identified to the representative of juristic person and issued by government authorities with showing the picture of such representative as per the detail specified in item 1.1 above.
- 2.2.4 Certify true copy of the document or evidence identified to the proxy and issued by governmental authorities as per the detail specified in item 1.1 above.

In case of the shareholder is a juristic person registered outside Thailand, it is required to present the documents in items 2.1 and 2.2 as the case may be, and if the copies of such documents are prepared outside Thailand, they are also required to be notarized by a Notary Public. However, if the original documents are not prepared in English, hereby are required to attach their English translation with certification by the representative of such juristic person.

**3. In case the shareholder is a foreign investor and appointing a custodian in Thailand to safe keep and take care of its securities**

- 3.1 It is required to prepare and present the documents in the same manner as the juristic person.
- 3.2 In case of the shareholder who is a foreign investor and appoint the custodian to sign the proxy form on its behalf, the following additional documents are required to present:
- 3.2.1 The power of attorney of the foreign shareholder authorizing the custodian to sign the proxy form on its behalf.
- 3.2.2 The letter confirms that such a custodian signing the proxy form has the permission to engage in the custodian business.

**4. Guidelines for preparation of proxy**

Any shareholder who cannot present at the E-Meeting, may appoint the Company's Independent Director to be the proxy, whose names and details as shown in Enclosure 5, also as to attend the meeting and vote on your behalf, whereby such shareholders is required to proceed as follows:

- 4.1 To select only one of the proxies forms Form A, Form B and Form C as required by the Department of Business Development The Ministry of Commerce as prepared by the Company in Enclosure 4 and please fill out the box in front of the name of the person your wish to appoint as your proxy to attend the meeting and vote on your behalf.

- |        |   |
|--------|---|
| Form A | A General and Simple Proxy Form   |
| Form B | A Proxy form is clearly defines the details of the proxy assignment.    |
| Form C | The Form for foreign shareholders who have custodians in Thailand only. |

- 4.2 To affix the stamp duty in amount of 20 baht on the proxy form in order to comply by the law.
- 4.3 To deliver the completed proxy form with the supporting documents showing the identification of shareholder or representative of shareholder who is entitled to attend the meeting in accordance with the item 1-3 above as the case may be to the Company via the following channels:

➤ Email: jutamas.m@panelesmatic.com

➤ Post

Company Secretary

PanelesMatic Solutions Public Company Limited

No. 36 Moo 7, New Samakkhi road, Bang Talat, Pak Kret Nonthaburi 11120

## 5. Attending the Meeting

The system for attending the Annual General Meeting of Shareholders will be opened on Wednesday, 22 April 2026 at 13.00 hrs., and the Electronic Meeting (E-Meeting) will be broadcasted in the same day from 14.00 hrs. Onward.

## 6. Voting Procedure

6.1 The Chairman of the meeting will assign the secretary of the meeting to cast the votes for each agenda. 6.2 The shareholder has the right to vote according to the number of shares held by him/her, whereby the shareholder is entitled to cast his/her votes in each agenda to either approve, disapprove or abstain from voting. 6.3 The shareholder who wishes to cast his/her votes as disapproval or abstention is required to mark in a box as disapproval or abstention, for counting the vote by the system.

6.4 Any shareholder who does not cast his/her votes by marking into the box, the Company will assume that such shareholder cast his/her votes to approve the agenda as proposed by the Board of Directors.

## 7. Vote Counting Procedures

7.1 One share shall be counted as one vote, whereby a resolution will require a majority vote at the meeting, except as stated otherwise by law. If the votes are equal, the Chairman of the meeting shall have an additional casting vote separately from the shareholder base.

7.2 To count votes of each agenda, the Company will deduct the total votes casted in disapproval or abstentions, from the total votes of the shareholders attending at the meeting and being entitled to vote. The result shall be taken as the votes in approval. For the Shareholders who have entrusted their proxies to other persons to attend the meeting and cast their votes in accordance with their wishes, the result thereof shall be the votes including the votes in accordance with the wishes of the principals.

7.3 The notification of voting results for each agenda, the chairman of the meeting will summarized the result of the votes counting in each agenda to the meeting for acknowledgement that each agenda being unanimously approved or approved by majority votes by how many votes, as well as the numbers of disapproved votes and abstained votes., so each agenda use the number of shares of meeting attendance.

### Guidelines for attending the 2026 Annual General Meeting of Shareholders by Electronic Method (e-AGM)

The Shareholders or proxies who would like to attend the e-AGM must submit an application to attend the meeting by Electronic Method via the Link at <https://panel.foqus.vc/registration/> or scan this QR Code.



#### The system will be available to access from 1 April 2026

- After logging into the system, the shareholders or proxies must prepare the following information (which should be in line with the shareholders information determined as at the Record Date from the Thailand Securities Depository Co., Ltd.) to fill in through the system:
  - Securities holder registration number
  - Identification Card Number/Passport Number/ Registration Number for juristic person
  - E-Mail address for receiving the Web Link, Username and Password for attending the Meeting
  - Mobile Phone Number
  - Additional documents as follows:

Attending in person	Proxy to any person who is not the Company's Independent Director / Juristic person
Details as shown in Enclosure 9	Details as shown in Enclosure 7

- When the Company receives the documents according to item 1 from shareholders or proxies. The Company will check the documents to confirm the right to attend the meeting. After that shareholders or proxies will receive an email with the following details.
  - Username and Password
  - WebLink for attending e-AGM system
  - User manual

In case the request is rejected, the Shareholders will receive an e-mail to notify on the details and reason for rejection, then the Shareholder can resubmit through the system.

- Please keep your username and password confidential. Do not disclose it to others and in case your username and password are lost or not received by 22 April 2026, please contact the Company immediately.
- Please study the manual on how to use the e-AGM meeting system that the Company has sent to you by e-mail carefully. The system will allow you to register for the meeting 1 hour before the start of the meeting. However, the live broadcast of the conference will only start at 2.00 pm.
- For the voting method during the E-AGM meeting, you can vote on each agenda by voting "Agree" or "Disagree" or "Abstain". In case you do not vote for any agenda, your vote will be counted as "Agree" automatically.

6. In case you encounter technical problems while using the e-AGM meeting system before the meeting or during the meeting, please contact Quidlab, the e-AGM conference system provider of the Company. The channel to contact Quidlab can be found in the email that has sent username and password to you.

**Channel for shareholder to send comments or questions related to the Company and agenda to be considered in the e-AGM are as follows:**

1. During the E-AGM meeting, the shareholder attending the meeting can submit comments or questions via the e-AGM system.
2. The shareholder can submit comments or questions in advance to the Company by 23 April 2025 via the following channels:

- Email: [jutamas.m@panelesmatic.com](mailto:jutamas.m@panelesmatic.com)

- Post:

Company Secretary

PanelesMatic Solutions Public Company Limited

36 Moo 7, New Samakkhi road, Bang Talat, Pak Kret Nonthaburi 11120