Criteria for shareholders to propose agenda items
and nominate persons as directors in advance
for the 2027 Annual General Meeting

Objective

Veranda Resort Public Company Limited ("the Company") realizes the right and the equitable treatment of the shareholders in accordance with the good corporate governance practices. Board of Directors facilitates shareholders the opportunity in advance proposing the agenda for the **2027 Annual General Meeting** and nominating qualified person(s) for election to be the Company's director.

Criteria

1. Qualification of shareholders who wish to propose AGM agenda/director nomination must be qualified in accordance with the criteria below;

1.1 Holding a minimum of share proportions not less than 5 (five) percent of total voting rights.

1.2 Being either one shareholder or combined shareholders.

2. Proposal of the agenda

2.1 Qualified shareholder under No.1 may fill out the "Proposal of Agenda for the Annual General Meeting Form" and submit together with other supplementary documents to the company

In case of number of shareholders jointly propose an agenda, each of them must separately fill the Form with signature and submit altogether as one set.

2.2 The proposal that will not be placed on the agenda

2.2.1 Matters prescribed in Section 89/28 of the Securities and Exchange Act B.E.2535 (Including amendments)

2.2.2 The proposal that violates to the law, rules, regulations of government agencies or other governing agencies or, are not complied with the objective, the article of association.

2.2.3 The proposal that already undertaken by the Company.

2.2.4 The proposal that the information or document provided is incomplete or incorrect, or out of time.

3. Nomination of a qualified person for director

3.1 Qualified shareholder under no.1, may fill out the "Director Nomination Form" and the "Letter of consent" and submit with other supplementary documents to the company.

In case of number of shareholders jointly propose a nominated director, each of them must separately fill out the Form with signature and submit altogether as one set.

3.2 The qualification of the candidate for director

3.2.1 Possessing the required qualifications and not having prohibited characteristics of a director according to the Public Limited Company Act, the Securities and Exchange Act B.E.2535 (Including amendments) and being reliable to manage a public company limited.

3.2.2 Having knowledge of business, capable, and skill in the areas significantly beneficial to the Company.

3.2.3 Having the ability to exercise sound and independent judgments, free from any conflict of interest from the management and other stakeholders.

3.2.4 Could dedicate the sufficient time to effectively carrying out their duties and responsibilities that he/she serves as the Committee's member.

3.2.5 If the director is an independent director. Such director must have qualifications as specified in the SEC Notification No. Tor Chor. 39/2016 regarding the request and permission to offer newly issued shares dated 30 September 2016 (including amendments) and additional announcements that may be available in the future.

4. Consideration Procedures

4.1 Chief Executive Officer, company secretary and the Independent Directors of the Company will jointly consider the matters proposed by the shareholders before presenting to the Board of Directors. Matters which approved by the Board of Directors will be put into the agenda of the shareholders' meeting.

4.2 The Nomination and Remuneration Committee will consider qualified candidates before proposing their names to the Board of Directors. The qualified candidate approved by the Board will be proposed to the agenda for election of directors.

4.3 Any proposed agenda or nominee disapproved by the Board of Directors, the Company will inform with the reason in agenda at the shareholders' meeting

4.4 The Board of director's judgment is deemed the matter comes to an end.

5. Channel and Period of proposing

Shareholder can submit the completed form and supporting documents to the company at the following address within 30 December 2026.

Company Secretary Department

Veranda Resort Public Company Limited

No. 555 Rasa One Tower B Building Unit 2701-2704, 27th Floor,

Phaholyothin Road, Chatuchak, Bangkok 10900

Tel. 02 513 3300

However, Shareholders can send all documents via email in advance to com-secretary@verandaresort.com