

Ref. ever/list 014/2023

November 21, 2023

To: Director and Manager
The Stock Exchange of Thailand

Subject: Procedure for Proposing Agenda Items for 2024 Annual General Meeting of Shareholders and Nomination of Directors in advance

In order to comply with the recommended best practices per The Principle of Good Corporate Governance for Listed Company, we, Everland Public Company Limited ("SUPER" or the "Company"), would like to invite shareholders to propose the agenda items and to nominate the qualified candidates for the election of director to the Annual General Meeting of Shareholders for the year 2024 ("AGM") as per the Company criteria and procedures posted on the Company website: www.everland.co.th in the "Investor Relations" > "Shareholder Information" > "Invitation to Annual General Meeting of Shareholders" menu from 22 November 2023 until 31 December 2023.

Please be informed accordingly

Yours Sincerely,

- signed by -

(Mr. Swechak Lochaya)
Chairman of the board

**Criteria for shareholders to nominate the qualified person to be elected as Director to the
Annual General Meeting of Shareholders for the year 2024**

Objective:

In accordance with recommended best practices per “The Principles of Good Corporate Governance for Listed Companies” and to ensure that all shareholders are equitably treated, Everland Public Company Limited (the “Company” or “EVER”) should facilitate shareholders to nominate the qualified person for election as Director to the Annual General Meeting of Shareholders for the year 2024 (“AGM”). The Company has established the criteria and procedures for consideration of the qualified candidate for the election as Director as follows:

Criteria for shareholders to nominate the qualified person to be elected as Director:

1. Being a shareholder holding at least 5% of total shares of the Company (not less than 194.2 million shares).
2. A shareholder who wishes to nominate the qualified candidate to be elected as Director must hold shares as specified above on both of the dates which shareholder nominate the candidate for election as Director and on the book closure date of AGM.
3. A shareholder who wishes to nominate a Director must have the evidence of shares held, such as copies of certificate of shares held issued by Securities Company or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd (TSD).
4. The nominated candidate for election as Director must possess the qualifications as follows:
 - (1) Qualified according to the Public Limited Companies Act, Securities and Exchange Act including other relevant laws and regulations and in accordance with the Good Corporate Governance Policy of the Company.
 - (2) Knowledgeable, possess good background experience, capable, independent to perform director’s duties with care and loyalty, and able to attend Directors’ meetings on a regular basis, as well as gender equity to be nominated as a director. However, the benefits of the Company are the most important consideration.
 - (3) Having knowledge in one or more of the following fields:
 - Having good knowledge, ability, and beneficial experiences in the area of property development, such as accountings, finances, strategy and business plan Management, etc.
 - Dedicated, and healthy mentally and physically, be of suitable age. The Candidate should attend the Directors’ meeting regularly, study meeting agendas in advance, and productively participate in the meeting in a straightforward manner. Reputable business persons of integrity and superb professional.
 - Good Corporate Governance.
 - (4) Holding position as a director in the maximum of 5 listed companies, including EA, and not in any competing business of the Company.
5. A shareholder who possesses the qualifications as above can submit the annexed form titled “Form to nominate the qualified person to be elected as Director” (“Form”)

6. A Shareholder can submit the Form and requisite information through email : info@everland.co.th and send the original Form, duly signed, together with other supporting documents to the followings designated person within **31 December 2023**.

Chairman of the Board

Everland Public Company Limited

223/96 Country Complex Tower Building A 21st, Sanphawut Road,

Bangna Tai Sub-District, Bangna District, Bangkok 10260, Thailand

7. The Company will initially consider the nominated candidate's qualification before proposing to the AGM. The name of the qualified candidate, if approved by the Company, will be proposed to the AGM.
8. If a proposal is disapproved by the Company, the Company will post the reasons for refusal through the Company's website at www.everland.co.th and/or any other appropriate information dissemination channels. **The decision of the Company shall be final.**

The Shareholder who proposes the qualified candidate to be elected as Director must submit documents as follows:

1. The evidence of shares held as of the proposal date, such as the statement or certificate of shareholding issued by the Securities Company or the Thailand Securities Depository Co., Ltd. (TSD) or the Stock Exchange of Thailand (SET) or copy of securities and certified true copies by such shareholder.
2. In case the shareholder is a person, please attach a copy of a valid ID card or passport (in case of nonresidents) and a certified true copy.
3. In case shareholder is a juristic person, please attach a copy of the company's affidavit/certificate of registration which has been issued by Department of Business Development Ministry of Commerce for not over than 3 months, or other equivalent agencies (for non-Thai juristic persons) and copy of identification card/passport (in case of non-Thai nationality) of authorized director must be enclosed, duly certified by the authorized director (s) who sign on the Form.
4. In case shareholder change title, name, or surname, the copy of evidence of those changes must be enclosed and certified true copy.
5. Other necessary documents.

**Form to nominate the qualified person to be elected as Director
to the Annual General Meeting of Shareholders for the year 2024**

1. I am (Mr./Mrs./Miss) / We are.....
being a shareholder of the Everland Public Company Limited (the "Company" or "EVER"),
at.....Soi.....Road.....Sub District.....
District.....Province.....Zip Code.....
Phone number.....Email.....
2. On the date of this proposal, I am / We are shareholder of EVER with the total ofshares
representing% of total shares of the Company.
3. I / We would like to nominate (Mr./Mrs./Miss).....age.....years,
who is fully qualified and no forbidden qualification in accordance with these criteria for election to be the Company's
director. The nominee has signed below as evidence of consent. The curriculum vitae of the nominee and other support
documents have been enclosed and certified true copy on every page, total.....pages.

I certify that all information written in this form, evidence of shareholding, and all other supporting documents are true and
correct and allowing the Company to disclose all information and documents.

I / We have affixed my/our signature as evidence below.

Signature.....(Shareholder)
(.....)
Date.....

4. I am (Mr./Mrs./Miss)....., the nominee for the election as Director.
I consent and certify that I have full qualifications with no forbidden qualification according to the criterion of regulators.
I agree to provide personal information, including acceptance for checking in personal qualifications with a related party.
I hereby affix my signature as evidence thereof.

Signature.....(Nominee)
(.....)
Date.....

**Criteria for shareholders to propose the Agenda
for the Annual General Meeting of Shareholders for the year 2024**

Objective:

In accordance with the recommended best practices per “The Principles of Good Corporate Governance for Listed Companies” to ensure that all shareholders are treated equally. We, Everland Public Company Limited (“the Company” or “EVER”) should facilitate minority shareholders to propose agenda to the Annual General Meeting of Shareholders for the year 2024 (“AGM”) in advance and ensure that all shareholders are equitably treated and the selected agenda is beneficial to the Company. For clarity and transparency of the procedures and methods for consideration, the Company has established the criteria and procedures for the consideration of the matters proposed as follows:

Criteria for shareholders to propose the agenda for the AGM:

Shareholder(s) who wishes to propose the agenda must possess the following qualifications:

1. Being the shareholder(s) of the Company which can be either one shareholder or combined shareholder to propose the agenda for the AGM.
2. Shareholder(s) must hold at least 5% of the total shares of the Company (not less than 194.2 million shares).
3. Must be shareholder(s) holding shares as specified above on the date which shareholder(s) proposes the agenda and on the book closure date of AGM.
4. The evidence of shares held of shareholder(s), such as copies of certificate of shares held issued by the Securities Company or any other certificate from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. (TSD), together with the Proposed Agenda Form must be submitted to the Company.

Consideration and Procedures:

1. Shareholder(s) who possesses the qualification herein above can submit the Form “**The Proposed Agenda for the Annual General Meeting of Shareholders for the year 2024**” (“Form”) to the Corporate Secretary of the Company through email : info@everland.co.th and send the original Form, duly signed, together with other supporting documents as required to the following address **within 31 December 2023**.

Chairman of the Board

Everland Public Company Limited

223/96 Country Complex Tower Building A 21st, Sanphawut Road,

Bangna Tai Sub-District, Bangna District, Bangkok 10260, Thailand

2. The Board of Directors reserves right and may refuse to include the following proposals as the agenda of the AGM:
 - (1) The proposals that specific in the section 89/28 of the Securities and Exchange Act (No.4), B.E. 2551 as amended¹
 - (2) The proposals that are beneficially only to a specific group or person.
 - (3) The proposals that under the operation of the Company.
 - (4) The proposals that under the control of management of the Company unless such proposals may lead or create the problem / damage to total shareholders.
3. The proposal which has been considered and endorsed by the Board of Directors will be included in the AGM and the Board of Directors will provide opinion that such agenda has been proposed by shareholder(s).
4. The proposal that has been rejected by the Board of Directors, it shall be notified as the matter for acknowledgement in the AGM providing with the reasons of such refusal.

¹Section 89/28 of the Securities and Exchange Act (No.4) B.E. 2551 amended specific that the Board of Directors may refuse to include the proposal as the agenda of the shareholders meeting as follows :

- (1) The proposal does not comply with rules as specified in the first paragraph (Being a shareholder or shareholders who hold total shares and have the right to vote amounting to less than 5% of the total voting right of the Company) ;
- (2) The proposal is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such ;
- (3) the proposal is beyond the company's power to produce the purposed result;
- (4) the proposal was submitted to the shareholders' meeting for its consideration within the previous 12 months and received the supporting votes of less than 10% of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;
- (5) Any other cases as specified in the notification of the Capital Market Supervisory Board

The Proposed Agenda
For the Shareholders' Annual General Meeting of 2024 ("Form")

Date.....

Name-Surname of Proposer (Shareholder(s)).....

Address.....

Phone No.....Fax No.....Email

No. of EVER shares held (as of the proposal date)..... shares

equivalent to.....% of total shares of the Company

Objective : For information For consideration For approval

Proposed Agenda :

Reason / Rationale :

Total supporting documents :pages

I certify that all information written in the Form, the evidence of share ownership, and other supporting documents are correct and give consent to disclose such information and documents. I hereby sign my name as evidence below.

Signed by.....Shareholder(s)

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Remarks: Shareholder(s) must enclose the following documents with the Form;

1. The evidence of shares held as of the proposal date, such as the statement or certificate of shares held in the Company issued by an authorized Securities Company or any other certificate from the Stock Exchange of Thailand ("SET") or Thailand Securities Depository Co., Ltd. ("TSD") evidencing the shares held by the Proposer.
2. In case the shareholder is a person, please attach a copy of a valid ID card or passport (in case of non-Thai nationality) and certified true copy.
3. In case shareholder is a juristic person, please attach a copy of the company's affidavit/certificate of registration which has been issued for not over than 3 months by the Department of Business Development, Ministry of Commerce or other equivalent agencies (for non-Thai juristic persons) and copy of identification card / passport (in case of non-Thai nationality) of authorized director must be enclosed, duly certified by an authorized director.
4. In case shareholder(s) changes title, name, or surname, the copy of evidence of those changes shall be enclosed and certified true copy.
5. In case of the proposal is group of shareholders, all shareholders must sign on the Form and provide all their supporting documents as specific in 1 -4