

Criteria and Procedures on the Nomination of Directors

In nominating directors, the Company seeks out persons who have adequate knowledge, ability, experience, good working records, leadership qualities, farsightedness, morality, ethics and good attitude towards the Company. Such persons must dedicate adequate time to oversee the Company's business operations and have appropriate qualifications suitable to the Directors' composition and structure following the Company's business strategy. The nomination process shall be both transparent and credible to the shareholders.

In electing directors to the Board, the Nomination and Remuneration Committee is responsible for recruiting and selecting persons. However, the election of new directors shall be approved at a meeting of the Board of Directors and/or a shareholders' meeting (as the case may be). The person appointed as the Director shall be fully qualified under the Section 68 of the Public Limited Companies Act, B.E. 2535 (1992) (As amended).

In addition, the Nomination and Remuneration Committee will consider the proposal and recommendation from the minority shareholders to propose any candidates to be elect as a director in the Annual General Meeting of Shareholders as per the Company's criteria. The Company provided the opportunity to shareholders to propose the agenda items and nominate candidates for election as directors in advance for the 2025 Annual General Meeting of Shareholders during the period of 1 October 2024 to 31 January 2025. There were no shareholders proposed the agenda items and nominate candidates for appointment as directors for the 2025 Annual General Meeting of Shareholders.

The Company determined the definition of the Independent Director is more stringent than the prescribed by the Notification of the Capital Market Supervisory Board with the qualifications as follows:

1. Holding shares not exceeding 0.75%* of the total number of shares with voting rights of the Company, its parent company, subsidiaries, associates, major shareholders or controlling persons, including shares held by related persons of such independent director;
 2. Neither being nor having been directors participating in the management, employees, staff or advisor receiving a regular salary from the Company, or controlling person of the Company, parent company, subsidiaries, associates, subsidiary company in the same level, major shareholders or controlling persons of the Company, unless the foregoing status has ended not less than 2 years. However, such prohibited characteristic shall not include the case where an independent director used to be a government official or an advisor of a government unit which is a major shareholder of or controlling person of the Company;
 3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including the spouse of child, executive, major shareholder, controlling person, or persons to be nominated as executive or controlling person of the Company or its subsidiaries;
 4. Neither having or used to have a business relationship with the Company, parent company, subsidiaries, associates, major shareholders or controlling persons of the Company, in the manner which may interfere with his independent judgment, and neither being nor used to be significant shareholder or controlling person of any person having a business relationship with the Company, parent company, subsidiaries,
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associates, major shareholders or controlling persons of the Company, unless the foregoing relationship has ended not less than 2 years.

Such business relationships as stated in paragraph one include commercial transactions made in the ordinary course of business, renting or leasing property, transactions in relation to assets or services, granting or receipt of financial support by receiving or giving loans, guarantees, providing assets as collateral, and any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount equivalent to 3% or more of the Company's net tangible assets or Baht 20 million or more, whichever is lower. The amount of such indebtedness shall be calculated according, *mutatis mutandis*, the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions. Moreover, in considering such indebtedness, it shall include the indebtedness incurred during the period of 1 year prior to the date on which the business relationship with the same person commences;

5. Neither being nor having been the auditor of the Company, parent company, subsidiaries, associates, major shareholders or controlling persons of the Company, and not being a significant shareholder, controlling person or partner of an audit firm carrying out the audit of the Company, the parent company, subsidiaries, associates, major shareholders or controlling persons of the Company, unless the foregoing relationship has ended not less than 2 years;
6. Neither being nor having been a professional service provider, including legal advisor or financial advisor receiving fees exceeding Baht 2 million per annum from the Company, the parent company, subsidiaries, associates, major shareholders or controlling persons of the Company, and not being a significant shareholder, controlling person or partner of such professional service provider, unless the foregoing relationship has ended not less than 2 years;
7. Not being a director appointed to be a representative of directors of the Company, major shareholder or shareholder who is a related person of the major shareholder;
8. Not undertaking any business of similar nature to and which significantly competes with the Company or its subsidiaries, or not being a significant partner in a partnership or being a director participating in management, employee, staff, advisor receiving a regular salary or holding shares in a proportion exceeding 1% of the total number of shares with voting rights of another company operating a business of similar nature to and which competes with the Company or its subsidiaries; and
9. Not having any other characteristics which may prevent him or her from expressing an independent opinion on the Company's operations.

Remarks: * The Company determined the definition of the Independent Director is more stringent than the prescribed by the Notification of the Capital Market Supervisory Board which is holding shares not exceeding 1%.

Profiles of the Nominated Candidates to Replace the Directors who will Retire by Rotation

1. Name-Surname : Mr. Narongchai Akrasanee

Age : 80 years

Director Type : Independent Director

Position : Chairman of the Board of Directors
Chairman of the Nomination and Remuneration Committee
Chairman of the Good Corporate Governance and Sustainable Development Committee



Appointment Date of : 1 September 2015

Directorship (Directorship tenure as of December 2025 is 10 years and 3 months)

Appointment Date of : 1 September 2015

Independent Director (Directorship tenure as of December 2025 is 10 years and 3 months)

Education : Doctor of Economics, Johns Hopkins University, U.S.A.

Master of Economics, Johns Hopkins University, U.S.A.

Bachelor of Economics, University of Western Australia, Australia

Training Program for : Directors Accreditation Program Class 5/2003

Director by Thai Institute of Directors

Board Member/Management in Other Listed Company: 4 Companies

2025 – Present Chairman of the Board of Directors/
Independent Director Advance Finance PCL.

2016 – Present Vice President of the Company Thai-German Products PC

2015 – Present Chairman of the Board of Directors Brooker Group PCL.

2015 – Present Chairman of the Board of Directors MFC Asset Management PCL.

Position / Other Organizations : 5 Companies

2020 – Present Chairman Snoh Unakul Foundation

2016 – Present Independent Director AIA Group PCL

2015 – Present Director Seranee Holdings Co., Ltd

2010 – Present Chairman of the Board (Thailand) Pacific Economic Cooperation Council

2006 – Present Chairman of Council Khon Kaen University

2004 – Present Chairman of the Board of Operating Directors and Vice Chairman of the Council
Mekong Institute

2002 – Present Member of Honorary Advisory Board Fiscal Policy Research Institute Foundation

2002 – Present Consultant to the Committee Thailand Development Research Institute

Working Experience (During the past 5 years)

2015 – Present	Chairman of the Board of Directors / Chairman of the Nomination and Remuneration Committee / Chairman of the Good Corporate Governance and Sustainable Development Committee	Ananda Development Public Company Limited
2025 – Present	Chairman of the Board of Directors / Independent Director	Advance Finance PCL.
2016 – Present	Vice President of the Company	Thai-German Products PCL.
2015 – Present	Chairman of the Board of Directors	Brooker Group PCL.
2015 – Present	Chairman of the Board of Directors	MFC Asset Management PCL.
2020 – Present	Chairman	Snoh Unakul Foundation
2016 – Present	Independent Director	AIA Group PCL
2015 – Present	Director	Seranee Holdings Co., Ltd.
2010 – Present	Chairman of the Board (Thailand)	Pacific Economic Cooperation Council
2006 – Present	Chairman of Council	Khon Kaen University

Meeting Attendance in 2024 :

- The Board of Directors' Meeting 8/8 times (100.00%)
- The Chairman of the Nomination and Remuneration Committee 3/3 times (100.00)
- The Chairman of the Good Corporate Governance and Sustainable Development Committee 1/1 times (100.00)
- The Non-Executive Director Meeting 1/1 times (100.00%)

Shareholding in ANAN's securities as of 31 December 2025:

- Held common stock (ANAN) through Seranee Holdings Co., Ltd. in an amount of 1,503,000 shares or 0.036%

Legal Dispute during the past 10 years:

- None -

Family Relationship between Directors and Executives:

- None -

Qualifications of Director:

The Board of Directors has carefully considered and opined that he is qualified for the business operation of the Company and he does not take any position in other organization that compete with/related to the Company. In addition, he has an expertise in legal, accounting, tax, business management and risk management and his qualifications has reviewed by the Nomination and Remuneration Committee.

Qualifications of being an Independent Director over 9 years:

The Board of Directors has carefully considered and opined that he is qualified and beneficial to the Company. The Company is required to have an independent director with various background in legal so he is able to give opinions on the company projects which will provide benefits to the Company's business operations and his qualifications has reviewed by the Nomination and Remuneration Committee.

Additional Qualifications of Nominated Independent Director:

The Board of Directors has carefully considered that he can express his opinions independently and prescribe by the relevant regulations which has been reviewed by the Nomination and Remuneration Committee.

Relationship of the Candidate for Independent Director Nomination:

The present and past 2 years relationship between the candidate and the Company, parent company, subsidiary company, associate company, major shareholder or controlling person of the Company are as follows:

Relationship	Yes	No
1. Being a director that has a management authority, staff, employee or advisor on regular retainer		✓
2. Being a professional service provider (such as auditor or legal advisor)		✓
3. Having business relationship (such as sale and purchase raw material/ goods/ service/ lease or lease out the property/provide or receive financial support etc.) which incur debt to the Company or contract party amounting to Baht 20 million up. This threshold is applicable to all indebtedness incurred within one year prior to the date of having such business relationship.		✓
4. Being as a significant shareholder or a controlling person of the party having businesses relationship as mentioned in clause 3.		✓



2. Name-Surname : Sirawit Paneangveat

Age : 50 years

Director Type : Non-Executive Director

Position : Director

Appointment Date of : 28 April 2020

Directorship (Directorship tenure as of December 2025 is 5 years and 8 months)

Education : Master of Business Administration University of Maryland, College Park, U.S.A
 Master of Science University of Maryland, College Park, U.S.A
 Bachelor of Business Administration (1st Class Honor) Thammasat University

Training Program for : Directors Accreditation Program Class 23/2004
 Director by Thai Institute of Directors

Board Member/Management in Other Listed Company: None

Position / Other Organizations : 3 Companies

2025 – Present	Director	Thai President Beverage Co., Ltd.
2018 – Present	Director	President D Venture Co., Ltd.
2005 – Present	Director	Dai-Ichi Packaging Co., Ltd.

Working Experience (During the past 5 years)

2020 – Present	Director	Ananda Development PCL.
2025 – Present	Director	Thai President Beverage Co., Ltd.
2018 – Present	Director	President D Venture Co., Ltd.
2005 – Present	Director	Dai-Ichi Packaging Co., Ltd.

Meeting Attendance in 2025 :

- The Board of Directors' Meeting 8/8 times (100.00%)
- The Non-Executive Director Meeting 1/1 times (100.00%)

Shareholding in ANAN's securities as of 31 December 2025:

- Held common stock (ANAN) in an amount of 1,312,500 shares or 0.032% and held through spouse in an amount of 2,606,250 shares or 0.063%

Legal Dispute during the past 10 years: - None -

Family Relationship between Directors and Executives: - None -

Qualifications of Director:

The Board of Directors has carefully considered and opined that he is qualified for the business operation of the Company and he does not take any position in other organization that compete with/related to the Company. In addition, he has an expertise in legal, accounting, tax, business management and risk management and his qualifications has reviewed by the Nomination and Remuneration Committee.

3. Name-Surname	: Prasert Taedullayasatit	
Age	: 57 years	
Director Type	: Executive Director	
Position	: Director Member of Executive Committee Chief Executive Officer – Property Business	
Appointment Date of Directorship	: 3 August 2020 (Directorship tenure as of December 2025 is 5 years and 4 months)	
Educaiton	: Master of Business Administration (Marketing & Finance) Chulalongkorn University Bachelor of Accountancy (2nd Class Honor) Thammasat University	
Training Program for	: Directors Accreditation Program Class 1/2003 Directors Certification Program Class 56/2005 Risk Management Program for Corporate Leaders Class 8/2017	

Board Member/Management in Other Listed Company: - None -

Position / Other Organizations : 13 Companies

2023 – Present	Director	ADC-JV 31 Co., Ltd.
2022 – Present	Director	ADC-JV 10 Co., Ltd.
2022 – Present	Director	ADC-JV 27 Co., Ltd.
2020 – Present	Director	Devika Hill Co., Ltd.
2020 – Present	Director	Bliss Bodhi Tree Estate Co., Ltd.
2020 – Present	Director	ADC-JV 7 Co., Ltd.
2020 – Present	Director	Ananda Development One Co., Ltd.
2020 – Present	Director	Baan Niravana Co., Ltd.
2006 – Present	Director	Pirom Property Co., Ltd.
2023 – 2024	Director	Anvest Development Partners Co., Ltd
2023 – 2024	Director	ANVC Co., Ltd.
2022 – 2024	Director	ADC-JV 21 Co., Ltd.
2022 – 2024	Director	ADC-JV 23 Co., Ltd.

Working Experience (During the past 5 years)

2020 – Present	Director / Member of Executive Committee and Chief Executive Officer – Property Business	Ananda Development Public Company Limited.
2023 – Present	Director	ADC-JV 31 Co., Ltd.
2022 – Present	Director	ADC-JV 10 Co., Ltd.

2023 – Present	Director	ADC-JV 27 Co., Ltd.
2020 – Present	Director	Devika Hill Co., Ltd.
2020 – Present	Director	Bliss Bodhi Tree Estate Co., Ltd.
2020 – Present	Director	ADC-JV 7 Co., Ltd.
2020 – Present	Director	Ananda Development One Co., Ltd.
2020 – Present	Director	Baan Niravana Co., Ltd.
2006 – Present	Director	Pirom Property Co., Ltd.
2023 – 2024	Director	Anvinest Development Partners Co., Ltd
2023 – 2024	Director	ANVC Co., Ltd.
2022 – 2024	Director	ADC-JV 21 Co., Ltd.
2022 – 2024	Director	ADC-JV 23 Co., Ltd.

Meeting Attendance in 2025 :

- The Board of Directors' Meeting 8/8 times (100.00%)
- The Risk Management Committee Meeting 4/5 times (80.00%)
- The Executive Committee Meeting 30/34 times (88.23%)

Shareholding in ANAN's securities as of 31 December 2025: - None -

Legal Dispute during the past 10 years: - None -

Family Relationship between Directors and Executives: - None -

Qualifications of Director:

The Board of Directors have carefully considered and opined that she is qualified for the business operation of the Company and she does not take any position in other organization that compete with/related to the Company. In addition, she has an expertise in real estate business, business management and business strategy, and her qualifications has reviewed by the Nomination and Remuneration Committee.

4. Name-Surname : Sermsak Khwanpuang
Age : 65 years
Director Type : Authorized Director
Position : Director
 Member of Executive Committee
 Company Secretary
 Chief Financial Officer



Appointment Date of Directorship : 21 February 2020
 (Directorship tenure as of December 2025 is 5 years and 11 months)

Educaiton : Master of Economics National Institute of Development Administration (NIDA)
 Bachelor of Economics Chiang Mai University

Training Program for : Directors Certification Program Class 18/2002

Board Member/Management in Other Listed Company: - None -

Position / Other Organizations : 48 Companies

2025 – Present	Director	Sixpack Fitness Co., Ltd.
2023 – Present	Director	ADC-JV 31 Co., Ltd.
2022 – Present	Director	xLab Digital Co., Ltd.
2022 – Present	Director	Ananda Property One Co., Ltd.
2022 – Present	Director	Ananda MF Asia Chitlom Co., Ltd.
2022 – Present	Director	Ananda MF Asia Bangna Co., Ltd.
2022 – Present	Director	Ananda MF Asia Samyan Co., Ltd.
2022 – Present	Director	Ananda MF Asia Sena Nikhom Co., Ltd.
2020 – Present	Director	ADC-JV 19 Co., Ltd..
2020 – Present	Director	ADC-JV 14 Co., Ltd.
2020 – Present	Director	Devika Hill Co., Ltd.
2020 – Present	Director	Canopus Lakeside Co., Ltd.
2020 – Present	Director	Sea of Tree Resort Co., Ltd.
2020 – Present	Director	Bliss Bodhi Tree Estate Co., Ltd.
2020 – Present	Director	Lavani Forest Estate Co., Ltd.
2020 – Present	Director	Nameste Hill Resort and Spa Co., Ltd
2020 – Present	Director	New Blue Moon Villa Co., Ltd.
2019 – Present	Director	Smile Creations Dental Clinic Co., Ltd
2018 – Present	Director	Blue Deck Co., Ltd.
2018 – Present	Director	Anvinest Development Partners Co., Ltd.
2018 – Present	Director	Ananda MF Asia Asoke Co., Ltd.
2018 – Present	Director	Ananda MF Asia Chongnonsi Co., Ltd.

2018 – Present	Director	Ananda MF Asia Udomsuk Two Co., Ltd.
2018 – Present	Director	Ananda MF Asia Ratchaprarop Co., Ltd.
2018 – Present	Director	Ananda MF Asia Thonglor Co., Ltd.
2018 – Present	Director	Ananda MF Asia Phraram9 Two Co., Ltd.
2018 – Present	Director	Ananda MF Asia Phraram9 Co., Ltd.
2018 – Present	Director	Ananda MF Asia Bangna Two Co., Ltd.
2018 – Present	Director	Ananda MF Asia Wutthakat Co., Ltd.
2018 – Present	Director	Ananda MF Asia Saphankhwai Two Co., Ltd.
2018 – Present	Director	AMF Asia Phrakanong Co., Ltd.
2018 – Present	Director	Ananda Asset Management Co., Ltd.
2018 – Present	Director	JV-CO1 Co., Ltd.
2018 – Present	Director	ADC-JV7 Co., Ltd.
2018 – Present	Director	ADC-JV26 Co., Ltd.
2018 – Present	Director	ADC-JV29 Co., Ltd.
2018 – Present	Director	ADC-JV30 Co., Ltd.
2018 – Present	Director	Ideo Mobi Rangnam Co., Ltd.
2018 – Present	Director	Ideo Q Sukhumvit 36 Co., Ltd.
2018 – Present	Director	Ananda APAC Bangchak Co., Ltd.
2018 – Present	Director	Ananda and Partner Saphankhwai One Co.,Ltd
2018 – Present	Director	Ananda APAC 1 Co.,Ltd.
2018 – Present	Director	Ananda APAC Phraram9 Two Co.,Ltd.
2018 – Present	Director	Ashton Asoke Phraram 9 Co., Ltd.
2018 – Present	Director	Ideo Q Victory Co., Ltd.
2018 – Present	Director	Ashton Silom Co., Ltd.
2018 – Present	Director	Urbantech Ventures Co., Ltd.
2018 – Present	Director	Ananda SU Ltd.

Working Experience (During the past 5 years)

2020 – Present	Director / Member of Executive Committee and Chief Financial Officer	Ananda Development Public Company Limited.
2025 – Present	Director	Sixpack Fitness Co., Ltd.
2023 – Present	Director	ADC-JV 31 Co., Ltd.
2022 – Present	Director	xLab Digital Co., Ltd.
2022 – Present	Director	Ananda Property One Co., Ltd.
2022 – Present	Director	Ananda MF Asia Chitlom Co., Ltd.
2022 – Present	Director	Ananda MF Asia Bangna Co., Ltd.

2022 – Present	Director	Ananda MF Asia Samyan Co., Ltd.
2022 – Present	Director	Ananda MF Asia Sena Nikhom Co., Ltd.
2020 – Present	Director	ADC-JV 19 Co., Ltd..
2020 – Present	Director	ADC-JV 14 Co., Ltd.
2020 – Present	Director	Devika Hill Co., Ltd.
2020 – Present	Director	Canopus Lakeside Co., Ltd.
2020 – Present	Director	Sea of Tree Resort Co., Ltd.
2020 – Present	Director	Bliss Bodhi Tree Estate Co., Ltd.
2020 – Present	Director	Lavani Forest Estate Co., Ltd.
2020 – Present	Director	Nameste Hill Resort and Spa Co., Ltd
2020 – Present	Director	New Blue Moon Villa Co., Ltd.
2019 – Present	Director	Smile Creations Dental Clinic Co., Ltd
2018 – Present	Director	Blue Deck Co., Ltd.
2018 – Present	Director	Anvinest Development Partners Co., Ltd.
2018 – Present	Director	Ananda MF Asia Asoke Co., Ltd.
2018 – Present	Director	Ananda MF Asia Chongnonsi Co., Ltd.
2018 – Present	Director	Ananda MF Asia Udomsuk Two Co., Ltd.
2018 – Present	Director	Ananda MF Asia Ratchaprarop Co., Ltd.
2018 – Present	Director	Ananda MF Asia Thonglor Co., Ltd.
2018 – Present	Director	Ananda MF Asia Phraram9 Two Co., Ltd.
2018 – Present	Director	Ananda MF Asia Phraram9 Co., Ltd.
2018 – Present	Director	Ananda MF Asia Bangna Two Co., Ltd.
2018 – Present	Director	Ananda MF Asia Wutthakat Co., Ltd.
2018 – Present	Director	Ananda MF Asia Saphankhwai Two Co., Ltd.
2018 – Present	Director	AMF Asia Phrakanong Co., Ltd.
2018 – Present	Director	Ananda Asset Management Co., Ltd.
2018 – Present	Director	JV-CO1 Co., Ltd.
2018 – Present	Director	ADC-JV7 Co., Ltd.
2018 – Present	Director	ADC-JV26 Co., Ltd.
2018 – Present	Director	ADC-JV29 Co., Ltd.
2018 – Present	Director	ADC-JV30 Co., Ltd.
2018 – Present	Director	Ideo Mubi Rangnam Co., Ltd.
2018 – Present	Director	Ideo Q Sukhumvit 36 Co., Ltd.
2018 – Present	Director	Ananda APAC Bangchak Co., Ltd.
2018 – Present	Director	Ananda and Partner Saphankhwai One Co.,Ltd
2018 – Present	Director	Ananda APAC 1 Co.,Ltd.
2018 – Present	Director	Ananda APAC Phraram9 Two Co.,Ltd.

2018 – Present	Director	Ashton Asoke Phraram 9 Co., Ltd.
2018 – Present	Director	Ideo Q Victory Co., Ltd.
2018 – Present	Director	Ashton Silom Co., Ltd.
2018 – Present	Director	Urbantech Ventures Co., Ltd.
2018 – Present	Director	Ananda SU Ltd.

Meeting Attendance in 2025 :

- The Board of Directors' Meeting 8/8 times (100.00%)
- The Executive Committee Meeting 34/34 times (100.00%)

Shareholding in ANAN's securities as of 31 December 2025: - Held common stock (ANAN) in an amount of 3,033,750 shares or 0.073%

Legal Dispute during the past 10 years: - None -

Family Relationship between Directors and Executives: - None -

Qualifications of Director:

The Board of Directors have carefully considered and opined that she is qualified for the business operation of the Company and she does not take any position in other organization that compete with/related to the Company. In addition, she has an expertise in real estate business, business management and business strategy, and her qualifications has reviewed by the Nomination and Remuneration Committee.