



(Translation)

NNCL 05/2569

24 March 2026

Subject: Invitation to the 2026 Annual General Meeting of Shareholders
by Teleconference using Electronic devices (E-AGM)

To: Shareholders of Nava Nakorn Public Company Limited

Enclosures: 1. Profiles of the directors to be appointed to replace those who retire by rotation
2. Definition of Independent Director
3. Profile of the Auditors Proposed for Appointment for the year 2026
4. Proxy Form A, B and C
5. Rules for attending the shareholders' meeting via Electronic Media (E-AGM)
6. The Company's Articles Relating to the General Meeting of Shareholders
7. Independent Director's Profile as Proxies from Shareholders
8. Acceptance for the invitation of online meeting

As the Board of Directors of Nava Nakorn Public Company Limited has arranged the 2026 Annual General Meeting of Shareholders **on Tuesday, April 28, 2026, at 10.30 a.m. through E-Meeting only which will be broadcast from the Meeting Room 4th floor, Head Office of Nava Nakorn 999 Moo 13, Phaholyothin Rd., Klong Nueng, Klong Luang, Pathumthani 12120**

According to the 2026 Annual General Meeting of Shareholders, the Company had provided an opportunity to the shareholders the rights to propose matters to be included as an agenda, propose nominees to be elected as directors of the Company, and also send questions about Company in advanced from 14 November 2025 – 31 December 2025. The detail guideline and procedures had been disclosed on the Company's website "<https://www.navanakorn.com>" under "Investor Relations → Shareholder Information → Shareholders' Meeting."

In this year, none of shareholders had submitted any proposal and question to the Company. Therefore, the meeting agendas are as follows:

- Agenda 1 Matters to be informed by Chairman of the Company.
- Agenda 2 To acknowledge of the operating results for the fiscal year 2025
- Agenda 3 To consider and approve the Company's financial statements for the year ended 31 December 2025.
- Agenda 4 To consider and approve the appropriation of net profit and the payment of dividends to shareholders for the operating results of the year ended 31 December 2025.
- Agenda 5 To consider and approve the amendment to the Company's dividend policy.
- Agenda 6 To consider and approve the appointment of directors in place of those retiring by rotation.
- Agenda 7 To consider and approve the directors' remuneration for the year 2026.
- Agenda 8 To consider and approve the appointment of the auditor and the audit fee for the year 2026.
- Agenda 9 To consider other matters (if any)



Agenda 1 Matters to be informed by Chairman of the Company.

Facts and Reasons

The Chairman will inform the Meeting of matters relating to the Company's business and operations.

Board of Directors' opinion

The Board of Directors deems it appropriate to propose that the shareholders' meeting acknowledge the matters to be reported by the Chairman.

Remark

This agenda is for acknowledgement; therefore, no voting is required.

Agenda 2 To acknowledge of the operating results for the fiscal year 2025

Facts and Reasons

Pursuant to the Public Limited Companies Act B.E. 2535 (1992), Sections 109 and 110, and the Company's Articles of Association, Chapter 5: Accounting, Finance and Auditing, Clause 39 (2), the Company is required to prepare an annual report on its business operations for the year 2025. The Company has completed such report in the form of the 2025 E-One Report, which has been distributed to shareholders together with the notice of the 2026 Annual General Meeting of Shareholders.

The Company has established an anti-bribery and corruption policy, which has been published on the Company's website. Directors, executives, employees at all levels, and related business partners are prohibited from engaging in any form of corruption. All business transactions must comply with applicable laws, regulations, and internal policies. The policy is regularly reviewed and updated to align with changes in laws, regulations, and business practices.

Board of Directors' opinion

The Board of Directors deems it appropriate to propose that the shareholders' meeting acknowledge the Company's operating results for the year 2025.

Remark

This agenda is for acknowledgement; therefore, no voting is required.

Agenda 3 To consider and approve the Company's financial statements for the year ended 31 December 2025.

Facts and Reasons

Pursuant to the Public Limited Companies Act B.E. 2535 (Sections 112) and the Company's Articles of Association, Chapter 5 (Accounting, Finance, and Auditing), Clause 38, the Board of Directors is required to prepare the Statement of Financial Position and the Statement of Comprehensive Income as of the end of the Company's fiscal year for submission to the Annual General Meeting of Shareholders for approval.

Such financial statements must be audited by a certified public accountant prior to submission to the shareholders' meeting.

The Company's financial statements for the year 2025, ended December 31, 2025, have been audited by a certified public accountant.

Audit Committee's Opinion

The Audit Committee has reviewed the financial statements for the year 2025 and is of the opinion that they are accurate in all material respects in accordance with financial reporting standards. The Audit Committee therefore recommends that the Board of Directors approve the financial statements and propose them to the 2026 Annual General Meeting of Shareholders for approval.

Board of Directors' opinion

The Board of Directors deems it appropriate to propose that the 2026 Annual General Meeting of Shareholders approve the Company's financial statements for the year ended December 31, 2025, which have been duly audited and signed by the certified public accountant (KPMG Phoomchai Audit Ltd.), reviewed by the Audit Committee, and approved by the management.

Remark

This agenda item requires approval by a majority vote of the shareholders present at the meeting and casting their votes.

Agenda 4

To consider and approve the appropriation of net profit and the payment of dividends to shareholders for the operating results of the year ended 31 December 2025.

Facts and Reasons

Pursuant to the Public Limited Companies Act B.E. 2535 (Section 116) and the Company's Articles of Association, Chapter 5 (Accounting, Finance, and Auditing), Clause 43, the Company is required to allocate at least 5% of its annual net profit, less any accumulated losses (if any), to a legal reserve until such reserve reaches at least 10% of the registered capital. The Company has already fully allocated the legal reserve as required by law.

In accordance with Section 115 of the Public Limited Companies Act B.E. 2535 and Clause 42 of the Company's Articles of Association, dividends shall be paid only from profits, and no dividend shall be declared if the Company has accumulated losses. Dividend payment must be approved by the shareholders' meeting. The Board of Directors may declare interim dividends when deemed appropriate and shall report such payment to the next shareholders' meeting. Dividend payment shall be made within one month from the date of approval, and notification shall be made via electronic means. The Company has a policy to pay dividends of not less than 50% of net profit after legal reserve.

For the year 2025, based on the audited financial statements ended December 31, 2025, the Company reported a net profit (separate financial statements) of Baht 310,730,395.

The management therefore proposes to the Board of Directors to consider and propose to the Annual General Meeting of Shareholders to approve an additional dividend payment for the year 2025, at the rate of Baht 0.06 per share (six satang), totaling approximately Baht 122,895,291.72, after deducting the interim dividend already paid. The dividend shall be paid to shareholders whose names appear in the share register on May 8, 2026 (Record Date), with the payment scheduled on May 25, 2026.

Details of the Company's dividend payout ratio comparison are as follows:

No.	Details	2025 (Proposed Year)	2024	2023
1.	Net Profits after legal reserve (Baht)	310,730,395	395,675,254	399,064,964
2.	Dividend per share (Baht)	0.11	0.11	0.11
3.	Dividend payout ratio (%)	72.51	56.94	56.46
4.	Total Dividend Payment (Baht)	225,308,034.82	225,308,034.82	225,308,034.82

Board of Directors' Opinion

The Board of Directors deems it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the dividend payment for the operating results of the year 2025 at the rate of Baht 0.11 per share, totaling approximately Baht 225,308,034.82, representing 72.51% of the net profit based on the Company's separate financial statements for the year 2025, after corporate income tax at the rate of 20%. Individual shareholders shall be entitled to a tax credit under Section 47 bis of the Revenue Code.

During the year 2025, the Board of Directors' Meeting No. 8/2025, held on August 14, 2025, resolved to approve an interim dividend payment from net profit at the rate of Baht 0.05 per share, totaling Baht 102,412,743.10, which was paid to shareholders on September 11, 2025. Accordingly, the total dividend payment for the year amounts to Baht 0.11 per share, totaling approximately Baht 225,308,034.82, or equivalent to a dividend payout ratio of 72.51%, in accordance with the Company's dividend policy.

The Record Date for determining the shareholders entitled to receive dividends is May 8, 2026, and the dividend payment date is scheduled for May 25, 2026.

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

Remark

This agenda item requires approval by a majority vote of the shareholders present at the meeting and casting their votes.

Agenda 5 To consider and approve the amendment to the Company's dividend policy.

Facts and Reasons

The Company operates through subsidiaries and affiliated companies and has continuous plans for investment and business expansion. In order to effectively manage liquidity and cash flow in alignment with economic conditions, financial position, and business plans of the Company and its subsidiaries in each period, it is deemed appropriate to revise the dividend payment policy. Accordingly, to ensure that the dividend payment policy is appropriate and aligned with the distributable profits under the law based on the Company's separate financial statements, after deduction of corporate income tax and legal reserves, and to enhance flexibility in dividend consideration, the Board of Directors proposes to amend the dividend payment policy as follows:

From: "Not less than 50% of net profit after tax"

To: "Not less than 50% of the net profit based on the Company's separate financial statements after deduction of corporate income tax and legal reserves. Such dividend payment shall be subject to the economic conditions, financial position, cash flow, and investment plans of the



Company and its subsidiaries in each year, as well as necessity, appropriateness, and other considerations as deemed appropriate by the Board of Directors.”

This revised dividend policy shall be effective for dividend payments from the operating results of the year 2026 onwards.

Board of Directors’ opinion

The Board of Directors deems it appropriate to propose that the shareholders’ meeting approve the amendment to the Company’s dividend payment policy from “not less than 50% of net profit after tax” to “not less than 50% of the net profit based on the Company’s separate financial statements after deduction of corporate income tax and legal reserves. Such dividend payment shall be subject to the economic conditions, financial position, cash flow, and investment plans of the Company and its subsidiaries in each year, as well as necessity, appropriateness, and other considerations as deemed appropriate by the Board of Directors.”

This revised dividend policy shall be effective for dividend payments from the operating results of the year 2026 onwards.

Remark

This agenda item requires approval by a majority vote of the shareholders present at the meeting and casting their votes.

Agenda 6 To consider and approve the appointment of directors in place of those retiring by rotation.

Facts and Reasons

Pursuant to the Public Limited Companies Act B.E. 2535 (Section 71) and the Company’s Articles of Association, Chapter 3 (Board of Directors), Clause 19, at every Annual General Meeting of Shareholders, one-third of the directors shall retire by rotation. If the number of directors cannot be equally divided into three parts, the number nearest to one-third shall retire. Directors retiring by rotation may be re-elected.

Currently, the Company has a total of 10 directors. At the 2026 Annual General Meeting of Shareholders, 4 directors are required to retire by rotation as follows:

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|--|------------------------------------|
| <p>1 Air Chief Marshal Nopporn Chandawanich, Ph.D.
 (Appointed on December 1, 2009)
 Tenure: 20 years (term ending in 2029)</p> | <p>Director</p> |
| <p>2 Mrs. Chuanpis Chaimueanvong
 (Appointed on November 7, 2017)
 Tenure: 12 years (term ending in 2029)</p> | <p>Independent Director</p> |
| <p>3 Mr. Soontorn Pojthanamas
 (Appointed on February 1, 2024)
 Tenure: 5 years (term ending in 2029)</p> | <p>Director</p> |
| <p>4 Mr. Suthiporn Chandawanich
 (Appointed on July 10, 2019)
 Tenure: 10 years (term ending in 2029)</p> | <p>Director</p> |

The Company announced on its website and through the Stock Exchange of Thailand’s disclosure system to invite shareholders to propose qualified candidates for consideration as directors of the Company at the 2026 Annual General Meeting of Shareholders, during the period

from 14 November 2025 to 31 December 2025, in accordance with the principles of good corporate governance for listed companies. However, upon the expiration of the specified period, no shareholder proposed any candidate for such consideration.

Opinion of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee (excluding interested directors) has undertaken the nomination process by carefully considering candidates' qualifications in accordance with applicable laws, the Company's Articles of Association, relevant regulations, and the composition of the Board of Directors, as well as their qualifications, skills, experience, and expertise, as appropriate and beneficial to the Company's operations.

The Committee therefore deemed it appropriate to propose the following four (4) individuals for re-election as directors for another term at the 2026 Annual General Meeting of Shareholders:

1. Air Chief Marshal Nopporn Chandawanich, Ph.D. Director
2. Mrs. Chuanpis Chaimueanvong Independent Director
3. Mr. Soontorn Pojthanamas Director
4. Mr. Suthiporn Chandawanich Director

The Committee also resolved that nominee No. 2 shall continue to serve as an Independent Director, having fully met the Company's definition of independence (as detailed in Enclosure 2). She is able to express independent opinions in compliance with relevant criteria and does not hold any position as director or executive in other businesses that may give rise to conflicts of interest with the Company.

Although her tenure as an Independent Director exceeds nine (9) years, she continues to possess all required qualifications, along with knowledge, capability, understanding of the Company's business, and familiarity with the corporate culture. Throughout her tenure, she has performed her duties independently and transparently, contributing positively to both the Company's performance and sustainable good corporate governance.

Board of Directors' opinion

The Board of Directors (excluding interested directors) deemed it appropriate to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the re-election of four (4) directors retiring by rotation, namely: (1) Air Chief Marshal Nopporn Chandawanich, Ph.D., (2) Mrs. Chuanpis Chaimueanvong, (3) Mr. Soontorn Pojthanamas, and (4) Mr. Suthiporn Chandawanich, as recommended by the Nomination and Remuneration Committee.

The Board has duly considered the necessity and appropriateness in accordance with the Company's criteria and applicable laws and has approved the nominations. Nominee No. 2 is proposed to serve as an Independent Director, as she fully meets the legal requirements and the Company's definition of independence.

Profiles of the nominated persons and the definition of Independent Director are provided in Enclosures 1 and 2. In this regard, interested directors were not present at the meeting and did not vote on this agenda.

Remark

This agenda item requires approval by a majority vote of the shareholders present at the meeting and casting their votes, with voting conducted on an individual basis for each director.



Agenda 7 To consider and approve the directors' remuneration for the year 2026.

Facts and Reasons

In accordance with the Public Limited Companies Act B.E. 2535 (1992), Section 90, and the Company's Articles of Association, Chapter 3: Board of Directors, Clause 20, directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses, or other forms of benefits as prescribed in the Articles of Association or as approved by the shareholders' meeting. Such remuneration may be determined as a fixed amount, based on specific criteria, or remain effective until amended.

In addition, directors are entitled to allowances and other welfare benefits in accordance with the Company's regulations. This shall not affect the rights of employees or staff of the Company who are appointed as directors to receive remuneration and benefits in their capacity as employees or staff. The Company has no other benefits provided to directors, consistent with the previous year.

The determination of directors' remuneration takes into consideration various factors, including the Company's continuous performance and growth, which result in increased responsibilities of the Board of Directors and its subcommittees.

The process for determining such remuneration is assigned to the Nomination and Remuneration Committee, which is responsible for reviewing and proposing appropriate remuneration to the Board of Directors for approval before submitting it to the shareholders' meeting for consideration and approval on an annual basis.

The details of the directors' remuneration		
Monthly Remuneration	2026	2025
Chairman of the Board	260,000	260,000
Vice Chairman of the Board	100,000	100,000
Director	40,000	40,000
Chairman of the Audit Committee	60,000	60,000
Audit Committee	50,000	50,000
Monthly Remuneration for Sub-committee's Meeting	Baht/Meeting	Baht/Meeting
Chairman of Nomination and Remuneration	20,000	20,000
Chairman of the Corporate Governance Committee	20,000	20,000
Chairman of the Risk Management Committee	20,000	20,000
Chairman of the Investment Committee	20,000	20,000
Member of the Nomination and Remuneration	10,000	10,000
Member of the Corporate Governance Committee	10,000	10,000
Member of the Risk Management Committee	10,000	10,000
Member of the Investment Committee	10,000	10,000
Special remuneration (annual bonus) shall be determined primarily based on the Company's operating performance.		

Opinion of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has convened with the management to consider the determination of directors' remuneration. The consideration is based on criteria including benchmarking against listed companies on the Stock Exchange of Thailand within the same industry, as well as the experience, roles, and responsibilities of the Board of Directors and its subcommittees.

The Committee has considered and is of the opinion that the directors' remuneration, meeting allowances, and bonus should be determined within a total limit not exceeding Baht 20,000,000 per year (same as the previous year). The matter is therefore proposed to the Board of Directors for submission to the 2026 Annual General Meeting of Shareholders for further consideration.

Board of Directors' opinion

The Board of Directors deemed it appropriate to propose that the 2026 Annual General Meeting of Shareholders consider and approve the directors' remuneration for the year 2026 in an amount not exceeding Baht 20,000,000 per year.

Remark

This agenda item requires approval by a vote of not less than two-thirds of the total votes of shareholders present at the meeting and casting their votes.

Agenda 8 To consider and approve the appointment of the auditor and the audit fee for the year 2026.

Facts and Reasons

In accordance with the Public Limited Companies Act B.E. 2535 (1992), Section 120, and the Company's Articles of Association, Chapter 5: Accounting, Finance and Auditing, Clause 40, the Annual General Meeting of Shareholders shall appoint one or more auditors and determine the audit fee of the Company each year as deemed appropriate by the meeting. The auditors must not be directors, employees, staff, or hold any position in the Company.

The auditors shall be appointed at every Annual General Meeting of Shareholders, and the same auditors may be reappointed for the subsequent term subject to the resolution of the meeting. However, the same auditor may serve for a maximum of seven consecutive accounting periods, and may be reappointed after a lapse of at least five consecutive accounting periods.

Audit Committee's Opinion

The Audit Committee has considered and deemed it appropriate to propose the reappointment of the auditors from KPMG Phoomchai Audit Ltd. as the Company's auditors for the year 2026, as the firm is approved by the Office of the Securities and Exchange Commission (SEC) and has demonstrated high auditing standards, expertise, and the ability to perform audit work in accordance with the audit plan, as well as to provide sound accounting advice in compliance with applicable accounting standards.

The Audit Committee therefore proposes that the Board of Directors submit to the shareholders' meeting for approval the appointment of KPMG Phoomchai Audit Ltd. as the Company's auditors, with the following auditors:

1. Ms. Aree Gorpinpaitoon (Certified Public Accountant No. 10882), or
2. Ms. Wilaiwan Pholprasert (Certified Public Accountant No. 8420), or
3. Ms. Vipawann Patwanwiewek (Certified Public Accountant No. 4795), or
4. Ms. Sirinuch Surapaithoonkorn (Certified Public Accountant No. 8413)

All four auditors have no relationship and/or conflict of interest with the Company, its subsidiaries, management, major shareholders, or related persons. Their profiles are provided in Enclosure 3.

The audit fee for the Company is proposed at Baht 2,550,000, excluding the audit fee of subsidiaries amounting to Baht 330,000, working paper fee of 9 Petro and Service Co., Ltd.

amounting to Baht 80,000, compliance audit fee for one BOI certificate amounting to Baht 50,000, and out-of-pocket expenses as incurred but not exceeding 8.5% of the Company's audit fee.

Comparison of Auditors' Remuneration			
Description	2026 (Proposed Year)	2025	2024
Audit fee (Baht)	2,550,000.- baht	2,550,000.- baht	2,600,000.- baht
Other service fees (e.g. printing, postage, communication, transportation, etc.)	Not exceeding 8.5% of the annual audit fee	Not exceeding 8.5% of the annual audit fee	Not exceeding 7% of the annual audit fee

In this regard, the Company and its five (5) subsidiaries, together with three (3) joint ventures, engage auditors from KPMG Phoomchai Audit Ltd., the same audit firm. The Board of Directors will oversee and ensure that the financial statements are prepared within the prescribed timeframe.

Years of Auditor of the Company		
Name of Auditors	Appointed Year	Years of signing on Audit Report
1. Ms. Aree Gorpinpaitoon	2026	1 years
2. Ms. Vilaivan Pholprasert	2017 – 2018	2 years (2017 – 2018)
3. Ms. Vipavan Pattavanvivek	2016	1 years (2016)
4. Ms. Sirinuch Surapaitoonkorn	--	--

Board of Directors' opinion

The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the appointment of the auditors from KPMG Phoomchai Audit Ltd. (the existing auditor) as the Company's auditors for the year 2026, namely:

1. Ms. Aree Gorpinpaitoon (Certified Public Accountant No. 10882), or
2. Ms. Wilaiwan Pholprasert (Certified Public Accountant No. 8420), or
3. Ms. Vipawann Patwanwiwek (Certified Public Accountant No. 4795), or
4. Ms. Sirinuch Surapaitoonkorn (Certified Public Accountant No. 8413)

and to fix the audit fee of the Company at Baht 2,550,000, excluding the audit fee of subsidiaries amounting to Baht 330,000, the working paper fee of 9 Petro and Service Co., Ltd. amounting to Baht 80,000, the compliance audit fee for one BOI certificate amounting to Baht 50,000, and other out-of-pocket expenses as incurred but not exceeding 8.5% of the Company's audit fee.

Remark

This agenda item requires approval by a majority vote of the shareholders present at the meeting and casting their votes.

Agenda 9 To consider other matters (if any)



The Company hereby invites shareholders to attend the 2026 Annual General Meeting of Shareholders, to be held on Tuesday, 28 April 2026 at 10:30 hours via electronic means (E-Meeting) only. The meeting will be broadcast live from the Meeting Room, 4th Floor, Head Office Building, Nava Nakorn Public Company Limited, No. 999, Moo 13, Phaholyothin Road, Khlong Nueng Sub-district, Khlong Luang District, Pathum Thani Province.

The Company will allow shareholders to access the meeting system 60 minutes prior to the commencement of the meeting. However, the live broadcast will begin only at the scheduled meeting time.

In the event that a shareholder is unable to attend the meeting and exercise voting rights in person, the shareholder may appoint a proxy to attend and vote on their behalf. Shareholders may appoint either another person or one of the following independent directors of the Company as proxy:

- Ms. Leena Charernsri, Independent Director / Vice Chairman of the Board / Chairman of the Nomination and Remuneration Committee / Investment Committee Member; or
- Mr. Prinya Waiwatana, Independent Director / Chairman of the Audit Committee/Chairman of the Investment Committee.

Profiles of the independent directors proposed as proxy holders are provided in Enclosure 7. Shareholders are requested to complete the Proxy Form A, B, or C (Enclosure 4) and the Registration Form for attending the E-Meeting of Nava Nakorn Public Company Limited (Enclosure 9), together with the required supporting documents, and submit them to the Company in full and correctly by 24 April 2026.

Documents may be submitted via:

E-mail: ird@navanakorn.co.th

or by post to: Company Secretary

Nava Nakorn Public Company Limited

999 Moo 13, Phaholyothin Road, Khlong Nueng Sub-district, Khlong Luang District

Pathum Thani 12120

The Company hereby cordially invites shareholders to attend the meeting via electronic means on the date and at the time specified above.

Faithfully yours,

(Mr. Suthiporn Chandawanich)

Chief Executive Officer

Nava Nakorn Public Company Limited

Remark:

If shareholders wish to obtain the 2025 E-One Report, it is available for download on the Company's website at www.navanakorn.com. For further information, please contact Tel: +66 (0)2-529-0031-5 Ext. 302 and 303.

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