



MCOT Public Company Limited
Documents
For
The 2022 Annual General Meeting of Shareholders
Thursday, April 21, 2022
At 13.30 hrs.

Via Electronic Means (E-AGM)
according to the Emergency Decree on Electronic
Meetings B.E. 2020

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Ref: MCOT 6154/518



March 22, 2022

Subject: Invitation to 2022 Annual General Meeting of Shareholders of MCOT Public Company Limited

To: Shareholders

1. Guidelines for attending of Electronic meeting by Inventech Connect
2. Copy of Minutes of 2022 Annual General Meeting of Shareholders Held on Friday, April 30, 2021
3. Annual Registration Statement Form 56-1 One Report (QR Code)
4. The Auditor's Report and Financial Statements of MCOT and its Subsidiaries for Year Ended December 31, 2021 (QR Code)
5. Details of Remuneration of Directors
6. Curriculum Vitae of Auditors
7. Opinion of the Nomination Committee and profiles of persons nominated as directors retiring by rotation
8. Comparison of amendments to the Articles of Association of MCOT Plc.
9. Proxy Form A, B and C (Form B is recommended) and Curriculum Vitae of Independent Directors
10. Criteria and Procedures and Proxy for meeting through electronic means.
11. Regulations on Shareholders' Meeting and Voting Procedures
12. Privacy Policy
13. Enquiry Submission prior to 2022 Annual General Meeting of Shareholders
14. Request Form (for receiving 2021 Financial Statements and Annual Registration Statement Form 56-1 One Report (printed form)
15. Conference Online Registration Form Template Inventech Connect

The Board of Directors of MCOT Public Company Limited (MCOT) at the Meeting No. 4/2022, on February 28, 2022, has resolved to convene the 2022 Annual General Meeting of Shareholders on Thursday, April 21, 2022 at 13.30 hrs. Live streaming at Broadcasting Room 5, Floor 1MCOT Broadcasting Operation Building MCOT Public Company Limited The meeting agenda is as follows:

Agenda 1: Report by the Chairman

Agenda 2: To Approve Minutes of 2020 Annual General Meeting of Shareholders Held on Friday, April 30, 2021

(Required vote : Majority vote of the shareholders present at the meeting and cast their votes)

Fact and reasons: : Annual General Meeting of Shareholders on Friday, April 30, 2021 Live streaming at Auditorium Floor 6 MCOT Broadcasting Operation Building MCOT Public Company Limited. The minutes of the 2020 Annual General Meeting of Shareholders were submitted to the Stock Exchange of Thailand within 14 days after the meeting date, as prescribed by the law and were published on the Company's website: www.mcot.net/ir.

Opinion of the Board: The Board of Directors was of opinion that the minutes of the 2021 Annual General Meeting of Shareholders, held on Friday, April 30, 2021 were completely and accurately recorded with all the necessary information of all agenda items. Therefore, the Board of Directors deems it appropriate to propose to the 2022 Annual General Meeting of Shareholders to certify the minutes of the 2021 Annual General Meeting of shareholders.

Agenda 3: Acknowledge 2021 operating performance of MCOT Plc. (January 1-December 31, 2021)

Fact and reasons: The meeting shall acknowledge the 2021 operating performance of MCOT Plc. (Form 56-1 One Report) presented with QR Code. Details are as in the Attachment 3.

Opinion of the Board: Agree to submit to the general shareholders' meeting for acknowledgement of the company's 2021 operating performance report (Form 56-1 One Report) presented with QR Code.

Agenda 4: Consider and approve the financial positioning statement, and statement of income for the accounting period ending December 31, 2021

(Required vote: Majority votes of the shareholders attending the meeting and exercising their voting rights)

Fact and reasons: The financial positioning statement, statement of income for the accounting period ending December 31, 2021, which is audited by the auditor, EY Co., Ltd., and certified by the Audit Committee. The Board of Directors approved the financial statements for the accounting period ending December 31, 2021 in its meeting No. 4/2022 dated February 28, 2022, as appeared in the financial statements sent to the shareholders in the form of QR Code (as on page 33-39 of the document).

Opinion of the Board: Agree to submit to the general shareholders' meeting for approval of the financial positioning statements and statement of income for the accounting period ending December 31, 2021, which have already been audited by the auditor and reviewed by the Audit Committee.

Agenda 5: 2021 Dividend Payment

(Required vote: Majority votes of the shareholders attending the meeting and exercising their voting rights)

Fact and reasons: Article 66 in the Articles of Association: annual dividend payment can be made by resolution of the shareholders' meeting; and under the Article 68 of the Articles of Association, dividend payment from other source of income than profit cannot be made and the Company is prohibited from paying dividend while having accumulated loss

MCOT Plc.'s operating performance during the accounting period starting from January 1, 2021 to December 31, 2021, showed net profit of 164.27 million Baht. Net profit attributable to shareholders of the parent company was 165.24 million Baht or earning per share of 0.24 baht. Although MCOT Plc. reported profit in 2021, it is necessary for the company to seek more investment budget for the disbursement in 2022, and for the payment of FM frequency license. MCOT Plc. has won the bidding for 47 frequencies, totaling 543.73 million Baht. As a result, the company did not have sufficient cash to pay dividend in 2021.

Dividend payment policy: No less than 40% of the net profit after reserves, depending on the investment plan, necessity and other future circumstance as deemed appropriate.

Comparison of Dividend Payment

Details of Dividend Payment	Year 2020 (revise)	Year 2021
1. Profit (loss) of the parent company (million baht)	(1,807.40)	164.24
2. The numbers of shares (million)	687	687
3. Annual dividend (baht: share)	-	-
- Interim dividend (baht: share)	-	-
- Year-end dividend (baht: share)	-	-
4. Total dividend paid (million baht)	-	-
5. Dividend distribution ratio (percentage)	-	-

Remarks: Since 2006, the company has fully allocated 10% of the registered capital for full reserves as required by laws.

Opinion of the Board: Agreed to submit the matter to the general shareholders' meeting to approve "No Dividend Payment". Although MCOT Plc.'s operating performance in 2021 was profitable, the company has high expenses and did not have sufficient cash to pay dividend in 2021.

Agenda 6: Directors' remuneration

(Required votes : not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting)

Fact and reasons: Clause 34 in the Articles of Association stated that "Decision on director's remuneration, in addition to that stated in this Articles of Association, shall follow the shareholders' meeting resolution

which comprises no less than two thirds (2/3) of the total votes of the shareholders attending the meeting and having the right to vote.”

The Remuneration Committee has studied the detailed comparison of meeting allowance and bonus of directors in state enterprises. The company has compared its remuneration with that offered by listed companies on the Stock Exchange of Thailand. It also considered the authority, duty and business management of the directors who have duty and responsibility to closely oversee both policy and strategies. The consideration is based on fair and reasonable criteria and method that are also in line with the duty and responsibilities of the directors and size of the business, as well as general practice of organizations in the same industry. The remuneration, meeting allowance and bonus of MCOT Plc.’s directors were similar to the criteria adopted by other businesses of the same size and industry. The Remuneration Committee considered that MCOT Plc. still has an obligation to invest in content in order to increase popularity, attract more customers and enhance competitiveness against other TV stations, which is a significant income generating channel. In 2022, the company is obliged to spend more in bidding for FM frequency operation license for its broadcasting services in business category. Therefore, the company proposed to use the same criteria as in 2021 to determine remuneration, meeting allowance and bonus. The criteria include no more than 15 times/year for meeting allowance payment. The Board of Directors shall also acknowledge the decision not to receive bonus in 2021. (Details as on page 40-45 of the document.)

Opinion of the Board: Agree to seek approval from the general shareholders’ meeting on directors’ remuneration, including remuneration and meeting allowance, directors bonus payment criteria for the year 2022. The shareholders’ meeting shall also acknowledge the Board of Directors’ resolution on not receiving 2021 bonus as proposed by the Remuneration Committee.

Agenda 7: Appointment of auditor and remuneration in 2022

(Required vote: Majority votes of the shareholders attending the meeting and exercising their voting rights)

Fact and reasons: The Public Company Limited Act B.E. 2535 (1990), section 120, requiring the annual general shareholders’ meeting to appoint an auditor and decide audit fee on annual basis. The company can appoint the same auditor.

The Audit Committee has considered the list of auditors from EY Co., Ltd. which is the MCOT Plc.’s auditor as approved by the Office of the Auditor General in its letter no. Tor Phor 0027/4642 dated November 15, 2021. EY’s auditor are the same persons for the second consecutive year. The company nominated EY’s auditor list to the MCOT Plc.’s Board of Directors who will submit to list for the annual general shareholders’ meeting consideration. The shareholders’ meeting shall appoint any of the nominated auditors from EY Co., Ltd. to audit and review MCOT Plc.’s 2022 financial statements for the year ending December 31, 2022. Auditing fee for the year 2022 is 2,195,000 Baht. The nominated auditors are:

1. Mr. Krissada Lertwana Certified auditor, license No. 4958; or
2. Mr. Termphong Opanapan Certified auditor, license No. 4501; or
3. Mrs. Poonnart Paocharoen Certified auditor, license No. 5238

Auditors from EY Co., Ltd. have the required qualifications as stated in the Announcement of the Securities and Exchange Commission (SEC), have satisfactory performance and have no relationship or conflict of interest with the company, subsidiaries, executives, majority shareholders or their related persons. They are, therefore, independent in auditing and express opinion towards the company's financial statements.

EY Co., Ltd. does not provide auditing services to subsidiaries. The Board of Directors shall ensure that the subsidiaries can complete financial statements within the scheduled timeframe.

Auditor's Compensation for Year 2022 as compared with Year 2021 and 2020			
Transaction	2022 (Baht) EY	2021 (Baht) EY	2020 (Baht) KPMG
Audit fee	2,195,000.00	2,195,000.00	2,4900,000.00
Other services	-	-	-

Opinion of the Board: Agree to propose the annual general shareholders meeting to consider and appoint an auditor from EY CO., Ltd. to audit and review MCOT Plc.'s 2022 financial statements. (Details of auditors qualifications appear on page 46 of the document.)

1. Mr. Krissada Lertwana Certified auditor, license No. 4958; or
2. Mr. Termphong Opanapan Certified auditor, license No. 4501; or
3. Mrs. Poonnart Paocharoen Certified auditor, license No. 5238

The audit fee is fixed at Baht 2,195,000 for the accounting year of 2022 as proposed and appropriately considered by the Audit Committee

Agenda 8: Selection and appointment of new directors replacing those who retire by rotation

(Required vote: Majority votes of the shareholders attending the meeting and exercising their voting rights)

Fact and reasons: At the 2022 MCOT Plc. annual general shareholders' meeting, four directors shall vacate the office by rotation namely

1. Mr.Pravaid Audthasupapon Independent Director
2. Mr.Phaiboon Siripanoosatien Independent Director
3. Mr. Boonson Jenchaimahakoon Director
4. Assoc.Prof. Kasemsarn Chotchakornpant President

Assoc. Prof. Kasemsarn Chotchakornpant was recruited according to the process required by the Standard Qualifications of State Enterprise Directors and Employees Act B.E. 2518 (1975) and amendments and was appointed the Director General of MCOT Plc. The Board of Directors meeting No. 13/2021 dated October 27, 2021, resolved to appoint Assoc. Prof. Kasemsarn Chotchakornpant as a director, called “President” which is in accordance with the Articles of Association of MCOT Plc.

MCOT Plc. opened an opportunity for the shareholders to propose agenda and nominate directors according to the criteria published on the company’s website from October 1 – December 31, 2021. However, at the 2022 general shareholders meeting, **none of the shareholders nominated a person** to be appointed as a director through post and e-mail.

In nominating directors, the Nomination Committee has considered individuals with required knowledge and expertise by adhering to the criteria on the composition and qualifications of directors according to MCOT Plc.’s skill matrix. The four nominated persons have all passed the careful screening and consideration process and agreed by the State Enterprise Policy Office according to the Prime Minister’s Office Regulations on the State Enterprise Policy and Supervision B.E. 2557 (2014) and the state enterprise director appointment guideline according to the Cabinet resolution dated July 18, 2017. The Nomination Committee has, therefore, nominated the four directors who vacate the office by rotation to be re-appointed. Directors who have conflict of interest on this matters were not involved in the consideration and did not vote in the Board of Directors meeting.

The information about the appointed director appeared on page 47-61 of this document.

Opinion of the Board: Agree to propose to the annual general shareholders’ meeting to approve the re-appointment as directors. They are:

- | | |
|--|----------------------|
| 1. Mr.Pravaid Audthasupapon | Independent Director |
| 2. Mr.Phaiboon Siripanoosien | Independent Director |
| 3. Mr. Boonson Jenchaimahakoon | Director |
| 4. Assoc.Prof. Kasemsarn Chotchakornpant | President |

The nominated persons have passed the thorough screening and consideration process by the Nomination Committee and have the right qualifications to be appointed as MCOT Plc.’s directors.

Agenda 9: Amendment of the MCOT Plc’s Articles of Association and Memorandum of Association on Section 3: Objectives

(Required vote: by using no less than three quarters of the total votes of the shareholders who attend the meeting and have the right to vote)

Fact and reasons: To support new business activities in the future and to better address the changing environment, it is necessary to amend the Articles of Association and Memorandum of Association on Section 3: Objectives as follows:

1. **Amendment of the Articles of Association of MCOT Plc. Section 49:** In accordance with the section 3 of the Emergency Decree on Electronic Meeting B.E. 2563 (2020), the National Council for Peace and Order's announcement no. 74/2014 dated June 27, 2014 shall be cancelled to address the current situation.

Section 49 Clause 2: Electronic Meeting Method

Old: Electronic meetings are allowed and shall be conducted in accordance with the National Council for Peace and Order Announcement No. 74/2014 and the announcement of the Ministry of Information Technology and Communication on Security Standard for Electronic Meetings B.E. 2557 (2014) and laws related to electronic meetings and future amendments.

New: are allowed by adhering to the related laws

2. **Amendment of the Memorandum of Association, Section 3: Objectives of MCOT Plc.** Due to more diversified business operations and the arrival of advanced technology consumer behaviors have significantly changed. MCOT Plc. has a strategic plan to operate other businesses than mass communication in order to increase the sources of income. The current corporate objectives, however, do not support such changes. Therefore, the company has to amend the objectives to allow for new business activities that help increase flexibility and efficiency in operations and management, as well as enhance liquidity and financial positioning in order to support new business opportunities in the future.

Old: there are 57 corporate objectives

New: there are 73 corporate objectives

The table detailing the comparison of the changes in corporate objectives in the Article of Associations appeared on page 62-64 of this document.

Opinion of the Board: Agree to propose to the general shareholders' meeting to approve the amendment of the MCOT Plc. Articles of Association and the Memorandum of Association, Section 3: Objectives of MCOT Plc.

Agenda 10: Others (if any):

Fact and reasons: To provide shareholders with the opportunity to ask questions and/or express opinions for the Board of Directors (if any) and/or allow the Board of Directors to clarify and answer the questions from the shareholders. No other agenda shall be proposed for the meeting's approval and there will be no voting in this agenda.

MCOT Plc. has scheduled the record date of **March 16, 2022**, to identify the list of shareholders eligible for attending the 2022 annual general shareholders' meeting.

MCOT Plc. cordially invites shareholders to attend the 2022 annual general shareholders meeting via electronic media (e-AGM) on the date and time specified on the first page of this meeting invitation. Registration to attend the meeting will be open from 11.30 a.m. For shareholders who wish to appoint independent director or other person as proxy to attend the meeting and vote on their behalf, please upload

proxy appointment form and required document as detailed in the registration instruction to the e-AGM: (Attachment 1) proxy appointment and questions: please fill in the details and date and sign in the proxy form a, b or c and send the proxy appointment form to MCOT Plc., before the meeting starts. (Please send the proxy appointment form and supporting document to MCOT Plc. at least one day before the meeting) MCOT Plc. retains the right not to accept the registration in case the document is incomplete or incorrect.

Yours Sincerely,

Pol. Gen.



(Tawitchat Palasak)

Chairman of the Board of Directors

MCOT Public Company Limited

Corporate Secretary Department

Tel. +66 (0) 2201 6454, +66 (0) 2201 6491, +66 (0) 2201 6151

Remarks:


1. MCOT Plc. has published the notice to 2022 annual general shareholders meeting, meeting document and proxy appointment form on the company's website: www.mcot.net/ir.
2. In recognition of the importance of the shareholders and to promote corporate governance, MCOT Plc. has provided for a system to receive question, allowing shareholders to send questions related to the meeting agenda prior to the meeting date.

Enclosure 1

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/MCOT154217R> or scan QR Code  and follow the steps as shown in the picture



**** 1 email account per 1 shareholder ID****

- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting.
- 2 Shareholders choose to file a request form.
- 3 Fill in the information shown on the registration page.
- 4 ☒ agree to the Requirements for Meeting Attendance via the Inventech Connect.
- 5 Click "Request" button.
- 6 Please wait for an email from the officer informing you of meeting details and Username & Password.

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 11 April 2022 at 8:30 a.m. and shall be closed on 21 April 2022 Until the end of the meeting.


3. The electronic conference system will be available on 21 April 2022 at 11.30 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, please submit the proxy form together with required documents to the Company by mail to the following address. Such proxy form and required documents shall be delivered to the Company by April 20, 2022 at 17.00 a.m.

Corporate Secretary Department (Inquiry Submission in advance)
MCOT Public Company Limited
63/ 1 Rama IX Road, Huaykwang
Bangkok 10310

If you have any problems with the software, please contact Inventech Call Center

 02-931-9818



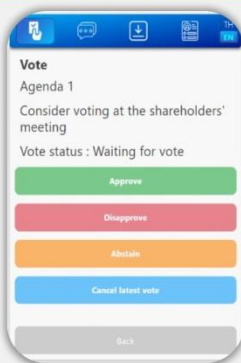
The system available during 11-21 April 2022 at 08.30 a.m. – 05.30 p.m.
(Specifically excludes holidays and public holidays)


Step for registration for attending the meeting (e-Register)

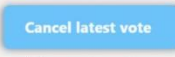


- 1 Click registration link URL from email approved.
- 2 Get Username and Password that you received from your email or request OTP to login.
- 3 Click "Login" button
- 4 Click "REGISTER" button the system has already registered and counted as a quorum.

Step voting process (e-Voting)







- 1 Click on menu "Voting" or symbol 
- 2 Select which agenda that you want to vote.
- 3 Click the voting button as you choose.
- 4 The system will display status your latest vote.

To cancel the last vote, please press the button  (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed.

Step to ask questions via Inventech Connect



- 1 Click "Ask a question" on menu or symbol 
 - Ask a question via send the question.
 - Select which agenda that you want to ask.
 - Type the question then click "Send" 
- 2 Ask a question by recording
 - Select which agenda that you want to ask.
 - Click "Microphone" button or symbol 
 - Then say the question you want to ask.
 - When you want to stop record, press the sound recording symbol.
 - Click "Send" button or symbol 

How to use Inventech Connect



1 User Manual
via e-Request



2 User Manual
Inventech Connect

Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements

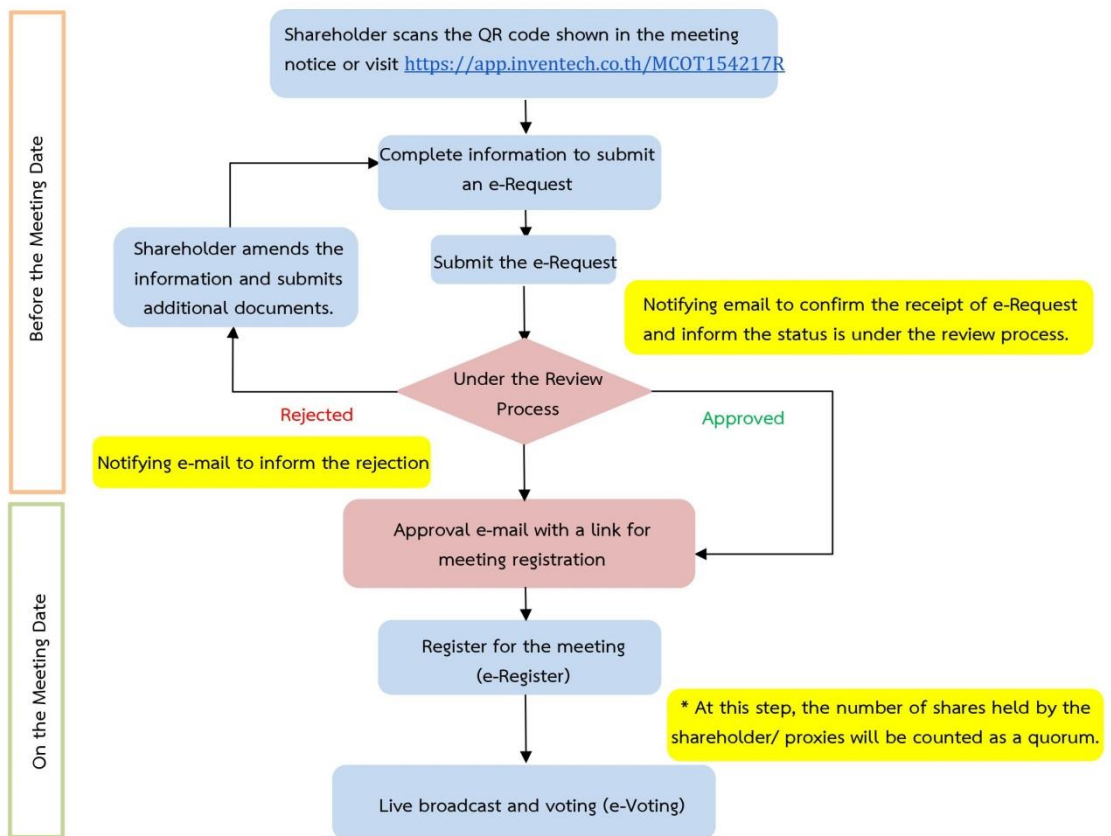
- High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
- High Quality Video: Must be have internet speed at 1.0 Mbps.
- Standard Quality Video : Must be have internet speed at 0.5 Mbps.

2. Equipment requirements.

- Smartphone/Tablet that use IOS or android OS.
- PC/Laptop that use Windows or Mac OS.

3. Requirement Browser Firefox or Chrome (Recommend) or Safari ** The system does not supported internet explorer.

Flowchart for the Meeting Attendance via e-Meeting



Note

1. For a proxy appointed by multiple shareholders:

- Such proxy may press the "Switch Account" button to log into other accounts, and the votes and the meeting quorums of previously used accounts will still be included as the base number of votes.

2. Leaving the meeting

- Meeting participants may press the "Leave Meeting" button to leave the meeting. As such, the votes of shareholders/proxies will be annulled for the remaining agenda items that have not yet been voted on.



**Minutes of the 2021 Annual General Meeting of Shareholders on Electronic Platform
(E-AGM) of MCOT Public Company Limited
on Friday, April 30, 2021
at Auditorium, 6th Floor, Broadcasting Operations Building
63/1 Rama IX Road, Huaykwang
Bangkok 10310**

Directors present in person at the Meeting

1. Pol.Gen. Tawitchat Palasak	Chairman of the Board of Directors
2. Asst. Prof. Kangwan Yodwisitsak	Independent Director and Chairman of Audit Committee and Chairman of Nomination Committee
3. Ms. Kornpranom Wongmongkol	Director and Member of Risk Management Committee
4. Mr. Pravaid Audthasupapon	Independent Director and Member of Nomination Committee
5. Asst. Prof. Prasert Akkhraprathompong	Independent Director and Member of Nomination Committee
6. Mr. Sirote Ratanamahatana	Director and Acting President

Directors present on electronic platform at the Meeting

1. Mrs. Pattaraporn Vorasaph	Director and Member of Remuneration Committee
2. Mr. Sommai Lakananurak	Director and Chairman of Labour Relations Committee
3. Mr. Boonson Jenchaimahakoon	Director and Chairman of Risk Committee
4. Mr. Phaiboon Siripanoosathien	Independent Director and Chairman of Remuneration Committee

10 Directors present at the Meeting accounted for 100% of the total number of Directors.

The directors absent at the Meeting

None

Executives present at the Meeting

1. Ms. Soontareeya Wongsirikul	Executive Vice President, Finance Group and Chief Financial Officer
2. Mr. Sommai Suwannawong	Senior Vice President, Office of Sales, Acting Senior Vice President, Office of Marketing and Acting Executive Vice President, Marketing and Sales Group
3. Mr. Pornchit Piamsri	Vice President, Department of Corporate Secretary and Corporate Secretary

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Auditor from KPMG Poomchai Audit Ltd.

Mrs. Sasithorn Pongadisak, certified accountant, present on electronic platform

Witness for vote counting

Miss. Yindee Ritvirool, Volunteer of Shareholders' Right Protection, Thai Investors Association, authorized by Thai Investors Association

Shareholders present at the Meeting

1. The Ministry of Finance, holding 452,134,022 shares (Ms.Varachaya Latayaporn, Director of State Enterprise Development Division, State Enterprise Policy Office was the proxy.)
2. The Government Savings Bank, holding 78,865,978 shares (Ms.Warapa Rojrangsri, Deputy Director, Investment Business Department was the proxy.)
3. Other shareholders totaling 32, holding 2,750,618 shares.
- 34 shareholders holding 533,750,618 shares (77.68% of total shares), attended the Meeting.

The Meeting started at 10.00 hrs.

Mr. Supachart Supamettee, the MC of the 2021 Annual General Meeting of Shareholders, informed the Meeting as follows:

1. The 2021 Annual General Meeting of Shareholders of MCOT was arranged via electronic platform in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020), and the Notification of the Ministry of Digital Economy and Society on Standards for Maintaining Security on Meetings via Electronic Means, B.E. 2563 (2020).

2. Voting, vote counting and procedures of questioning or opinion sharing were as follows:

1) Each attendee eligible to attend the Meeting had to verify his/her identity to receive the username and password based on the procedure determined by the Company, which had been advised earlier in the Notice to this Meeting. In this regard, the meeting attendees agreed to comply with the requirements on Attendance in the 2021 Annual General Meeting of Shareholders via Electronic Means, and to register by pressing the key "Register to attend the Meeting". When completing this step, it would deem that the shareholder already registered for meeting attendance, and the number of shares he/she held would be constituted as a quorum.

2) The shareholders could see all Meeting agenda items in the Voting Menu. They would be able to vote on each agenda at any time even if it was resolved. When the discussion and meeting of such agenda were closed, the shareholders could no longer change their voting.

3) The sequence of Meeting would be subject to that specified in the Notice to the Meeting. All details about particular agenda would be presented first. Then, the shareholders would be allowed to raise any questions before passing the Resolution. The voting result should be reported to the Meeting when the vote counting of that particular agenda was completed.

4) In voting, one share was regarded as one vote.

5) In vote counting, disagreement and abstention of votes were deducted from total votes of the shareholders attending the Meeting and eligible to vote. The remaining votes would deem agreement to the votes.

6) The shareholders could verify the Meeting quorum and voting results by clicking, at any time, the Voting Result Menu. The voting result would appear after meeting agenda was closed.

7) In respect with the procedure of questioning or sharing opinions before resolving each agenda, the Chairman in the Meeting would allow the Meeting attendees to raise questions or to share opinions relating to such agenda as deemed appropriate. In this regard, the Meeting attendees would be

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requested to type their name and surname as well as their status as shareholder or proxy before sending their questions or opinions at the question menu. The Company would clarify some questions related to that agenda in the Meeting. However, if many questions were sent to the Meeting, the Company reserved the right to consider answering them as appropriate. If some questions could not be clarified in the Meeting due to time constraint, they would be compiled and the answers would further be posted on the Company's website.

3. This Meeting would be in line with the resolutions of the Meeting of the Board of Directors, No. 5/2021 to consider the matters as specified in the Notice to the Meeting. The Company has announced the record date to be on March 10, 2021.

For this Meeting today, there were 19 shareholders attending the Meeting via electronic platform, holding 31,718 shares in total, and 15 proxies holding 533,718,900 shares in total. The total number of shareholders was 34, holding 533,750,618 shares, representing 77.6817 percent of the total issued shares. This constituted a quorum as required by the Company's regulations.

Pol. Gen. Tawitchat Palasak, Chairman of the Board of Directors of MCOT, who chaired the Meeting, greeted the shareholders and informed the Meeting that the quorum was formed. As Chairman of the Meeting, Pol.Gen.Tawitchat called the Meeting to order with the following agenda:

Agenda 1: Report by Chairman

The Chairman informed as detailed below.

1. The Company allowed its minority shareholders to propose the agenda items to the Annual General Meeting of Shareholders, and to nominate candidates for the Company's Directors so as to comply with the Principle of Corporate Governance. MCOT notified the criteria of granting the shareholder's rights to propose agenda items to the Annual General Meeting of Shareholders, and nominate Directors via www.mcot.net/ir from October 1 - December 31, 2020. On the deadline date for accepting agenda and Directors' nomination proposals to the 2021 Annual General Meeting of Shareholders, neither agenda items nor a list of nominated persons was proposed by eligible shareholders via post, e-mail or facsimile.

2. To prioritize the Company's shareholders and promote good corporate governance, an inquiry system was provided so that the shareholders could submit their inquiries in advance regarding the agenda items to the Annual General Meeting of Shareholders by post, e-mail, or facsimile from March 23-April 7, 2020. As of the Meeting date, one shareholder submitted an inquiry which is to be answered in the relative Agenda.

3. Since the new outbreak of COVID-19 in Thailand brought a growing number of new cases nationwide and tended to spread continuously, the government sector imposed various measures and requested the private sector to cautiously consider arrangements of activities where a large group of people gathered, to protect and reduce the spread of the disease. With these reasons, MCOT's Board of Directors at the Meeting No. 5/2021, on April 16, 2021, at 13.30 hrs., resolved to reschedule the 2021 Annual General Meeting of Shareholders from Thursday, April 22, 2021, at 13.30 hrs., Auditorium C ASEAN, CW Tower, 10th floor, Ratchada-Pisek Road., Huaykwang, Bangkok, **to Friday, April 30, 2021, at 10.00 hrs. on an electronic platform (E-AGM)**. The Record Date for the right to attend the Meeting and agenda of the Meeting remained unchanged according to the Resolution of the Board of Directors Meeting No. 3/2021, on February 23, 2021 and Invitation to the 2021 Annual General Meeting of Shareholders, dated March 10, 2021, which had been sent out to the shareholders.

Minutes of 2021 Annual General Meeting of Shareholders of MCOT Public Company Limited

Agenda 2: To certify minutes of 2020 Annual General Meeting of Shareholders held on Wednesday, July 29, 2020

The Chairman informed the Meeting that the Company prepared the minutes of the 2020 Annual General Meeting of Shareholders held on July 29, 2020, which were earlier submitted to the Stock Exchange of Thailand within 14 days as required by law. The minutes were also sent to the shareholders in advance together with other supporting documents. After consideration, the Board of Directors was of opinion that the minutes of the 2020 Annual General Meeting of Shareholders held on July 29, 2020, were well prepared with completed agenda items, therefore, deemed appropriate to propose to the Meeting to certify the minutes.

The Chairman proposed the Meeting to certify the minutes of the 2020 Annual General Meeting of Shareholders held on Wednesday, July 29, 2020.

Resolution: The Meeting certified the minutes of the 2020 Annual General Meeting of Shareholders held on Wednesday, July 29, 2020, with majority votes of shareholders present at the Meeting and entitled to cast votes as follows:

Approved	533,751,618	votes	or %	100
Not approved	0	votes	or %	0.0000
Abstained	0	votes	or %	0.0000
Voided ballot	0	votes	or %	0.0000

Agenda 3: To acknowledge report on Company's 2020 operating results (period between 1 January - 31 December 2020)

The Chairman delegated Mr. Sirote Ratanamahatana, Director and Acting President, to report to the Meeting.

Mr. Sirote Ratanamahatana, Director and Acting President, informed the Meeting that, this agenda was a presentation of the Company's performance report for a period between January 1 - December 31, 2020 according to the 2020 Annual Report, which were delivered in a QR code format to the shareholders earlier together with the Meeting Invitation. The Company's performance report would be presented to the Meeting through a video presentation.

1. In 2020, the COVID-19 pandemic largely affected all industries including media. Advertising spending on different media platforms in 2020 totaled Baht 106,255 million, a 14% decrease from 2019.

- Television, Baht 63,177 million or a 10% decrease
- Radio, Baht 3,602 million or a 24% decrease
- Internet, Baht 19,610 million, unchanged from 2020

2. Consolidated Financial Statements for the year 2020

In 2020, MCOT had revenue of Baht 1,511 million and expenses of Baht 3,586 million. The Company was in deficit of Baht 2,020 million. In comparison with 2019, the Company's revenue in 2020 declined 21%, while its expenses increased 69%, and its loss rose 341%. The significantly high expenses were due to record of one-off payment, as follows:

- Expense on impairment of assets amounting to Baht 1,138 million
- Expense on Mutual Separation Plan amounting to Baht 431 million

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Regardless of such one-off payment, MCOT would have faced deficit of Baht 445 million. The Company was affected by economic recession and the COVID-19 pandemic causing revenue to decrease over Baht 400 million, compared to 2019. With effective cost management, the Company's 2020 operating results before revenue income tax, excluding the one-off payment, showed deficit of Baht 445 million, which slightly changed from 2019. The management of MCOT believed that such expenses would bring a significant decrease in personnel expense in 2021.

3. MCOT and COVID-19 crisis

- Television Business

To increase popularity and efficiency in cost management (content), MCOT HD Channel 30 collaborated with partners to broadcast Chinese series Justice Pao (Bao Bun Jin) instead of investing in licenses. The series was broadcast in May 2020.

- Radio Business

All radio stations adjusted its strategies on marketing activities to be in line with Thailand's situation during the COVID-19 pandemic in order to respond to needs of customers and listeners.

- Digital Business

Successful contents on traditional media were re-broadcasted on digital platforms. Nine Entertain programs were further developed into a mobile application serving as an online entertainment community for fans of domestic and international artists.

- Property Development

The Company accepted proposals on development of 3 plots of land from investors and interested individuals. The process comprised 2 phrases. The first phrase was for the 50-rai of land in Ratchada area, adjacent to the MRT Orange Line. Land revaluation was conducted in Q4-2020, at Baht 5,032 million. The second phrase was for 2 plots of land: 59-Rai land in Bang Phai on Phuthamonthon Sai 2 Road, and 40-Rai in Nong Khaem. Revaluation was also conducted in Q4-2020, at Baht 697 million.

- Other New Businesses

MCOT generated revenue from distributing own contents and contents under copyright of partners. These contents were broadcasted via other platforms including AIS Play and OTT platform in other countries. With the strength in possessing comprehensive media, the Company launched Shop Mania, a shopping program, offered quality products for customers on TV, radio, and digital platforms.

- Organizational Management

Organizational management was essential in driving the organization towards more efficiency. Organizational restructure was carried out to reduce and merge operational units to strengthen operations and be able to compete in the industry at full capacity.

The Chairman allowed the shareholders attending the Meeting to raise their questions or to share their opinions.

Mrs. Phatchada Muenthong, Proxy of Mrs. Duangporn Rujirek, Shareholder, asked about the number of employees before and after the Mutual Separation Plan undertaken by MCOT in 2020.

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Mr. Sirote Ratanamahatana, Director and Acting President, explained that MCOT. Has had the total of 1,351 employees before the Mutual Separation Plan, and at the moment it had 1,031 employees.

Miss. Yindee Ritvirool, Shareholders Right Protection Volunteer from Thai Investors Association, enquired about the business operation strategy in 2021, property development plan (land), as well as the land value newly assessed, and its accounting record.

Miss Soontareeya Wongsirikul, Executive Vice President, Finance Group and Chief Financial Officer, explained that MCOT set business operation guidelines with a focus on maintaining revenue from traditional media business while increasing revenue from digital business and other new business as follows:

1. **Television business** To increase popularity and efficiency in cost management (content), MCOT HD Channel 30 collaborated with partners to broadcast Chinese series Justice Pao (Bao Bun Jin) instead of investing in licenses. The series was broadcast in May 2020.

2. **Radio Business** All radio stations adjusted its strategies on marketing activities to be in line with Thailand's situation during the COVID-19 pandemic in order to respond to needs of customers and listeners.

3. **Digital Business** Successful contents on traditional media were re-broadcasted on digital platforms. Nine Entertain programs were further developed into a mobile application serving as an online entertainment community for fans of domestic and international artists.

4. **New Business** Regarding property development, the Company accepted proposals on development of 3 plots of land from investors and interested individuals. The process comprised 2 phrases, as follows:

- The first phrase was for the 50-rai of land in Ratchada area, adjacent to the MRT Orange Line. Land revaluation was conducted in Q4-2020, at Baht 5,059.21 million.

- The second phrase was for 2 plots of land: 59-Rai land in Bang Phai on Phutthamonthon Sai 2 Road, and 40-Rai in Nong Khaem. Revaluation was also conducted in Q4-2020, at Baht 696.95 million.

In 2020, MCOT re-categorized two plots of land in Bang Phai and Nong Khaem from land, premises and equipment to property for investment, same category as the 50-Rai land in Ratchadapisek, which was in line with the change of land utilization purpose from business operations to land for investment. In addition, the Company also changed the accounting policy from the cost method to the fair value in order to reflect the actual market price. As a result, the value of properties for investment in 2020 amounted to Baht 5,756.16 million, increasing Baht 723.53 million from 2019. Such accounting record also increased shareholders' equity.

5. **Other New Businesses** MCOT generated revenue from distributing own contents and contents under copyright of partners. These contents were broadcasted via other platforms including AIS Play and OTT platform in other countries. With the strength in possessing comprehensive media, the Company launched Shop Mania, a shopping program, offered quality products for customers on TV, radio, and digital platforms

The Chairman informed that this agenda was for acknowledgement. Therefore, the shareholders did not have to cast their votes.

Resolution: The Meeting acknowledged the Company's 2020 operating results (period between 1 January – 31 December 2020)

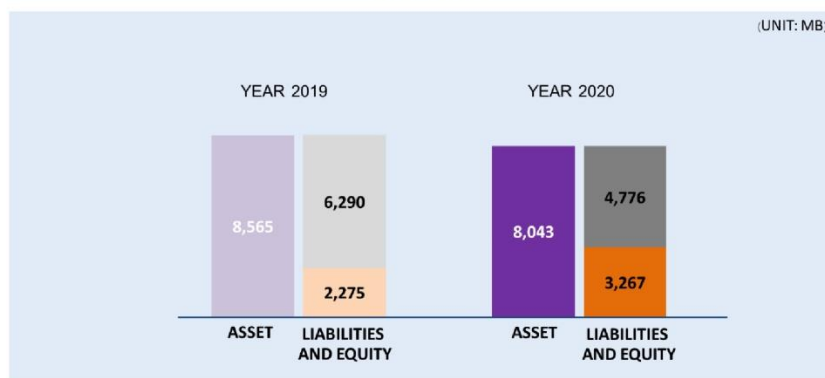
Agenda 4: To approve Company's financial statements and income statement for year ended December 31, 2020

The Chairman delegated Ms. Soontareeya Wongsirikul, Executive Vice President, Finance Group and Chief Financial Officer, to present the Company's financial statements and income statement to the Meeting.

Ms. Soontareeya Wongsirikul, Executive Vice President, Finance Group and Chief Financial Officer, presented to the Meeting the Company's financial statements and income statement for the year ended December 31, 2020, which were already reviewed by the Company's Auditor KPMG Poomchai Audit Ltd. and certified by the Audit Committee. The information had been previously delivered to the shareholders together with the Meeting Invitation. The results were summarized below.

1. Statement of Financial Position

**Statement of financial position - MCOT
2019 / 2020**

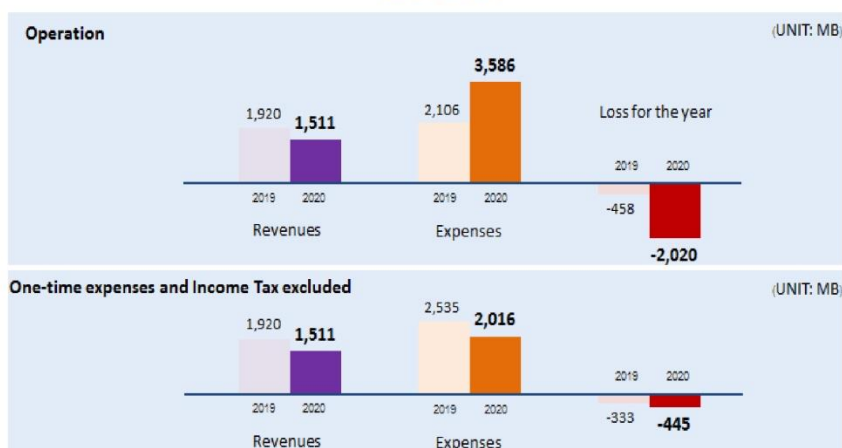


2. Statement of Comprehensive Income

**Statement of comprehensive income - MCOT
2019 / 2020**

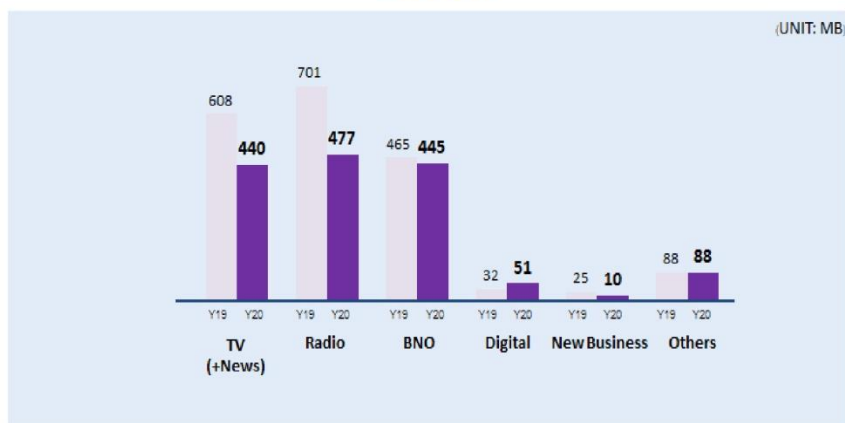


Statement of comprehensive income - MCOT
2019 / 2020



3. Revenue Structure

MCOT Revenue Structure
2019 / 2020



A shareholder, Miss Parayamol Jongrangrong, sent her questions in advance relating to the annual general meeting of shareholders as follows:

1. Rehabilitation plan of MCOT
2. Plan of generating the income, reducing expenses, and solving the loss suffered by MCOT
3. Tendency of loss period, and consideration for delisting from the SET and stock repurchase.

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Miss Soontareeya Wongsirikul, Executive Vice President, Finance Group and Chief Financial Officer, explained as follows:

1. One key criteria for entering the rehabilitation process was that the shareholders' equity of that business had to be in deficit, had liabilities more than assets, and had no liquidity in its business operation. However, from the operating performance of MCOT at the end of 2020, its shareholders' equity amounted to Baht 4,776.17 million while liabilities amounted to Baht 3,266.94 million and assets amounted to Baht 8,043.11 million. Regarding the liquidity ratio of MCOT in 2020, excluding liabilities from accrued expenses for employees in the Mutual Separation Plan, it was 1:21 times, which was interior than that in 2019 at 1: 13 times. Therefore, MCOT did not fall on criteria to enter into the rehabilitation process.

2. MCOT set the revenue generating plan focusing on maintaining its traditional media business while trying to generate more revenue from the digital and new businesses along with the efficient cost management.

3. Continuously generating more revenues and managing cost in 2020 would certainly affect the operating performance of MCOT. Therefore, the Company's operating results should be considered on a year by year basis. Besides, MCOT had no policy to delist from the Stock, so the stock repurchase from shareholders was not considered.

The Chairman proposed the Meeting to approve the Company's financial statements and income statement for the year ended December 31, 2020.

Resolution: The Meeting resolved to approve the Company's financial statements and income statement for the year ended December 31, 2020 by majority vote of the shareholders present at the Meeting and entitled to cast votes as follows:

Approved	533,755,618	votes	or %	100.00
Not approved	0	votes	or %	0.000
Abstained	0	votes	or %	0.000
Voided ballot	0	votes	or %	0.000

Agenda 5: To approve abstention of 2020 dividend payment

The Chairman delegated Ms. Soontareeya Wongsirikul, Executive Vice President, Finance Group and Chief Financial Officer, to present details about the abstention of the 2020 dividend payment to the Meeting.

Miss. Soontareeya Wongsirikul, Executive Vice President, Finance Group and Chief Financial Officer, presented that the Board of Directors deemed it appropriate to propose to the Meeting to approve the abstention of the dividend payment for the period between January 1- December 31, 2020 due to the Company's loss.

The Chairman proposed to the Meeting to approve the abstention of dividend payment for the year 2020.

Resolution: The Meeting approved the abstention of the dividend payment for the year 2020 by majority votes of the shareholders present at the Meeting and entitled to cast votes as follows:

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Approved	533,751,618	votes	or %	99.9993
Not approved	4,000	votes	or %	0.0007
Abstained	0	votes	or %	0.0000
Voided ballot	0	votes	or %	0.0000

Agenda 6: To approve Directors' remuneration

The Chairman delegated Mr. Phaiboon Siripanoosathien, Director and Chairman of Remuneration Committee, to report to the Meeting.

Mr. Phaiboon Siripanoosathien, Director and Chairman of Remuneration Committee, reported to the Meeting that the information would be presented through a video presentation, as summarized below.

The Remuneration Committee carefully studied criteria for remuneration, meeting allowance and annual bonus payment to be made to directors of state enterprises listed on the Stock Exchange of Thailand and scope of management and responsibilities of the directors who were required to closely supervise the Company's policies and strategies to ensure competitiveness and sustainable growth. Also, the Committee was responsible for considering criteria for remuneration, meeting allowance and annual bonus payment of the Company on a fair and reasonable basis, in accordance with responsibilities and duties taken by the directors, a size of business and guidelines used in the same industry. The criteria for remuneration, meeting allowance and annual bonus payment for the directors was similar to that used by companies in the same industry. The Board of Directors of MCOT was of opinion that in 2020 the Company still faced deficit. Last year, MCOT executives and staff members joined hands to reduce the Company's costs, especially overtime cost and other operating expenses, which could be controlled effectively.

The Remuneration Committee closely supervised and monitored the operations of MCOT, gave advices, and involved in solving the business problems, and controlled the Company's expenses efficiently. However, since the operating performance did not meet the target. As a consequence, the Remuneration Committee was of the opinion that the criteria of compensation, meeting allowance, and annual bonus payment in 2021 remained the same to those fixed in 2020. The payment of meeting allowance should not be more than 15 times/year as shown in tables below.

1. Remuneration and meeting allowance for Directors in 2021

Committees /Subcommittees	2021	
	Monthly Remuneration (Baht)	Meeting Allowance (only for those present at meetings)
1. The Board of Directors - Chairman - Directors	30,000.- 15,000.-	20,000.- /meeting (No more than 15 meetings /year)
2. The Audit Committee - Chairman - Members	12,500.- 10,000.-	5,000.-/month

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3. Nomination Committee	-	10,000.-/ month
4. Remuneration Committee	-	10,000.-/ month
5. Risk Management Committee	-	10,000.-/ month
6. Corporate Government Committee	-	10,000.-/ month
7. Labor Relations Committee	-	10,000.-/ month
8. Sub-Committees and Working Groups other than No. 1-7 appointed by the Board of Directors	-	10,000.-/ month
Any Directors appointed to perform in more than Committees, Sub-Committees or Working Groups other than the Board of Directors (No. 2-8) shall receive meeting allowances from only 2 Committees.		
Remuneration of members of the Board of Directors and the Audit Committee, who took up their position in the middle of the month should be calculated in accordance with the length of their taking up position. Chairman of the Board of Directors and the Audit Committee should receive additional 25% of meeting allowances.		

2. Other benefits None

3. Criteria for Director's annual bonus payment in 2021

The Remuneration Committee proposed that the criteria for the payment for Directors' annual bonus for the year 2021 remain unchanged from those in the year 2020, until there was a change as approved by the Shareholders' Meeting, as detailed below.

The annual bonus payment for Directors should not exceed 0.25% of the net profit, no more than 500,000.-/ Director.

The Chairman and Vice Chairman should receive additional 25% and 12.5 % of bonus, respectively.

In case that the Chairman and Vice Chairman received less than 3.00 points in the state enterprise

Performance, the bonus for Directors should be proportionately adjusted as follows:

- Less than 3.00 -2.50 points: the bonus for each director should be reduced by 25%.
- Less than 2.50 -2.00 points: the bonus for each director should be reduced by 50%.

In accordance with the Resolution of the 2020 Annual General Meeting of Shareholders to abstain bonus payment to Directors in the year 2020, the Board of Directors proposed the abstention of bonus payment for Directors in the year 2020.

The Chairman allowed the shareholders attending the Meeting to raise their questions or to share their opinions.

Mr. Wanchai Lertsrijatuporn, Shareholder, shared his view that, from the nature and tendency of business of MCOT, it was highly risky to be affected by the present changing situations. As the Company abstained the dividend payment for several years, the Chairman of the Board of Directors and the Remuneration Committee should consider reducing the remuneration and meeting allowance of the board meetings until the Company resumed its proficiency.

Asst. Prof. Kangwan Yodwisitsak, Member of the Remuneration Committee, explained that the remuneration for Directors was based on 2 concepts. One was subject to roles, duties, and responsibilities of Directors in which various criteria and comparison with other companies in the same or similar industry was considered. Another was subject to the Company's operating results.

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In 2020, the Remuneration Committee proposed to abstain the bonus payment for Directors. This was in consistency with the Company's operating results that showed deficiency.

The Chairman proposed the Meeting to approve remuneration for Directors and criteria for bonus payment for directors for the year 2021, until there was a change approved by the Meeting of Shareholders, as proposed by the Remuneration Committee.

Resolution: The Meeting approved remuneration for Directors for the year 2021 until there was a change approved by the Meeting of Shareholders, and acknowledged the abstention of bonus payment for the year 2020 due to loss in operating results, with 2/3 of total votes from the shareholders who were present at the Meeting and entitled to cast votes.

Approved	533,751,118	votes	or %	99.9991
Not approved	5,000	votes	or %	0.0009
Abstained	0	votes	or %	0.0000
Voided ballot	0	votes	or %	0.0000

Agenda 7: To approve appointment of Auditor and determination of audit fee for year 2021

The Chairman delegated Asst. Prof. Kangwan Yodwisitsak, Director and Chairman of the Audit Committee, to report to the Meeting.

Asst. Prof. Kangwan Yodwisitsak, Director and Chairman of the Audit Committee reported to the Meeting that this agenda would be presented through a video presentation, as summarized below.

According to Article 120 of the Public Limited Companies Act B.E. 2535, Annual General Meetings of Shareholders were entitled to appoint Auditors and determine audit fee each year.

The Audit Committee considered the result of Auditor's selection. MCOT proceeded with procurement in compliance with Government Procurement and Inventory Management Act B.E. 2560 and regulations, means and criteria set by the State Audit Office of Kingdom of Thailand and selected those who proposed the lowest audit fee. At the 2021 Annual General Meeting of Shareholders, the appointment of any of the following representatives from EY Office Company Limited to be the Company's Auditors for the 2021 Financial Statements, ended December 31, 2021:

- 1) Mr. Khitsada Lerdwana, Certified Public Accountant No. 4958; or
- 2) Mr. Termphong Opanaphan, Certified Public Accountant No. 4501; or
- 3) Ms. Manee Rattanabunnakit, Certified Public Accountant No. 5313

with the audit fee of 2,195,000.00 Baht.

The auditors from EY Office Company Limited held the qualifications aligned with the notification of the Securities and Exchange Commission and held no relationship or interest with the Company, subsidiaries, executives, major shareholders, or any other related persons. Therefore, they were independent to audit and provide opinions towards the Company's financial statements.

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The Chairman proposed the Meeting to approve the appointment of the Company's Auditors and audit fee.

Resolution: The Meeting approved the appointment of the following representatives from EY Office Company Limited to be the Company's Auditors for the 2021 Financial Statements:

- 1) Mr. Khitsada Lerdwana, Certified Public Accountant No. 4958; or
- 2) Mr. Termphong Opanaphan, Certified Public Accountant No. 4501; or
- 3) Ms. Manee Rattanabunnakit, Certified Public Accountant No. 5313

and approved the audit fee of 2,195,000.00 Bah, with majority votes of the shareholders present at the Meeting and entitled to cast votes as follows:

Approved	533,756,118	votes	or %	100.000
Not approved	0	votes	or %	0.0000
Abstained	0	votes	or %	0.0000
Voided ballot	0	votes	or %	0.0000

Agenda 8: To acknowledge Directors who resigned prior to completion of tenure and who retired by rotation, and approve appointment of replacement Directors

The Chairman delegated Mr. Pravaid Audthasupapon, Director and Member of Nomination Committee to present in this agenda. The following Directors having interest in this agenda expressed intention to leave the Meeting:

- | | |
|--|----------------------|
| 1. Asst. Prof. Kangwan Yodwisitsak | Independent Director |
| 2. Ms. Kornpranom Wongmongkol | Director |
| 3. Asst. Prof. Prasert Akkharapathompong | Independent Director |

Mr. Pravaid Audthasupapon, Director and Member of Nomination Committee reported to the Meeting that this agenda would be presented through a video presentation, as summarized below.

1. The Board of Directors normally consisted of 13 members. From July 2020 (after the 2020 Annual General Meeting of Shareholders), 7 Directors were in office and another 6 Directors were on the nomination process. The Nomination Committee selected three qualified persons from the Directors' Pool and the list of professional persons in various areas by considering their knowledge, abilities, expertise, and experience most relevant to the organization's need (Skill Matrix), which could give the utmost benefits to the operations and development of MCOT. The qualified candidates were proposed to the Board of Directors for consideration and selection as Directors to replace those resigning prior to completion of tenure. The nominated Directors would have the term of office subject to the remaining term of office of the Directors whom they replaced. 3 nominated Directors were as follows:

Directors Replacing those Resigning prior to Completion of Tenure	Resolution of Meeting of Board of Directors
Mr. Phaiboon Siripanoosation to replace Mr. Marut Buranasetkul	No. 17/2020 on November 26, 2020 Holding office until April 2022
Mr. Pravaid Audthasupapon to replace Mr. Thanawat Sangthong	No. 17/2020 on November 26, 2020 Holding office until April 2022
Asst.Prof. Prasert Akkarapathompong to replace Prof. Parichart Sthapitanonda	No. 17/2020 on November 26, 2020 Holding office until April 2021

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Directors who retired from the Company after the 2020 Annual General Meeting of Shareholders were as follows:

Name - Surname	Date of Retirement
Mr. Kematat Paladesh President	Retired on August 29, 2020, due to compulsory age of 60, in accordance with Standard Qualifications of Directors and Employees of State Enterprises B.E. 2518 and Amendments
Mrs. Rachadaporn Rajchataewindra Independent Director	Resigned on November 25, 2020

2. Article 38 of the Company's Regulations specified that "In every annual general meeting of shareholders of the Company, one-thirds of the Company's Directors shall retire by rotation".

At the 2021 Annual General Meeting of Shareholders of MCOT, the longest-serving Directors who were due to retire by rotation were:

- | | |
|--|---|
| 1. Asst. Prof. Kangwan Yodwisitsak | Independent Director |
| 2. Ms. Kornpranom Wongmongkol | Director |
| 3. Asst. Prof. Prasert Akkharapathompong | Independent Director |
| 4. Mrs. Rachadaporn Rajchataewindra | Independent Director
(resigned on November 25, 2020) |

- | | |
|---------------------------|---|
| 5. Mr. Suwit Nakpeerayuth | Independent Director
(resigned on July 20, 2020) |
|---------------------------|---|

(Since Mrs. Rachadaporn Rajchataewindra and Mr. Suwit Nakpeerayuth were due to retire by rotation at the 2021 Annual General Meeting of Shareholders, MCOT proceeded with selection of the replacement Directors to be proposed at the Meeting.)

MCOT was in the process of selecting the new President in accordance with the Company's regulations and related criteria. Therefore, the Company reserved the right from the 2021 Annual General Meeting of Shareholders to appoint Director who will take up the position of Director-General or President.

3. MCOT announced the criteria of exercising rights by the shareholders to propose the agenda items, and to nominate appropriate candidates to be elected Directors at the 2021 Annual General Meeting of Shareholders from October 1 – December 31, 2020. After such determined period, **no shareholders nominated any appropriate candidates**, either via post or email.

The Nomination Committee proceeded with selection of skillful and capable persons in compliance with the composition and required qualifications of being Directors, which were necessary for the Company's business (Skill Matrix), to be proposed to the 2021 Annual General Meeting of Shareholders for appointment as Directors to replace those who retired by rotation:

- | | |
|--|----------------------|
| 1. Asst. Prof. Kangwan Yodwisitsak | Independent Director |
| 2. Ms. Kornpranom Wongmongkol | Director |
| 3. Asst. Prof. Prasert Akkharapathompong | Independent Director |
| 4. Mrs. Yanee Saengchan | Independent Director |
| 5. Pol.Lt.Gen. Sirichan Chansaengsawang | Independent Director |

1. Asst. Prof. Kangwan Yodwisitsak, Independent Director: With skills and expertise in economics, finance, human resource management, marketing and sales and business management, Asst. Prof. Kangwan Yodwisitsak, was appointed as Independent Director, Chairman of the Audit Committee, Chairman of the Nomination Committee and Member of the Remuneration Committee. Currently, he was an assistant professor at the Faculty of Business Administration for Society, Srinakharinwirot University. His knowledge and experience was applied to oversee and give advice on the operations of MCOT for its utmost interest.

Throughout his tenure, he performed his duties appropriately, and regularly attended the meetings.

2. Ms. Kornpranom Wongmongkol, Director: With skills and expertise in economics, finance, banking and law, Ms. Kornpranom was appointed as Director and Member of the Risk Management Committee. Currently, she is Risk Management Committee of Bangkok Commercial Asset Management Public Company Limited. She was also appointed First Senior Executive Vice President, Risk Management Group, Government Savings Bank (GSB). Her knowledge and experience was applied to oversee and give advice on the operations of MCOT for its utmost interest.

Throughout her tenure, she performed her duties appropriately, and regularly attended the meetings.

3. Asst.Prof. Prasert Akkharapathompong, Independent Director: With his skills and experiences in management, business administration, risk management, internal audit, and strategic and development plan, Asst. Prof. Prasert was appointed Independent Director, Member of the Nomination Committee, and Member of the Risk Management Committee. Currently, he was an assistant professor at Industrial Engineering Department, Faculty of Engineering,

Chulalongkorn University. His knowledge and experience was applied to oversee and give advice on the operations of MCOT for its utmost interest.

Throughout his tenure, he performed his duties appropriately, and regularly attended the meetings.

4. Mrs.Yanee Sangsrichun, Independent Director: With her skills and experiences in accounting, Mrs. Yanee Sangsrichun, a current retired government officer, was appointed Comptroller-General and Advisor to finance and monetary system development. Her knowledge and experience would be applied to oversee and give advice on the operations of MCOT for its utmost interest.

5. Pol.Lt.Gen. Sirichun Chunsangawang: With her skills and experiences in accounting, finance and banking, Pol.Lt.Gen. Sirichun Chunsangawang, a current retired government officer, was appointed Deputy Commander, Budget and Finance Office and Special Advisor of Royal Thai Police. Her knowledge and experience would be applied to oversee and give advice on the operations of MCOT for its utmost interest.

Mrs. Duangporn Rujirek, Shareholder, asked for clarification as follows:

1. Selection of Directors from the Directors' Pool
2. Directors with knowledge that would help support the Company's strategy, e.g., digital
3. Reservation for right to appoint Director who would take up the position of Director-General and President; when this process would complete and who had authority for such appointment?

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Mr. Pravaid Audthasupapon, Member of the Nomination Committee, explained as follows:

1. The Standard Qualifications of State Enterprise Directors and Officials Act, B.E. 2518 (1975) and its amendments stipulated that, in an appointment of other Directors who were not ex officio directors in any state enterprise, an appointing authority should consider the appointment from the Director's Pool prepared by the Ministry of Finance in a number not fewer than one-third of the number of other directors in such state enterprise. In nominating candidates to be elected the Directors in this shareholders' meeting, two candidates were selected from the Director's Pool; namely, Miss Kornpranom Wongmongkol, and Mrs. Yanee Saengsrirachan.

2. The Nomination Committee also considered other persons beyond those in the Director's Pool by adhering with the composition of the board of directors that it had to involve the qualified persons in several areas in line with the composition and qualifications of the board members that were needed and essential for the business operation of MCOT (skill matrix), for performing duties to attain the Company's vision, and for being consistent with the Company's strategy. Each director had knowledge and expertise essential for the Company's business operations.

3. MCOT was in the nomination process for the position of President/Director-General. The Board of Directors had the authority to consider the appointment.

The Chairman proposed the Meeting to approve the appointment of Directors to replace those who retired by rotation.

Resolution: The Meeting approved as follows:

1. To acknowledge the appointment of the following Directors to replace those who resigned prior to completion of tenure:

1) Mr. Paiboon Siripanoosathien	to replace	Mr. Marut Buranasetkul
2) Mr. Pravaid Audthasupapon	to replace	Mr. Thanawat Sangthong
3) Asst. Prof. Prasert Akkarapathompong	to replace	Prof. Parichart Sthapitanonda

2. To acknowledge the following Directors who retired by rotation:

1) Asst. Prof. Kangwan Yodwisitsak	Independent Director
2) Ms. Kornpranom Wongmongkol	Director
3) Asst. Prof. Prasert Akkarapathompong	Independent Director
4) Mrs. Rachadaporn Rajchataewindra	Independent Director (resigned on November 25, 2020)
5) Mr. Suwit Nakpeerayuth	Independent Director (resigned on July 20, 2020)

3. To acknowledge reservation of the right from the 2021 Annual General Meeting of Shareholders to appoint Director who will take up the position of Director-General or President, in accordance with the Company's regulations

4. To appoint the following Directors to replace those who retired by rotation, as proposed by the Nomination Committee, with majority votes of shareholders present at the Meeting and entitled to cast votes:

Minutes of 2021 Annual General Meeting of Shareholders of MCOT Public Company Limited

- 1) Asst. Prof. Kangwan Yodwisitsak Independent Director (appointed for another term)

Approved	533,752,684	votes	or %	99.9994
Not approved	0	votes	or %	0.0000
Abstained	3,434	votes	or %	0.0006
Voided ballot	0	votes	or %	0.0000

- 2) Ms. Kornpranom Wongmongkol Director (appointed for another term)

Approved	533,753,184	votes	or %	99.9995
Not approved	0	votes	or %	0.0000
Abstained	2,934	votes	or %	0.0005
Voided ballot	0	votes	or %	0.0000

- 3) Asst. Prof. Prasert Akkharapathompong Independent Director (appointed for another term)

Approved	533,753,184	votes	or %	99.9995
Not approved	0	votes	or %	0.0000
Abstained	2,934	votes	or %	0.0005
Voided ballot	0	votes	or %	0.0000

- 4) Mrs. Yanee Saengchan Independent Director

Approved	533,753,684	votes	or %	99.9994
Not approved	0	votes	or %	0.0000
Abstained	3,434	votes	or %	0.0006
Voided ballot	0	votes	or %	0.0000

- 5) Pol.Liet.Gen. Sirichan Chansaengsawang Independent Director

Approved	533,753,184	votes	or %	99.9995
Not approved	0	votes	or %	0.0000
Abstained	2,934	votes	or %	0.0005
Voided ballot	0	votes	or %	0.0000

Persons in No. 1-3 were Directors who were nominated to be re-elected as Directors for another tenure. Persons No. 4-5 were qualified persons who were nominated to replace Directors who retired by rotation.

Agenda 9: Others (if any)

The Chairman informed that this agenda was open for shareholders' opinions, suggestions and inquiries regarding operations of MCOT.

Inquiries were submitted from shareholders who watched the Meeting on Facebook Live.

Miss Jiraporn Morakotjinda, Shareholder, inquired about the criteria of wage payment for employees.

Mr. Sirote Ratanamahatana, Director and Acting President, informed that MCOT formulated the criteria of payment for wage, welfare, and benefits in accordance with labor laws, the State Enterprise Labor Relations Act, B.E. 2543 (2000) and other related laws together with the Company's human resource management guidelines. All employees were treated equally.

Minutes of 2021 Annual General Meeting of Shareholders of MCOT Public Company Limited

Mr. Tharathep Moonkij, Shareholder, inquired about the preparation of the rehabilitation plan of MCOT to be proposed to the State Enterprise Policy Office.

Mr. Sirote Ratanamahatana, Director and Acting President, informed that MCOT was in the process of submitting the rehabilitation plan to the State Enterprise Policy Office, as detailed below.

1. Short-term plan aiming at reducing or ceasing the Company's financial loss by increasing revenue from its traditional media business and new businesses, and effectively managing costs, which continued from the year of 2020.

2. Mid-term plan (2022 – 2024) aiming at achieving continuous profitability by maintaining revenue from traditional media and increasing revenue from digital and new business to 25% of total revenue

The Chairman concluded that there were no shareholders submit inquiries, thanked the shareholders for discussing and proposing their opinions, and declared the Meeting closed.

The Meeting ended at 11.40 hrs.

Mr. Pornchit Piamsri, Vice President, Department of Corporate Secretary and Corporate Secretary, Minute Taker



(Mr. Sirote Ratanamahatana)
Director and Acting President
MCOT Public Company Limited

Pol.Gen.



(Tawitchat Palasak)
Chairman of the Board of Directors
MCOT Public Company Limited

**Annual Registration Statement From
56-1 One Report (QR Code)
(Document for Agenda 3)**



QR Code Downloading Instructions

For iOS System (iOS 11 and higher models)

1. Turn on a mobile camera.
2. Scan a QR code.
3. A notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR code can be scanned with other applications such as QR CODE READER, Facebook and Line.

For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR code with Line application

- 1.1 Open Line application → Add friend
- 1.2 Choose "QR Code"
- 1.3 Scan the QR Code
2. Scan the QR Code to access documents.

**Auditor's Report and Financial Statements
of
MCOT Plc. and its Subsidiaries
For the Year Ended December 31, 2020
(Document for Agenda 4)**



QR Code Downloading Instructions

iOS System (iOS 11 and higher models)

1. Turn on a mobile camera.
2. Scan a QR code.
3. A notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR code can be scanned with other applications such as QR CODE READER, Facebook and Line.

For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR code with Line application

- 1.1 Open Line application → Add friend
- 1.2 Choose "QR Code"
- 1.3 Scan the QR Code
2. Scan the QR Code to access documents.

MCOT Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2021

(Unit: Baht)

	Note	Consolidated financial statements			Separate financial statements		
		31 December 2021	31 December 2020	1 January 2020	31 December 2021	31 December 2020	1 January 2020
		(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)
Assets							
Current assets							
Cash and cash equivalents	8	494,726,377	794,498,134	363,916,439	490,366,197	788,856,529	354,274,202
Short-term fixed deposits	10	108,446,630	108,067,351	70,596,507	108,446,630	108,067,351	70,596,507
Trade and other receivables	9	267,317,687	368,895,313	408,036,291	267,219,106	371,341,834	409,657,367
Current portion of long-term loan to related party		-	-	-	-	-	2,200,000
Inventories		-	-	789,152	-	-	-
Other current assets		22,081,463	35,595,687	37,544,726	19,441,163	32,961,625	34,589,574
Total current assets		892,572,157	1,307,056,485	880,883,115	885,473,096	1,301,227,339	871,317,650
Non-current assets							
Restricted bank deposits		200,000	113,330	383,631,848	200,000	113,330	383,631,848
Other non-current financial assets	10	12,607,752	11,610,217	17,628,367	12,607,752	11,610,217	17,628,367
Investments in subsidiaries	11	-	-	-	-	-	-
Investment properties	4, 12	8,112,170,000	8,039,880,000	7,005,100,000	8,112,170,000	8,039,880,000	7,005,100,000
Property, plant and equipment	13	706,149,295	768,605,278	1,382,071,882	704,759,601	766,540,903	1,379,227,956
Intangible assets	14	16,279,922	1,151,341	618,741,820	16,279,868	1,151,287	618,741,766
Withholding tax deducted at source		155,287,695	183,165,857	213,139,481	147,986,000	175,641,500	203,518,903
Other non-current assets		14,166,392	15,252,844	15,776,445	14,166,392	14,872,844	15,377,293
Total non-current assets		9,016,861,056	9,019,778,867	9,636,089,843	9,008,169,613	9,009,810,081	9,623,226,133
Total assets		9,909,433,213	10,326,835,352	10,516,972,958	9,893,642,709	10,311,037,420	10,494,543,783

MCOT Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2021

(Unit: Baht)

	Note	Consolidated financial statements			Separate financial statements		
		31 December 2021	31 December 2020	1 January 2020	31 December 2021	31 December 2020	1 January 2020
		(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)
Liabilities and shareholders' equity							
Current liabilities							
Short-term loan from financial institution		-	240,000,000	-	-	240,000,000	-
Trade and other payables	15	329,222,338	652,976,165	689,270,628	330,356,695	653,852,373	689,582,944
Unearned income		31,549,126	47,415,251	51,987,261	31,549,126	47,415,251	51,800,345
Advance received from the NBTC	27.4	73,164,990	73,164,990	-	73,164,990	73,164,990	-
Current portion of lease liabilities	16	13,946,307	24,184,942	18,249,846	13,891,147	24,114,838	18,183,848
Accrued employee expenses for							
Mutual Separate Plan project	17	-	695,917,770	-	-	695,917,770	-
Other current liabilities		10,604,180	44,660,867	42,924,225	10,459,558	44,510,052	42,686,634
Total current liabilities		458,486,941	1,778,319,985	802,431,960	459,421,516	1,778,975,274	802,253,771
Non-current liabilities							
Long-term loan from financial institution	17	695,917,770	-	-	695,917,770	-	-
Lease liabilities, net of current portion	16	14,486,605	24,447,368	33,898,320	14,486,605	24,430,526	33,816,605
Deferred revenues		179,551,696	139,689,677	39,507,013	179,551,696	139,689,677	39,507,013
Deferred tax liabilities	22	1,386,820,186	1,372,362,186	1,168,117,826	1,386,820,186	1,372,362,186	1,168,117,826
Provision for long-term employee benefits	18	346,472,375	351,775,543	562,392,274	346,472,375	351,775,543	562,392,274
Non-current provisions for litigation		21,193,671	13,129,920	3,073,509	21,193,671	13,129,920	3,073,509
Other non-current liabilities		39,084,873	43,962,139	60,568,670	39,284,641	44,512,475	61,119,006
Total non-current liabilities		2,683,527,176	1,945,366,833	1,867,557,612	2,683,726,944	1,945,900,327	1,868,026,233
Total liabilities		3,142,014,117	3,723,686,818	2,669,989,572	3,143,148,460	3,724,875,601	2,670,280,004
Shareholders' equity							
Share capital							
Registered							
767,000,000 ordinary shares of Baht 5 each		3,835,000,000	3,835,000,000	3,835,000,000	3,835,000,000	3,835,000,000	3,835,000,000
Issued and paid-up							
687,099,210 ordinary shares of Baht 5 each		3,435,496,050	3,435,496,050	3,435,496,050	3,435,496,050	3,435,496,050	3,435,496,050
Premium on ordinary shares		1,106,802,869	1,106,802,869	1,106,802,869	1,106,802,869	1,106,802,869	1,106,802,869
Retained earnings							
Appropriated - statutory reserve	20	383,500,000	383,500,000	383,500,000	383,500,000	383,500,000	383,500,000
Unappropriated		1,278,589,111	1,113,344,271	2,940,953,500	1,241,157,888	1,076,825,458	2,898,464,860
Other components of shareholders' equity		583,537,442	583,537,442	-	583,537,442	583,537,442	-
Equity attributable to owners of the Company		6,787,925,472	6,622,680,632	7,866,752,419	6,750,494,249	6,586,161,819	7,824,263,779
Non-controlling interests of the subsidiaries		(20,506,376)	(19,532,098)	(19,769,033)	-	-	-
Total shareholders' equity		6,767,419,096	6,603,148,534	7,846,983,386	6,750,494,249	6,586,161,819	7,824,263,779
Total liabilities and shareholders' equity		9,909,433,213	10,326,835,352	10,516,972,958	9,893,642,709	10,311,037,420	10,494,543,783
		-	-	-	-	-	-

MCOT Public Company Limited and its subsidiaries
Statement of comprehensive income
For the year ended 31 December 2021

(Unit: Baht)

Note	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
		(Restated)		(Restated)
Profit or loss from continuing operations:				
Revenues				
Revenue from sale of goods and rendering of services	1,415,165,349	1,424,086,470	1,415,165,349	1,424,086,469
Gain on fair value adjustment of investment properties	12 72,290,000	291,800,000	72,290,000	291,800,000
Other income	96,667,413	55,753,664	96,473,503	54,607,099
Total revenues	1,584,122,762	1,771,640,134	1,583,928,852	1,770,493,568
Expenses				
Cost of sales and services	897,989,712	1,466,244,319	897,989,712	1,465,453,947
Selling and distribution expenses	124,610,291	119,902,644	124,610,291	119,902,644
Administrative expenses	374,927,620	434,057,261	373,288,687	432,425,630
Impairment losses on assets	-	1,138,425,030	-	1,138,425,030
Reversal of expected credit losses	9 (13,044,870)	(10,411,407)	(11,362,624)	(15,595,250)
Employee expenses for Mutual Separate Plan project	-	431,670,007	-	431,670,007
Total expenses	1,384,482,753	3,579,887,854	1,384,526,066	3,572,282,008
Profit (loss) from operations	199,640,009	(1,808,247,720)	199,402,786	(1,801,788,440)
Finance revenue	2,420,696	5,271,029	2,717,547	5,593,101
Finance cost	(23,332,143)	(6,076,151)	(23,329,903)	(6,069,611)
Profit (loss) before income tax expenses	178,728,562	(1,809,052,842)	178,790,430	(1,802,264,950)
Income tax expenses	22 (14,458,000)	(58,360,000)	(14,458,000)	(58,360,000)
Profit (loss) for the year from continuing operations	164,270,562	(1,867,412,842)	164,332,430	(1,860,624,950)
Discontinued operation:				
19 Profit for the year from discontinued operation	-	59,195,999	-	59,195,999
Profit (loss) for the year	164,270,562	(1,808,216,843)	164,332,430	(1,801,428,951)

MCOT Public Company Limited and its subsidiaries
Statement of comprehensive income (continued)
For the year ended 31 December 2021

(Unit: Baht)

Note	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
		(Restated)		(Restated)
Other comprehensive income:				
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>				
Actuarial loss	-	(20,210,451)	-	(20,210,451)
Changes in revaluation of assets - net of income tax	-	583,537,442	-	583,537,442
Other comprehensive income for the year	-	563,326,991	-	563,326,991
Total comprehensive income for the year	<u>164,270,562</u>	<u>(1,244,889,852)</u>	<u>164,332,430</u>	<u>(1,238,101,960)</u>
Profit (loss) attributable to:				
Equity holders of the Company	165,244,840	(1,807,398,778)	<u>164,332,430</u>	<u>(1,801,428,951)</u>
Non-controlling interests of the subsidiaries	<u>(974,278)</u>	<u>(818,065)</u>		
	<u>164,270,562</u>	<u>(1,808,216,843)</u>		
Total comprehensive income attributable to:				
Equity holders of the Company	165,244,840	(1,244,071,787)	<u>164,332,430</u>	<u>(1,238,101,960)</u>
Non-controlling interests of the subsidiaries	<u>(974,278)</u>	<u>(818,065)</u>		
	<u>164,270,562</u>	<u>(1,244,889,852)</u>		
Earnings (loss) per share (Baht)	23			
Basic earnings (loss) per share				
Basic earning (loss) per share from continuing operations	<u>0.24</u>	<u>-2.72</u>	<u>0.24</u>	<u>-2.71</u>
Basic earnings per share from discontinued operations	<u>-</u>	<u>0.09</u>	<u>-</u>	<u>0.09</u>

MCOT Public Company Limited and its subsidiaries

Cash flow statement

For the year ended 31 December 2021

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020 (Restated)	2021	2020 (Restated)
Cash flows from operating activities				
Profit (loss) before tax	178,728,562	(1,749,856,843)	178,790,430	(1,743,068,951)
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities				
Depreciation	108,392,745	239,320,009	107,718,062	238,540,458
Amortisation	10,270,071	86,636,397	10,270,071	86,636,397
Impairment loss on non-financial assets	-	1,154,663,171	-	1,154,663,171
Reversal of allowance for expected credit losses	(13,044,870)	(10,411,407)	(11,362,624)	(15,595,250)
Gain on fair value adjustment of investment properties	(72,290,000)	(291,800,000)	(72,290,000)	(291,800,000)
Long-term employee benefit expenses	23,802,153	45,150,395	23,802,153	45,150,395
Reversal of provision for annual leave of employee	(26,397,309)	(2,020,332)	(26,397,309)	(2,020,332)
Employee expenses for Mutual Separate Plan project	-	431,670,007	-	431,670,007
Reversal of other non-current liabilities	-	(7,494,792)	-	(7,494,792)
Write off bad debts	4,656,727	370,668	4,656,727	370,668
Unrealised loss on exchange rate	25,302	180,539	42,200	179,940
Loss (gain) on fair value adjustments of financial instruments	(997,535)	1,608,150	(997,535)	1,608,150
Gain on disposal of equipment	(29,339,087)	(25,152)	(29,339,087)	(25,152)
Gain on equipment transfer	(2,978,000)	-	(2,978,000)	-
Loss on disposal of intangible assets	477	1,247	477	1,247
Reversal of loss on impairment of equipment	(4,298,507)	-	(4,298,507)	-
Gain on barter of copyright	(4,491,000)	-	(4,491,000)	-
Gain on barter of advertising	-	(5,090,233)	-	(5,090,233)
Dividend income	(545,072)	(61,757)	(545,072)	(61,757)
Finance income	(2,420,696)	(5,271,029)	(2,717,547)	(5,593,101)
Finance cost	23,332,143	6,076,151	23,329,903	6,069,611
Profit (loss) from operating activities before changes in operating assets and liabilities	192,406,104	(106,354,811)	193,193,342	(105,859,524)
Operating assets (increase) decrease				
Trade and other receivables	109,799,898	22,826,580	111,005,917	26,677,662
Inventories	-	789,152	-	-
Other current assets	13,514,224	487,131	13,520,461	166,041
Other non-current assets	(82,441)	1,692,361	(462,441)	1,673,209
Operating liabilities increase (decrease)				
Trade and other payables	(119,269,131)	(73,496,219)	(119,010,983)	(72,932,326)
Unearned income	(15,866,125)	518,224	(15,866,125)	705,139
Advance received from NBTC	-	73,164,990	-	73,164,990
Other current liabilities	(7,659,378)	3,756,974	(7,653,184)	3,843,750
Deferred revenues	39,862,019	110,067,543	39,862,019	110,067,543
Other non-current liabilities	(4,877,265)	2,014,672	(5,227,833)	2,014,672

MCOT Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the year ended 31 December 2021

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
		(Restated)		(Restated)
Cash flows from operating activities (Continued)				
Non-current provisions for litigation	8,063,751	(1,070,000)	8,063,751	(1,070,000)
Cash paid for long-term employee benefits	(29,105,321)	(11,729,813)	(29,105,321)	(11,729,813)
Cash paid for employee of Mutual Separate Plan project	(695,917,770)	-	(695,917,770)	-
Cash from (used in) operating activities	(509,131,435)	22,666,784	(507,598,167)	26,721,343
Taxes received	27,878,162	27,874,878	27,655,500	25,778,656
Net cash flows from (used in) operating activities	(481,253,273)	50,541,662	(479,942,667)	52,499,999
Cash flows from investing activities				
Increase in short-term fixed deposits	(379,279)	(37,470,844)	(379,279)	(37,470,844)
Decrease in restricted bank deposits	(86,670)	383,518,518	(86,670)	383,518,518
Cash payments for acquisitions of plant and equipment	(230,598,336)	(94,551,837)	(230,598,336)	(94,551,837)
Cash payments for acquisitions of intangible assets	(34,790,082)	(93,184,091)	(34,790,082)	(93,184,091)
Proceeds from disposal of assets	32,171,450	36,781	32,171,450	36,781
Cash receipt from repayment of loan to subsidiary	-	-	-	2,200,000
Dividend received	545,072	61,757	545,072	61,757
Interest received	2,662,824	5,964,335	2,599,617	6,794,323
Net cash flows from (used in) investing activities	(230,475,021)	164,374,619	(230,538,228)	167,404,607
Cash flows from financing activities				
Cash receipt from short-term loan from financial institution	-	240,000,000	-	240,000,000
Repayment of short-term loan from financial institution	(240,000,000)	-	(240,000,000)	-
Cash receipt from long-term loan from financial institution	695,917,770	-	695,917,770	-
Cash receipt from change in ownership interest in subsidiaries without a change in control	-	-	-	-
	-	1,055,000	-	-
Repayment of principal portion of lease liabilities	(20,629,090)	(18,931,054)	(20,597,304)	(18,870,287)
Interest paid	(23,332,143)	(6,458,532)	(23,329,903)	(6,451,992)
Net cash flows from financing activities	411,956,537	215,665,414	411,990,563	214,677,721
Net increase (decrease) in cash and cash equivalents	(299,771,757)	430,581,695	(298,490,332)	434,582,327
Cash and cash equivalents at beginning of year	794,498,134	363,916,439	788,856,529	354,274,202
Cash and cash equivalents at end of year	494,726,377	794,498,134	490,366,197	788,856,529
	-		-	
Non-cash transactions				
Payables for acquisition of plant and equipment	53,891,280	243,426,691	53,891,280	243,426,691
Equipment increased from transferring	2,978,000	-	2,978,000	-
Right-of-use assets increased from leases	429,692	10,549,973	429,692	10,549,973
Payables for acquisition of intangible assets	16,107,491	31,158,336	16,107,491	31,158,336
Intangible assets increased from barter of copyright	4,491,000	-	4,491,000	-
Surplus on revaluation of investment properties	-	729,421,802	-	729,421,802

Details of the remuneration of the Company's Directors (Document for Agenda 6)

The Board of Directors approved the determination of the remuneration and meeting allowance of Directors for the year 2022, based on the same criteria in 2021, until there is a change as approved by the Shareholders' Meeting and approved to propose to the 2022 Annual General Meeting of Shareholders' Meeting for approval, the details of which are as follows:

Committees /Subcommittees	2021 Rate	2022 Rate
1. The Board of Directors The Board of Directors has the authority and duties to operate the Company's business to be in line with relevant laws, the Company's objectives, regulations, and resolutions of Shareholders' Meetings with integrity, ethics, and morality, and prudence for the best benefits of the Company and its shareholders. (in reference with Clause 35 of the Company's regulations)	1) Monthly Remuneration - Chairman 30,000.- Baht - Director 15,000.- Baht 2) Meeting Allowances - Chairman - Director 20,000.- Baht/Month (No more than 15times/Year)	1) Monthly Remuneration - Chairman 30,000.- Baht - Director 15,000.- Baht 2) Meeting Allowances - Chairman - Director 20,000.- Baht/Month (No more than 15times/Year) (present in the meetings only)
2. The Audit Committee has the following authority and duties: <ol style="list-style-type: none"> 1. To prepare the Internal Audit Charter in accordance with the Company's operations, which is required to be approved by the Board of Directors and reviewed at least once a year. 2. To ensure effectiveness of internal audit, corporate governance and risk management procedures. 3. To ensure accuracy and credibility of the Company's financial statements 4. To ensure the Company's compliance with laws, rules, regulations, Cabinet's resolutions, announcement or order relating to the Company's operations. 5. To ensure good internal control system and independent operations of the internal audit unit. 6. To study connected transactions or transactions that may cause conflicts of interest or corruption affecting the Company's operations 7. To consider and suggest to the Board of Directors regarding appointment, transfer, promotion and evaluation of the head of internal audit unit. 8. To coordinate with the Auditor on the Company's financial statements and may suggest the Auditor to review necessary transactions as well as propose determination of the Auditor's fee to the Board of Director. 9. To regulate internal control activities, preparation of financial statements, and other procedures related to anti-corruption measures. 	1) Monthly Remuneration - Chairman 12,500.- Baht - Director 10,000.- Baht 2) Meeting Allowances - Chairman - Director 5,000.- Baht/Month	1) Monthly Remuneration - Chairman 12,500.- Baht - Director 10,000.- Baht 2) Meeting Allowances - Chairman - Director 5,000.- Baht/Month (present in the meetings only)

Committees /Subcommittees	2021 Rate	2022 Rate
<p>10. To review the Company's operations to keep pace with the criteria of state enterprise's performance in all 7 areas, which are good corporate governance and corporate leadership, strategic planning, risk management and internal control, stakeholders and customers engagement, digital technology development, human capital management, knowledge and innovation management</p> <p>11. To perform other duties as prescribed by law or assigned by directors of state enterprises.</p>		
<p>3. The Nomination Committee has the following authority and duties:</p> <ol style="list-style-type: none"> 1. To review a current structure of Directors to ensure its strategic appropriateness and to propose improvement guidelines and Director nomination guideline in accordance with such structure. 2. To determine nomination procedures for Directors, President, high-ranking executives, advisors to Directors, advisors to Committees, advisors to Director-General/President or those who assume similar responsibilities but whose titles are called differently, with transparency in compliance with relevant criteria and regulations. 3. To select and nominate qualified persons whose characteristics are in compliance with relevant laws and regulations to be Directors of MCOT or to nominate President, high-ranking executives, advisors to Directors, advisors to Committees, advisors to President or those who assume similar responsibilities but whose titles are called differently to be newly appointed directors or to replace Directors retiring by rotation or those retiring for other reasons, to propose to the Annual General Meeting of Shareholders for approval on a case-by-case basis. 4. To perform other duties as assigned by the Board of Directors. 	<p>1) Monthly Remuneration - None</p> <p>2) Meeting Allowances - 10,000.-Baht/Month</p>	<p>1) Monthly Remuneration - None</p> <p>2) Meeting Allowances - 10,000.-Baht/Month (present in the meetings only)</p>
<p>4. The Remuneration Committee has the following authority and duties:</p> <ol style="list-style-type: none"> 1. To propose criteria for remuneration payment and models and the amount of remuneration to be paid to Directors using fair and reasonable principles in accordance with their responsibilities, based on operating results and business size as well as practical guidelines adopted in the same business, to the Board of directors to propose to the Annual General Meeting of Shareholders for approval 2. To consider guidelines for remuneration determination and propose remuneration to be paid to Director-General/ President, advisors to Directors, advisors to Committees, advisors to Director-General/ President or those who assume similar responsibilities but whose titles are called differently, to the Board of Directors 3. To determine criteria and performance evaluation procedure in a management contract used for the position of President as follows <ol style="list-style-type: none"> (1) To determine goals and KPIs for Director-General/ President to achieve within the benchmark timeframe 	<p>1) Monthly Remuneration - None</p> <p>2) Meeting Allowances - 10,000.-Baht/Month</p>	<p>1) Monthly Remuneration - None</p> <p>2) Meeting Allowances - 10,000.-Baht/Month (present in the meetings only)</p>

Committees /Subcommittees	2021 Rate	2022 Rate
<p>(2) To assess Director-General/President's performance in accordance with criteria and conditions specified in the management contract within the benchmark timeframe and report to the Board of Directors</p> <p>4. To consider criteria for remuneration payment and models to be paid to executives at levels equivalent to Senior Vice President or higher, on a fair and reasonable basis and propose to the Board of Directors to further propose to the Annual General Meeting of Shareholders for approval</p> <p>5. To perform other duties as assigned by the Board of Directors</p>		
<p>5. The Risk Management Committee has the following authority and duties:</p> <ol style="list-style-type: none"> 1. To establish policy, strategy and practical guidelines for conducting risk management plan, in accordance with the Company's overall strategy, to propose to the Board of Directors to consider the overall risk management 2. To screen the risk management plan that indicates sources of risk, risk measurement tools, criteria of work performance measurement, mechanism of work monitoring and evaluation, reporting and tangible control of potential risks at the suitable and acceptable level. 3. To review adequacy of risk management policy, strategic plan, action plan, and system as well as efficiency and proficiency of the operating system, and compliance with the preset risk management policy. 4. To provide the risk management structure of the entire organization that is consistent with the organization's working procedure and structure 5. To govern and monitor the implementation of risk management plan, policy, strategic plan and action plan; and to consider the actual operating results by comparing them with the work plan or determined targets at least in each quarter. 6. To communicate with the Board of Directors on improvements for more integrated risk management in the organization, and to attain the measurement criteria required by the Ministry of Finance, as well as criteria of the Stock Exchange of Thailand and other international standards. 7. To regularly communicate with the Audit Committee on suggestions to improve risk management to comply with set policies and strategies. 8. To appoint the working group to enrich the efficiency of risk management tasks as it deems necessary and appropriate. 9. To perform other duties specifically assigned by the Board of Directors 	<p>1) Monthly Remuneration - None</p> <p>2) Meeting Allowances - 10,000.-Baht/Month</p>	<p>1) Monthly Remuneration - None</p> <p>2) Meeting Allowances - 10,000.-Baht/Month (present in the meetings only)</p>

Committees /Subcommittees	2021 Rate	2022 Rate
<p>6. The Corporate Governance Committee has the following authority and duties:</p> <ol style="list-style-type: none"> 1. To lay out the drafted corporate governance policy , anti-corruption policy and business ethics and code of conduct under legal framework, resolutions of the Cabinet, criteria, regulations and rules currently stipulated by the organizations that govern the corporate governance such as the Stock Exchange of Thailand, the Securities and Exchange Commission, the State Enterprise Policy Office, the Ministry of Finance, supervisory ministries and other related agencies, as well as international corporate governance standards and propose to the Board of directors for approval and announcement as best practices for Directors, management and employees at all levels. 2. To supervise and suggest policy and guidelines that enable Directors, management and employees to perform duties with responsibility in accordance with the Corporate Governance Policy, Anti-Corruption Policy and to comply with the best practices, business ethics and code of conduct. 3. To consider, review and revise the corporate governance policy and the anti-corruption policy continually at least once (1) a year to keep these policies update and in line with the international standards, laws, criteria, rules and regulations as well as recommendations from internal units that have duties in the corporate governance matters as well as suggestions from shareholders on good corporate governance. 4. To follow up and assess performance of the Directors and executives in compliance with best practices as specified in the corporate governance policy and anti-corruption policy and to propose the results with necessary suggestions to the Board of Directors by January of the next year 5. To prepare guidelines for good corporate governance in accordance with corporate governance policy and anti-corruption policy 6. To review Charter for Corporate Governance, at least once a year, to ensure that it is up-to-date and complies with international practices, laws, rules, and regulations. 7. To set MCOT's CSR policy framework and short-term and long-term operation plans to be proposed to the Board of Directors for approval prior to the end of each fiscal year; and to govern and monitor the implementations through the CSR Working Group that has the responsibilities in preparing the quarterly progress reports on CSR activities to be submitted to the Corporate Governance Committee and the Board of Directors for approval. 8. To consult with specialists on corporate governance when necessary at MCOT's expenses. 9. To assess performance of the Corporate Governance Committee and report the results to the Board of Directors at the end of the year. 10. To perform any other duties assigned by the Board of Directors 	<ol style="list-style-type: none"> 1) Monthly Remuneration - None 2) Meeting Allowances - 10,000.-Baht/Month 	<ol style="list-style-type: none"> 1) Monthly Remuneration - None 2) Meeting Allowances - 10,000.-Baht/Month (present in the meetings only)

Committees /Subcommittees	2021 Rate	2022 Rate
7. The Labor Relations Committee Labor Relations Committee shall have authority as specified in Section 22 and 23 of the State Enterprise Labor Relations Act, B.E.2543 (2000) as follows: 1. To provide opinions on the improvement of the Company's operation effectiveness, including the promotion and development of the Company's labor relations. 2. To reconcile and settle the conflicts within the Company. 3. To review rules and regulations concerning the Company's operations, which benefit the employers, the employees, as well as the Company itself. 4. To discuss and find solutions to the complaints from the employees or the Labor Union, including complaints relating to disciplinary punishment. 5. To give advices on improvement of employment conditions as well as to collaborate to ensure effectiveness and protect the Company's interest.	1) Monthly Remuneration - None 2) Meeting Allowances - 10,000.-Baht/Month	1) Monthly Remuneration - None 2) Meeting Allowances - 10,000.-Baht/Month (present in the meetings only)
8. Sub-committees and Working Groups Other than No.1 - 7 (Only Directors appointed by the Board of Directors)	1) Monthly Remuneration - None 2) Meeting Allowances - 10,000.-Baht/Month	1) Monthly Remuneration - None 2) Meeting Allowances - 10,000.-Baht/Month (present in the meetings only)
<p>Any director appointed as a member of more than 2 committees, sub-committees or working groups other than the Board of Directors (including No.2-8) shall receive the meeting allowances from only two committees, not more than once per month per committee. (unchanged)</p> <p>Remuneration of members of the Board of Directors and the Audit Committee, who take up their position in the middle of the month, shall be calculated in accordance with the length of their taking up position. The Chairman of all committees shall receive 25% of additional allowance. (unchanged)</p>		

- **Other benefits** - None

Annual Bonus Payment Criteria

Criteria for bonus payment for Directors in 2022 will remain unchanged from that of 2021 and are subject to change in accordance with the resolution of the Annual General Meeting of Shareholders.

Bonus of the Board of Directors for the year 2022	
Directors' Bonus	Not exceeding 0.25% of the net profit and not exceeding Baht 500,000.- / Director
<p>In case that MCOT receives the assessment points of lower than 3.00 the bonus for Directors shall be reduced proportionately as follows:</p> <ul style="list-style-type: none"> - Lower than 3.00 but not lower than 2.50 points : 25% decrease per person - Lower than 2.50 but not lower than 2.00 points : 50% decrease per person 	
Chairman and Vice Chairman shall receive 25% and 12.5% additional bonus, respectively.	

• **2021 Director's Bonus**

The Board of Directors of MCOT Plc. decides not to receive 2021 bonus payment since the Company is required to reserve cash for payment of license fee for F.M. radio frequency operations, in business category.

Curriculum Vitae of the Company's Auditor EY OFFICE LIMITED

193/136-137 Lake Rajada Office Complex 33rd Floor Rajadapisek Road
Klongtoey, Bangkok 10110

Tel : (+66) 264-0777 Fax : (+66) 264-0789 – 90

(Document for Agenda 7)

1. Mr. Khitsada Lerdwana Certified Public Accountant (Thailand) No. 4958



Piosition : Audit Partner, EY Office Limited

Audit Experience : 1992 - Present

Education Background : Master's degree in Accounting and Finance, Chulalongkorn University
: Bachelor's degree in accounting, Thammasart University

Audit Experiences in Media Industry : JKN Global Media Public Company Limited
: GMM Grammy Public Company Limited
: Plan B Media Public Company Limited

2. Mr. Termphong Opanaphan Certified Public Accountant (Thailand) No. 4501



Piosition : Audit Partner, EY Office Limited

Audit Experience : 1990 - Present

Education Background : Master's degree in Accounting and Finance, Chulalongkorn University

Audit Experiences : GMM Grammy Public Company Limited
: Plan B Media Public Company Limited in Media Company

3. Mrs. Poonnart Paocharoen Certified Public Accountant (Thailand) No. 5238



Piosition : Audit Partner, EY Office Limited

Audit Experience : 1994 - Present

Education Background : Master's of Business Administration Thammasat University
: Bachelor's degree in accounting, Thammasart University

Audit Experiences : RPCG Public Company Limited
: Aira Capital Public Company Limited
: Country Group Holding Public Company Limited

The auditors from EY Office Limited are neither related nor have interest (except for providing accounting audit services) with MCOT and its subsidiaries, management, major shareholders or officials or any person related to them. Therefore, they are able to review and voice their opinion independently.

**Opinions of the Nomination Committee And profile of the persons
nominated to replace directors who retire by rotation
(for Agenda 8)**

1. Article 38 in the company's Articles of Association stated that "In every annual general shareholders' meeting, one third of the directors shall retire by rotation. If the number of directors vacating the office by rotation cannot be divided exactly in three parts, it shall be closest to one third. The directors retiring in the first and second year after the company registration shall be selected by drawing lots. In the third year onwards, the longest-serving directors shall retire by rotation but can be re-elected."

MCOT Plc's Board of Directors consists of 13 members. At the 2022 annual general shareholders' meeting, four directors retire by rotation are:

- | | |
|---|----------------------|
| 1. Mr. Pravaid Audthasupapon | Independent Director |
| 2. Mr. Phaiboon Siripanoosatien | Independent Director |
| 3. Mr. Boonson Jenchaimahakoon | Director |
| 4. Assoc. Prof. Kasemsarn Chotchakornpant | President |

The Board of Directors has assigned the Nomination Committee to nominate persons with appropriate qualifications, knowledge, capability and experience as well as other necessary elements that will be the most beneficial to the operations of the company for the Board of Directors' consideration and submission to the 2022 annual general shareholders' meeting for appointment replacing directors who retire by rotation.

MCOT Plc. published an announcement on its website inviting shareholders to propose meeting agenda and nominate the person with appropriate qualifications to be directors. However, no shareholder proposed agenda or nominate persons to be elected as director.

According to the Qualifications of Directors and Employees of State Enterprise Act, Section 12/1, a state enterprise is required to have at least one third of its directors listed in the Directors' Pool issued by the Ministry of Finance. In addition, the memorandum of the Securities and Exchange Commission No. Kor Lor Tor.Kor. (Wor) 30/2552 dated October 21. 2009, on the number of independent directors, stated that at least one third of the Board of Directors shall be independent directors. Based on this ratio, MCOT Plc. shall have at least five directors from the Director's Pool and five independent directors. At present, the MCOT Plc.'s Board of Directors consists of seven directors whose name appear in the Directors' Pool and eight independent directors. The directors who retire by rotation this year consist of two independent directors and two person whose names are in the Director's Pool.

The Nomination Committee, therefore, has recruited outsiders. The committee based on its consideration on the composition of the committee requiring several experts from different fields and qualifications needed and necessary to the company's operations (skill matrix) and to perform their duties,

ability to achieve corporate vision, compliance to the corporate strategy and core competency. Guidelines for nominating candidates to be elected as directors are as follows:

1. Possessing the qualifications and not having any characteristics prohibited by the following laws and regulations:

- The Standard Qualifications of Directors and State Enterprise Employees
- Public Limited Companies Act
- Securities and Exchange Act
- Regulations of MCOT

2. Possessing the qualifications that meet the Company's requirements and are necessary for its business operations, the details of which are as follows:

Specific Knowledge or Expertise	Sector
1. Economic finance and banking	<ul style="list-style-type: none"> • finance
2. Management and business management	<ul style="list-style-type: none"> • organizational management • risk management • internal control • human resource management • business management • marketing and sales • media and multimedia
3. Law	<ul style="list-style-type: none"> • business law • public law
4. Strategic planning and development	<ul style="list-style-type: none"> • strategic planning • security
5. Telecommunication and information technology	<ul style="list-style-type: none"> • broadcasting and information technology
6. Accounting	<ul style="list-style-type: none"> • accounting • accounting audit
7. Social	<ul style="list-style-type: none"> • corporate governance • social and environmental responsibility

3. Other general qualifications: persons with caliber, skills, and experience that are necessary for the Company's growth and development, and who fully contribute their physical strength, spirit and knowledge to the progress of the Company.

4. The nominees proposed for the appointment as Independent Director must possess the following qualifications:

“Independent director” refers to a Director who possesses independence in expressing his/her opinion, and his/her qualifications are specified below.

1) holding shares not more than 0.5% of the issued and paid-up share capital in the parent company, subsidiaries, affiliates or juristic persons who may cause any conflict of interest. This includes shares held by his/her related persons under Section 258 of the Securities and Exchange Act;

2) not being involved in the management of the Company and not being an officer, employee, advisor with regular salary nor a person authorized to control the Company, any of its subsidiary, associated

company, same-level subsidiary, or juristic person, which may have conflicts of interest, within the past 2 years prior to taking the office;

3) not being a person related by blood or registration under laws, such as father, mother, spouse, brother, sister or child including child's spouse, with any executive, major shareholder, person with authorization or person who will be nominated as executive or person with authorization of the Company or its associated company;

4) having no business relations with the Company in terms of other professional services such as legal advisor, financial advisor, asset appraiser etc., covering all types of business transactions, such as normal business transaction, transactions relating to rental or lease of property, assets or services and offer or receipt of financial assistance;

5) not being Director appointed as the representative of the Company's Director, major shareholder or shareholder who is related to the Company's major shareholder;

6) not having other characteristics that impede the exercise of the right to freedom of opinion and expression;

7) being Director with qualifications as specified in No.1-6 who may be assigned by the Board of Directors to make decisions in the business operation of the Company, its subsidiary, associated company, same-level subsidiary company, or juristic person, which may have conflicts of interest, adopting collective decision making approach.

*The definition of an "Independent Director" as set forth by the Company is tighter than the minimum requirements as described in the notification of the Capital Market Supervisory Board Re: The Acquisition of Share in the Business, which stipulates that the minimum amount of shares held by an independent director shall not exceed 1% of the total number of shares eligible to vote for the Company, any of its subsidiary, associated company, or juristic person which may have conflicts of interest. MCOT Plc. sets out the minimum amount of shares to be held by the Company's independent director which shall not exceed 0.5% of the issued and paid-up share capital in the parent company, subsidiaries, affiliates or juristic persons who may cause any conflict of interest, including those held by related persons under Section 258 of the Securities and Exchange Act, with reference to shareholding proportion as specified in the Act on Standards Qualifications for Directors and Employees of State Enterprises.

The Nomination Committee has considered the qualifications and composition of the Board of Directors needed and necessary to the operations of MCOT Plc. The committee considers that the media industry has high competition and is required to strictly comply to the rules and regulations of all regulatory bodies. It is necessary to rely on the continuity of the policy to ensure the desired direction of the organization that best address the changing situation and rules and regulations. The committee, therefore, proposed a list of candidates with appropriate knowledge and expertise according to the criteria for determining the composition and qualifications (skill mix) of the Board of Directors that are necessary for business operations of MCOT Plc. The nominees shall have the qualifications and shall not have prohibited qualifications of directors according to the Articles of Associations and related laws as follows:

1. Independent director: Mr. Pravaid Audthasupapon who has knowledge and expertise in economics, finance, banking, and laws (business, public), and is currently an independent director and a member of the Audit Committee. At present, he is a legal advisor to the National Health Security Office and can use his knowledge and experience in supervising the operations of MCOT Plc. to achieve maximum benefits.

During his directorship, he has appropriately performed the duty of a director and regularly attended committee meetings.

2. Independent director: Mr. Phaiboon Siripanoosatien who has knowledge, expertise on management and business administration (organization administration, risk management, business administration, marketing and sales), economics, finance, banking (finance) and development plan strategy. He is an independent director, chairman of the Executive Committee, and a member of the Risk Management Committee. At present, he is a director of Finansia Syrus Plc.'s director, and a director of Amanah Leasing Plc., which will benefit MCOT Plc. in terms of application of knowledge, skills and experience in supervising the organization and providing advice on MCOT Plc.'s operations for the best benefits of the organization.

During his directorship, he has appropriately performed the duty of a director and regularly attended committee meetings.

3. Director: Mr. Boonson Jenchaimahakoon who has knowledge and expertise in telecommunication, and information technology (broadcasting and information technology), economics, finance and banking. He is the chairman of the Risk Management Committee and a member of the Executive Committee, and also the first Senior EVP – Information Technology of the Government Savings Bank, and can utilize the knowledge and experience in information technology to supervise and provide recommendation on the operations of MCOT Plc. for the best benefits of the company.

During his directorship, he has appropriately performed the duty of a director and regularly attended committee meetings.

4. Director: Assoc. Prof. Kasemsarn Chotchakornpant who has knowledge and expertise in management and business administration, development plan strategy. He is a member of the Risk Management Committee, Executive Committee, and the President of MCOT Plc. His experience and expertise will be beneficial to the operations of MCOT Plc. as he can bring knowledge, capability and experience in supervising and providing advice to enable MCOT Plc. to achieve the best benefits.

During his directorship, he has appropriately performed the duty of a director and regularly attended committee meetings.

At its meeting no. 4/2022 dated February 28, 2022 The Board of Directors consider that the four directors have complete and appropriate qualifications in accordance with the Articles of Associations and related laws, knowledge and skills necessary to develop MCOT Plc. for growth and sustainability. The Board of Directors, therefore, resolved to propose the four directors who have passed the thorough, careful

and appropriate screening process to be re-elected as MCOT Plc.'s directors at the 2022 annual general shareholders meeting. Directors who have conflict of interest on this matter did not attend the meeting.

The four nominees are former directors of MCOT Plc. and nominated for re-appointment as directors.

MCOT Plc. has followed the procedures specified in the Office of the Prime Minister's regulations on Determining Policy and Supervision of a State Enterprise B.E. 2557 (2014) and the guideline on appointing directors of a state enterprise according to the Cabinet resolution dated July 18, 2017.

The committee, therefore, resolved to propose the four candidates to the 2022 annual general shareholders' meeting of MCOT Plc. for election as directors.

Profile of the Independent Director Retiring by Rotation and Being Re-Nominated for Directorship MCOT Public Company Limited
(Document for Agenda 8)



Name-Surname : Mr.Pravaid Audthasupapon
Age : 63
Proposed Position : Independent Director
Education Background : Master of Law (Public Law), Thammasat University
: Master of Education, Chulalongkorn University
: Bachelor of Economics, Sukhothai Thammathirat University
: Bachelor of Law, Thammasat University
: Bachelor of Education, Srinakharinwirot Pathumwan University

Present Position

Board member / Management in Listed Company - The Stock Exchange of Thailand

: None

Board member / Management in Non - Listed Company - The Stock Exchange of Thailand

: Legal Advisor at National Health Security Office (NHSO)

Work Experience

: 2017-2019 Director, Port Authority of Thailand (P.A.T)
: 2015-2017 Permanent Law Councilor (Expert Level), Office of the Council of State

Certifications

Thai Institute of Directors : None

Association (IOD)

Other : Senior Executive Law Program Class 5/2016

Specific knowledge and expertise : Economics, Finance and Banking (Finance), Law (Business and Public)

Terms of Directorship at MCOT :

Agenda	Period	Resolution	Term of Directorship
1	November 26, 2020 – April 2022	The Board of Directors' Meeting No. 17/2020 on November 26, 2020, to replace Mr.Thanawat Sungthong	2 Years

Meeting Attendances :

Meeting	2021
1. Board of Directors	16/16 (100%)
2. Shareholder	1/1 (100%)
3. Audit Committee	5/5 (100%)
4. Nomination Committee	10/10 (100%)

Family relationship with directors and executives : None

Holding positions at other companies which may case a conflict of interest to MCOT Plc. : None

Qualification according to Cabinet's Resolution on January 24, 2011 regarding the appointment of High-level government officials or persons as directors in many state enterprise : Yes

Qualification according to the laws and does not have prohibited qualification : Yes

Shareholding status : None

Additional qualifications for independent directors nominated

(Interest in the Company/ Parent Company/ Subsidiary/ Associated Company/ or person(s) who may have conflicts of interest at present or during the past 2 years)

Relationship	Qualifications	
1. Being a director who has been involved in management, an official, a staff or an advisor who has received the salary.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Having business relationship with the Company by way of providing any professional service, e.g. legal advisor, financial advisor, etc.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Being a director appointed to be the representative of the Company's director, major shareholder, or shareholder who has relationship with the major shareholder.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4. Having family relationship between directors and executives.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Background of illegal conduct during the past 10 years	Qualifications	
1. Having been a bankrupt person or having never been dishonest person in bankruptcy and incompetent or quasi-incompetent.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Having been sentenced by a final judgement of the Court to imprisonment except for an offence committed through negligence or a petty offence, or having never been sentenced by a final judgement of the Court to imprisonment for an offence against properties committed through dishonesty.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Having been subjected to a judgement or the court order to nationalize his/her property due to irregular wealth or tremendous increase of asset.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

As of February 28, 2022

Profile of the Independent Director Retiring by Rotation and Being Re-Nominated for Directorship MCOT Public Company Limited (Document for Agenda 8)



Name-Surname : Mr.Phaiboon Siripanoosatien
Age : 57
Proposed Position : Independent Director
Education Background : Master of Political Science (Politics and Government), Sukhothaithammathirat Open University
: Bachelor of Engineering, Chulalongkorn University
: Diploma, Nation Defence College, The National Defence Course

Present Position

Board member / Management in Listed Company - The Stock Exchange of Thailand

: Director, Finansia Syrus PCL.
: Director, Amanah PCL.

Board member / Management in Non - Listed Company - The Stock Exchange of Thailand

: None

Work Experience

: 2014-2018 Chairman of the Board and Director, Eastern Water Resources Development and Management PCL. (EASTWATER)
: 2013-2018 Executive Director and Sub-Committee, Drive Performance Management Geo-Informatics and Space Technology Development Agency (GISTDA), Ministry of Science and Technology
: 2014-2017 Director and Chairman of the Board, The Corporate Government and Social Responsibility Committee

Certifications

Thai Institute of Directors : Director Certificate Program Class 105/2008

Association (IOD)

Other : Certificate Course For Executives, Capital Market Academy Class 3
: Directors Certificate Program, Australian Institute of Company Director (ACID)

Specific knowledge and expertise : Management and Business Administration (Organizational Management, Risk Management, Business Management and Marketing and Sales)
Economics, Finance and Banking (Finance) Strategic Development Plan

Terms of Directorship at MCOT:

Agenda	Period	Resolution	Term of Directorship
1	November 26, 2020 – April 2022	The Board of Directors' Meeting No. 17/2020 on November 26, 2020, to replace Mr.Marut Buranasetkul	2 Years

Meeting Attendances :

Meeting	2021
1. Board of Directors	16/16 (100%)
2. Shareholder	1/1 (100%)
3. Audit Committee	5/5 (100%)
4. Risk Management Committee	3/3 (100%)
5. Executive Committee	8/8 (100%)

Family relationship with directors and executives : None

Holding positions at other companies which may case a conflict of interest to MCOT Plc. : None

Qualification according to Cabinet's Resolution on January 24, 2011 regarding the appointment of High-level government officials or persons as directors in many state enterprise : Yes

Qualification according to the laws and does not have prohibited qualification : Yes

Shareholding status : None

Additional qualifications for independent directors nominated

(Interest in the Company/ Parent Company/ Subsidiary/ Associated Company/ or person(s) who may have conflicts of interest at present or during the past 2 years)

Relationship	Qualifications	
1. Being a director who has been involved in management, an official, a staff or an advisor who has received the salary.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Having business relationship with the Company by way of providing any professional service, e.g. legal advisor, financial advisor, etc.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Being a director appointed to be the representative of the Company's director, major shareholder, or shareholder who has relationship with the major shareholder.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4. Having family relationship between directors and executives.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Background of illegal conduct during the past 10 years	Qualifications	
1. Having been a bankrupt person or having never been dishonest person in bankruptcy and incompetent or quasi-incompetent.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Having been sentenced by a final judgement of the Court to imprisonment except for an offence committed through negligence or a petty offence, or having never been sentenced by a final judgement of the Court to imprisonment for an offence against properties committed through dishonesty.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Having been subjected to a judgement or the court order to nationalize his/her property due to irregular wealth or tremendous increase of asset.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

As of February 28, 2022

Profile of the Independent Director Retiring by Rotation and Being Re-Nominated for Directorship MCOT Public Company Limited

(Document for Agenda 8)



Name-Surname : Mr. Boonson Jenchaimahakoon

Age : 55

Proposed Position : Director

Education Background : M.A. Master Degree in Industrail Engineering and Management Asia Institute of Technology
: B.A. Bachelor of Science (Mathematics), Kasetsart University

Present Position

Board member / Management in Listed Company - The Stock Exchange of Thailand

: None

Board member / Management in Non - Listed Company - The Stock Exchange of Thailand

: First Senior Executive Vice President, IT Group Government Saving Bank

Work Experience

: 2015 – Present First Senior Executive Vice President, IT Group Government Saving Bank

: 2010 – 2015 Senior Executive Vice President, IT Group Government Saving Bank

: 2019 Director, Dhipaya Life Assurance Plc.

Certifications

Thai Institute of Directors : Director Certificate Program Class 149/2011

Association (IOD)

Other

: Top Executive Program in Commerce and Trade (TEPCoT), Class 6, Commerce Academy, University of the Thai Chamber of Commerce

: Leadership Succession Program (LSP), Class 1, Institute of Research and Development for Public Enterprises

: Training Course on Administrative Justice for Executives, Class 6, The Office of the Administrative Courts

: Thailand Insurance Leadership Program, Class 6, Office of Insurance Commission

Specific knowledge and expertise : Telecommunication and information technology (Broadcasting Technology, Radio, Television and Information Technology Branch) Economics, Finance and Banking (Finance)

Terms of Directorship at MCOT :

Agenda	Period	Resolution	Term of Directorship
1	25 April 2019 – April 2022	Annual General Meeting of Shareholders on April 25, 2019	3 Years

Terms of Directorship at MCOT

Meeting	2021
1. Board of Directors	15/16 (93.75%)
2. Shareholder	2/2 (100%)
3. Risk Management Committee	5/5 (100%)
4. Executive Committee	8/8 (100%)

Family relationship with directors and executives : None

Holding positions at other companies which may case a conflict of interest to MCOT Plc. : None

Qualification according to Cabinet's Resolution on January 24, 2011 regarding the appointment of High-level government officials or persons as directors in many state enterprise : Yes

Qualification according to the laws and does not have prohibited qualification : Yes

Shareholding status : None

Background of illegal conduct during the past 10 years	Qualifications	
1. Having been a bankrupt person or having never been dishonest person in bankruptcy and incompetent or quasi-incompetent.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Having been sentenced by a final judgment of the Court to imprisonment except for an offence committed through negligence or a petty offence, or having never been sentenced by a final judgment of the Court to imprisonment for an offence against properties committed through dishonesty.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Having been subjected to a judgment or the court order to nationalize his/her property due to irregular wealth or tremendous increase of asset.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

As of February 28, 2022

Profile of the Independent Director Retiring by Rotation and Being Re-Nominated for Directorship MCOT Public Company Limited (Document for Agenda 8)



Name-Surname : Associate Professor Kasemsarn Chotchakornpant

Age : 52

Proposed Position : Director

Education Background : Doctor of Philosophy (Ph.D.) Major : Public Policy Analysis & Administration Saint Louis University, Saint louis, Missouri, USA

: Master of Public Administration Kentucky State University Specialty in MIS Frankfort, Kentucky, USA

: Bachelor of Public Administration (BPA) Police Cadet Academy , Sampran, Nakhon Pathom,

Present Position

Board member / Management in Listed Company - The Stock Exchange of Thailand

: President, MCOT Public Company Limited

Board member / Management in Non - Listed Company - The Stock Exchange of Thailand

: None

Work Experience

: 2018 – 2021 Director, International Ph.D. Program in Governance and Development - National Institute of Development Administration (NIDA)

: 2016 – 2018 Council Committee National Institute of Development Administration (NIDA)

: 2016 – 2018 Vice President for Planning, National Institute of Development Administration (NIDA)

: 2016 - 2018 Vice President for Planning - NIDA

: 2013 - 2016 Vice President for Administration - NIDA

Certifications

Thai Institute of Directors Association (IOD) : Director Certificate Program Class 314/2022

Other : Senior Strategic Administrator on Narcotics Prevention and Suppression (organized by ONCB 2018)

: Social Peace and Order, Joint State and Private Sectors Program (organized by Royal Thai Police, 2017)

: Competency Development of University Administrators (organized by NIDA)

: Copyright Development, Tokyo, Japan (funded by JICA, 2004)

: Police Inspectors (Education Office, Royal Thai Police, 1997)

Specific knowledge and : Management and business administration development planning **expertise**
strategy

Terms of Directorship at MCOT :

Agenda	Period	Resolution	Term of Directorship
1	27 October 2021 – April 2022	Board of Directors MCOT Plc. No. 13/21 October 27, 2021 to replace Mr. Khemmathat Poladej	6 months

Terms of Directorship at MCOT

Meeting	2021
1. Board of Directors	6/6 (100%)
2. Shareholder	-
3. Risk Management Committee	1/1 (100%)
4. Executive Committee	2/2 (100%)

Family relationship with directors and executives : None

Holding positions at other companies which may case a conflict of interest to MCOT Plc. : None

Qualification according to Cabinet’s Resolution on January 24, 2011 regarding the appointment of High-level government officials or persons as directors in many state enterprise : Yes

Qualification according to the laws and does not have prohibited qualification : Yes

Shareholding status : None

Background of illegal conduct during the past 10 years	Qualifications	
1. Having been a bankrupt person or having never been dishonest person in bankruptcy and incompetent or quasi-incompetent.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Having been sentenced by a final judgment of the Court to imprisonment except for an offence committed through negligence or a petty offence, or having never been sentenced by a final judgment of the Court to imprisonment for an offence against properties committed through dishonesty.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Having been subjected to a judgment or the court order to nationalize his/her property due to irregular wealth or tremendous increase of asset.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

As of February 28, 2022

**Comparison of the amendment of the Articles of Association
and
Memorandum of Association Section 3 – Objectives of MCOT Plc.
(for Agenda 9)**

MCOT Plc. Memorandum of Association	Draft Articles of Association of MCOT Public Company Limited requesting amendment
<p>Article 49. At a meeting of the Board of Directors, at least half (1/2) of the total number of the directors shall constitute a quorum.</p> <p>A meeting of the Board of Directors can be conducted through electronic media by adhering to the announcement of the National Council for Peace and Order No. 74/2014 and the announcement of the Ministry of Information Technology and Communication on the Security Standard of an Electronic Meeting B.E. 2557 (2014) and other laws related to such meetings as well as amendments in the future.</p> <p>The Chairman of the Board of Directors shall chair the meeting. In an event that there is no Chairman of the Board or the chairman is not present at the meeting or is unable to perform duty, if there is a vice chairman, the vice chairman shall be the chairman of the meeting. In the event that there is no vice chairman or the vice chairman is not present at the meeting or unable to perform the duty, the directors present shall elect one among themselves to chair the meeting.</p> <p>The decision of the Board of Directors meeting shall be made by a majority of votes. One (1) director has one (1) vote unless a director who has an interest in any matter has no right to vote on that matter. In the case of equal votes, the chairman of the meeting shall have the right to vote one more (1) as a casting vote.</p>	<p>Article 49. At a meeting of the Board of Directors, at least half (1/2) of the total number of the directors shall constitute a quorum.</p> <p>A meeting of the Board of Directors can be conducted through electronic media by adhering to the related laws.</p> <p>The Chairman of the Board of Directors shall chair the meeting. In an event that there is no Chairman of the Board or the chairman is not present at the meeting or is unable to perform duty, if there is a vice chairman, the vice chairman shall be the chairman of the meeting. In the event that there is no vice chairman or the vice chairman is not present at the meeting or unable to perform the duty, the directors present shall elect one among themselves to chair the meeting.</p> <p>The decision of the Board of Directors meeting shall be made by a majority of votes. One (1) director has one (1) vote unless a director who has an interest in any matter has no right to vote on that matter. In the case of equal votes, the chairman of the meeting shall have the right to vote one more (1) as a casting vote.</p>

Amendment to the Company's Memorandum of Association Clause 3 Objectives Of MCOT Public Company Limited

Old: The company's objectives consisted of 57 items.

Amendment: The company's objectives consisted of 73 items.

Clause 58: Operating businesses related to production and distribution of electricity, power energy, hydroelectricity, steam and electricity from all types of renewable energy, which includes the purchase, selling, survey, development, sourcing, hiring, process, planning, building, inspection, analysis, design research, installation, production, procure, supply, maintenance, storage, reserve, auction, contract, construction, repair, import, export, and operations related to electricity, water, steam, electric power, and electricity from all types of renewable energy and other sources of energy that promotes businesses related to energy, electricity, water, steam and electricity from all types of renewable energy

Clause 59: Operating business as a cryptocurrency trading center, digital token trading center, digital token broker, cryptocurrency trader, digital token trader; providing advice and recommendation to business operators or individuals about cryptocurrency and digital token; providing digital currency exchange services or sell digital currency; investing in digital asset, including but not limited to mining, trading and exchanging of digital assets; and investing or providing other services related to cryptocurrency and digital token transactions (when approved by related agencies in case the activities require permission); providing data storage, processing, checking and validating data on decentralized network of electronic transaction on Blockchain technology; research, development and collection of information about information technology to enhance academic and technology knowledge and expertise

Clause 60: Operating trading, import, export, rent, and hire purchase of machinery, engines, mechanical tools, equipment, robots, artificial intelligence, vehicles, electrical generators and appliances, electrical rice cooker, electrical iron, water pump, heaters, coolers, kitchenware, ironware, copperware, brassware, sanitary ware, houseware, furniture, electrical appliance, plumbing equipment, and parts or spare parts of the aforementioned products

Clause 61: Operating trading, import, export, rent and hire purchase of machinery, robot and artificial intelligences, medical equipment, measurement equipment, scientific equipment and other professional equipment, office equipment, factory equipment, equipment in all types of vehicles, electrical machinery, electrical equipment, and spare parts and parts of the aforementioned products

Clause 62: Operating businesses related to the construction, maintenance, development or jointly development of online application, information technology, computer programs, software, game, entertainment programs, movie, websites and news

Clause 63: Operating businesses related to data network installation service, data network management, data allocation, analysis and categorization in order for use and services that directly meet the demand of the customers; management of Big Data; providing online data network service, online department store and product management for businesses; operating distribution and export of goods via e-commerce channel; providing e-commerce system development; developing online payment system, logistics system and online trading system

Clause 64: Operating businesses related to distribution, producing, designing, assembling, modifying, repairing, purchasing, selling, renting, leasing, hire purchase, consignment, exchange, mortgage, pledge, sublease, source or supply of bicycles, motorcycles, passenger cars, pickup trucks, trucks, bus or land, water and air transport vehicles driven by all types of engines, natural gas vehicles, electric vehicles, and spare parts and parts of such products, including transport service, hire of transport services, procurement of all types of vehicles for people, goods, objects or materials transport for own business or in a joint operations with other company or juristic person and other businesses operating land, water and air transport and other services in the country and overseas and international businesses

Clause 65: Operating job placement and recruitment business (when obtaining permission from related agencies in case the activity requires permission), including providing consultancy service about employment management, commerce, industry, innovation as well as production, marketing and distribution

Clause 66: Operating businesses related to distribution, production, assembling, installation and repair machinery, machine, engines, equipment, tools and other equipment used in industry, agriculture, science, medicine, electronic equipment, communications. Telecommunications, speakers and equipment related to such products

Clause 67: Operating business related to production, assembling, installation and repair of chemicals, sanitary ware, medicines, office equipment, house, other business building, houseware, woven ware, rattan ware, ceramic, glass, measurement equipment, sports ware, musical instruments, toys, wallpaper, stationery, education equipment and plumbing equipment

Clause 68: Operating condominium trade, purchase, selling, installment purchase, rent, lease condominiums in such projects

Clause 69: Operating movie studio, studio for TV soap operas and programs, theatre, studio rental for movie and TV program production, theatre rental, including other entertainment business; providing consultancy on entertainment business, such as concert, stage play and stage performance

Clause 70: Operating business related to advertisement, designing and production of advertisement movie, radio advertisement, print advertisement, photo and other media advertisement, and publicity

Clause 71: Operating retail sale, wholesale, and export of movies, products related to telecommunications or media produced locally and overseas by the company

Clause 72: Operating businesses related to copying, modifying, correcting, changing and distribution of photos, advertisement, news, documentary, soap opera, performance, entertainment programs, movie and programs produced by other producers with permission from the legal copyright owners or patent holders

Clause 73: Operating businesses related to planning, designing, producing, decorating, building, making stage, shops, seminar, discussion and symposium of all kinds, exhibition, press conference, product launch, sales promotion activity, meetings, light and sound show, fashion show, opening ceremony, closing ceremony, reception and all events for individuals, groups, juristic persons, government agencies in and outside the country

Proxy Form

Proxy Assignment

If a shareholder cannot attend the 2022 Annual General Meeting of Shareholders, the shareholder may assign a person or the Independent Director as the proxy to attend the meeting. Enclosed herewith are three types of Proxy Forms, one of which must be chosen by the shareholder. The three types of Proxy Forms are as follows:

1. Form A: General Proxy Form
2. Form B: Specific Proxy Form
3. Form C: Partial Proxy Form (for foreign shareholders who authorize the Custodian in Thailand)

For the shareholders wishing to assign a proxy to attend the meeting, **please choose only one of the three types of Proxy Forms listed above.**

Curriculum Vitae of the Independent Director who are acting as shareholder proxy

Name-Surname	Asst.Prof.Kangwan Yodwisitsak	
Age	50	
Address	63/1 Rama IX Road, Huaykwang Bangkok 10310	
Current Position	The Independent Director/ Chairman of the Audit Committee	
Education	: Doctor of Business Administration (DBA), The University of South Australia, Adelaide, Australia : Master of Business Administration (MBA) in Finance and Marketing, Sasin School of Management : Bachelor of Business Administration (BBA) in Marketing, Assumption University	
Work Experience Listed companies Companies /Other companies 1 Place	: None : Full-time Faculty Member, Faculty of Business Administration for Society, Srinakharinwirot University	
Conflict in Item	Not having conflict of interest in any agenda proposed to this Annual General Meeting of Shareholders	
Name-Surname	Pol.Lt.Gen.Sirichun Chunsangsawang	
Age	63	
Address	63/1 Rama IX Road, Huaykwang Bangkok 10310	
Current Position	The Independent Director/ Member of the Audit Committee	
Education	: Doctor of Philosophy (Development Management), Suan Sunantha Rajabhat University : Master of Art (Administration and Social development), Kasetsart University : Bachelor of Laws, Sukhothai Thammathirat Open University : Bachelor of Business Administration (Accounting), Ramkhamhaeng University : Bachelor of Business Administration (Finance and Banking), Ramkhamhaeng University	
Work Experience Listed companies Companies /Other companies	: None : None	
Conflict in Item	Not having conflict of interest in any agenda proposed to this Annual General Meeting of Shareholders	

หนังสือมอบฉันทะแบบ ก.
Proxy Form (A)

Duty Stamp
20 Baht
ติดอากร
แสตมป์ 20

เขียนที่ / Made at

วันที่ /Dateเดือน/ Monthพ.ศ./Year

1) ข้าพเจ้า I/Weสัญชาติ/Nationality

อยู่บ้านเลขที่/Residing at.....ถนน/Road.....ตำบล/แขวง/Sub district

อำเภอ/เขต /Districtจังหวัด /Provinceรหัสไปรษณีย์ /Postal Code.....

2) เป็นผู้ถือหุ้นของบริษัท อสมท จำกัด (มหาชน) จำนวนหุ้น.....หุ้น

as a shareholder of MCOT Public Company Limited, holding a total amount of shares

3) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ /Name.....อายุ /Ageปี

อยู่บ้านเลขที่ /Residing at No.....ถนน /Roadตำบล/แขวง /Sub district

อำเภอ/เขต/Districtจังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....

หรือ/or มอบฉันทะให้ กรรมการอิสระ/กรรมการตรวจสอบ /the Independent Director/ Chairman of the Audit Committee

☐ ผศ.กังวาน ยอดวิเศษ อายุ 50 ปี หรือ ☐ พล.ต.ท.หญิง ศิริจันทร์ จันทพรแสงสว่าง อายุ 63 ปี

Asst.Prof.Kangwan Yodwisitsak age 50 or Pol.Lt.Gen.Sirichun Chunsangawang age 63

เลขที่/Residing at No. 63/1 ถนน/Road พระราม 9/ Rama 9 ตำบล/แขวง/ Sub district ห้วยขวาง/Huaykwang อำเภอ/เขต/District

ห้วยขวาง/ Huaykwang จังหวัด/Province กรุงเทพฯ/Bangkok รหัสไปรษณีย์/Postal Code 10310

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น บมจ. อสมท

ประจำปี 2565 ในวันพฤหัสบดีที่ 21 เมษายน 2565 เวลา 13.30 น. ณ ห้องส่ง 5 ชั้น 1 อาคารปฏิบัติการวิทยุและโทรทัศน์ เลขที่ 63/1 ถนน

พระราม 9 แขวง ห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร 10310 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of above is assigned as my/our proxy to attend and vote in the 2022 Annual General Meeting of Shareholders on Thursday, April 21,

2022 at 13.30 at Broadcasting Room 5, Floor 1 MCOT Broadcasting Operation Building 63/1 Rama IX Road, Huaykwang Bangkok

10310.

or at any adjournment thereof to any other date, time and venue.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

ลงชื่อ/ Signedผู้มอบฉันทะ/Grantor

ลงชื่อ/ Signedผู้รับมอบฉันทะ/ Proxy

ลงชื่อ/ Signedผู้รับมอบฉันทะ/ Proxy

ลงชื่อ/ Signedผู้รับมอบฉันทะ/ Proxy

วันที่/ Date/...../.....

หมายเหตุ /Remarks:

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้น ให้

ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the votes on his/her/their

behalf and all votes of a shareholder cannot be split for more than one proxy.

Duty Stamp
20 Baht
ติดอากร
แสตมป์ 20

หนังสือมอบฉันทะแบบ ข.

Proxy Form (B)

เขียนที่ / Made at

วันที่/ Dateเดือน/ Monthพ.ศ./Year

1) ข้าพเจ้า I/Weสัญชาติ/Nationality
อยู่บ้านเลขที่/Residing at.....ถนน/Road.....ตำบล/แขวง/Sub district
อำเภอ/เขต /Districtจังหวัด /Provinceรหัสไปรษณีย์ /Postal Code

2) เป็นผู้ถือหุ้นของ/as a shareholder of บริษัท อสมท จำกัด (มหาชน)/MCOT Public Company Limited,
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding a total amount of shares, and is entitled to cast.....votes
หุ้นสามัญ/Ordinary share.....หุ้น/shares และออกเสียงลงคะแนนได้เท่ากับ /and is entitled to cast.....เสียง/votes
หุ้นบุริมสิทธิ/Preferred share.....หุ้น/shares และออกเสียงลงคะแนนได้เท่ากับ/and is entitled to cast.....เสียง/votes

3) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ /Name.....อายุ /Ageปี
อยู่บ้านเลขที่ /Residing at No..... ถนน /Roadตำบล/แขวง /Sub districtอำเภอ/เขต/District
.....จังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....

หรือ/or มอบฉันทะให้ กรรมการอิสระ/กรรมการตรวจสอบ /the Independent Director/ Chairman of the Audit Committee

☐ ผศ.กังวาน ยอดวิทย์ศักดิ์ อายุ 50 ปี หรือ ☐ พล.ต.ท.หญิง ศิริจันทร์ จันทรแสงสว่าง อายุ 63 ปี
Asst.Prof.Kangwan Yodwisitsak age 50 or Pol.Lt.Gen.Sirichun Chunsangsawang age 63

เลขที่/Residing at No. 63/1 ถนน/Road พระราม 9/ Rama 9 ตำบล/แขวง/ Sub district ห้วยขวาง/Huaykwang อำเภอ/เขต/District
ห้วยขวาง/Huaykwang จังหวัด/Province กรุงเทพฯ/Bangkok รหัสไปรษณีย์/Postal Code 10310

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น บมจ. อสมท
ประจำปี 2565 ในวันพฤหัสบดีที่ 21 เมษายน 2565 เวลา 13.30 น. ณ ห้องส่ง 5 ชั้น 1 อาคารปฏิบัติการวิทยุและโทรทัศน์ เลขที่ 63/1 ถนนพระราม 9
แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร 10310 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of above is assigned as my/our proxy to attend and vote in the 2022 Annual General Meeting of Shareholders on Thursday, April 21, 2022
at 13.30 at Broadcasting Room 5, Floor 1 MCOT Broadcasting Operation Building 63/1 Rama IX Road, Huaykwang Bangkok 10310. or at
any adjournment thereof to any other date, time and venue.

4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

☐ วาระที่ 1 : เรื่องที่ประธานฯ แจ้งให้ที่ประชุมทราบ

Agenda 1 : Report by the Chairman

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ จดออกเสียง / Abstain

- ☐ วาระที่ 2 : เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น บมจ. อสมท ประจำปี 2564 ในวันศุกร์ที่ 30 เมษายน 2564
Agenda 2 : To approve the Minutes of the 2021 Annual General Meeting of Shareholders held on Friday, April 30, 2021
- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy may consider the matters and vote on my/our behalf as follows;
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ งดออกเสียง / Abstain
- ☐ วาระที่ 3 : เรื่อง พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2564 (วันที่ 1 มกราคม – 31 ธันวาคม 2564)
Agenda 3 : To acknowledge the report on the Company's 2021 operating results (the period between January 1 – December 31, 2021)
- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy may consider the matters and vote on my/our behalf as follows;
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ งดออกเสียง / Abstain
- ☐ วาระที่ 4 : เรื่อง พิจารณานุมัติงบแสดงฐานะการเงิน บัญชีกำไรขาดทุน สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ 31 ธันวาคม 2564
Agenda 4 : To approve the Company's financial statements and income statement for the year ended December 31, 2021
- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy may consider the matters and vote on my/our behalf as follows;
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ งดออกเสียง / Abstain
- ☐ วาระที่ 5 : เรื่อง พิจารณาการจ่ายเงินปันผลประจำปี 2564
Agenda 5 : To approve dividend payment for the year 2021
- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy may consider the matters and vote on my/our behalf as follows;
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ งดออกเสียง / Abstain
- ☐ วาระที่ 6 : เรื่อง พิจารณานุมัติค่าตอบแทนของกรรมการบริษัท
Agenda 6 : To approve directors' remuneration
- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy may consider the matters and vote on my/our behalf as follows;
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ งดออกเสียง / Abstain

☐ วาระที่ 7 : เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนแก่ผู้สอบบัญชี ประจำปี 2565

Agenda 7 : To approve the appointment of the auditor and determination of its audit fee for the year 2022

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ จดออกเสียง / Abstain

☐ วาระที่ 8 : เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda 8: To approve the appointment new directors in replacement of those who are due to retire by rotation

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ การแต่งตั้งกรรมการทั้งชุด / The appointment of the whole Board of Directors

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ จดออกเสียง / Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล / The appointment of individual Directors

1. นายประเวศ อรรถคุณผล (Mr.Pravaid Audthasupapon)

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ จดออกเสียง / Abstain

2. นายไพบุณย์ ศิริภานุเสถียร (Mr.Phaiboon Siripanoosatien)

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ จดออกเสียง / Abstain

3. นายบุญสน เจนชัยมหกุล (Mr. Boonson Jenchaimahakoon)

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ จดออกเสียง / Abstain

4. รองศาสตราจารย์เกษมสันต์ โชติชาครพันธุ์ (Associate Professor Kasemsarn Chotchakornpant)

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ จดออกเสียง / Abstain

☐ วาระที่ 9 : พิจารณานุมัติการแก้ไขข้อบังคับของ บริษัท อสมท จำกัด (มหาชน) และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 3 วัตถุประสงค์ของบริษัท

Agenda 9: To approve revision of the Company's regulations and amendments to Article 3 "Purposes of the Company" in the Memorandum of Association

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

☐ The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ จดออกเสียง / Abstain

☐ วาระที่ 10 : เรื่องอื่นๆ (ถ้ามี) / Agenda 9 : Others (if any)

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ จดออกเสียง / Abstain

5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ให้ถือว่า การลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ถือเป็น การลงคะแนนเสียงของผู้ถือหุ้น

The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการลงคะแนนเสียงในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

กิจการใดที่ผู้รับมอบอำนาจได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำให้เองทุกประการ

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

ลงชื่อ/ Signed ผู้มอบอำนาจ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบอำนาจ/ Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบอำนาจ/ Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบอำนาจ/ Proxy
(.....)

วันที่/ Date/...../.....

หมายเหตุ / Remarks

ก. ผู้ถือหุ้นที่มอบอำนาจ จะต้องมอบอำนาจให้ผู้รับมอบอำนาจเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบอำนาจหลายคนเพื่อแยกการลงคะแนนเสียงได้

shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the vote on his/her /their behalf and all votes of a shareholder cannot be split for more than one proxy.

ข. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director

ค. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าที่ระบุไว้ข้างต้น ผู้มอบอำนาจสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบอำนาจแบบ ข. ตามแนบ

Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form B.

ใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะ (แบบ ข.) / Annex to the Form of Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อสมท จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น บมจ. อสมท ประจำปี 2565 ในวันพฤหัสบดีที่ 21 เมษายน 2565 เวลา 13.30 น. ณ ห้องส่ง 5 ชั้น 1 อาคารปฏิบัติการวิทยุและโทรทัศน์ เลขที่ 63/1 ถนนพระราม9 แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร 10310

Grant of proxy as a shareholder of MCOT Plc. At the 2022 Annual General Meeting of Shareholders on Thursday, April 21, 2022 at Broadcasting Room 5, Floor 1 MCOT Broadcasting Operation Building 63/1 Rama IX Road, Huaykwang Bangkok 10310.

หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย / or at any adjournment thereof to any other date, time and venue.

☐ วาระที่ /Agenda..... เรื่อง /Subject

- ☐ ก. ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ ข. ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

☐ วาระที่ /Agenda..... เรื่อง /Subject

- ☐ ก. ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ ข. ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

☐ วาระที่ 8 : เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda 8 : To approve the appointment new directors in replacement of those who are due to retire by rotation

ชื่อกรรมการ

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

ชื่อกรรมการ

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

ชื่อกรรมการ

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

ชื่อกรรมการ

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I hereby certify that all details in this Annex to the form of proxy are true and correct in every respect.

หนังสือมอบฉันทะแบบ ค.

Proxy Form (C)

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงหุ้นต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลผู้ถือหุ้น)
(for foreign shareholders who authorize the Custodian in Thailand.)

เขียนที่ / Made at

วันที่/ Dateเดือน/ Monthพ.ศ./Year

1) ข้าพเจ้า/We.....สัญชาติ/Nationality

อยู่บ้านเลขที่/Residing at.....ถนน/Road.....ตำบล/แขวง/Sub district

อำเภอ/เขต /Districtจังหวัด /Provinceรหัสไปรษณีย์ /Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลผู้ถือหุ้นให้กับ.....

As the Custodian of (Please specify the fund name / Shareholder name)

ซึ่งเป็นผู้ถือหุ้นของ/as a shareholder of บริษัท อสมท จำกัด (มหาชน)/MCOT Public Company Limited,

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

holding a total amount ofshares Which are entitled to castvotes as follows

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

Ordinary share shares in total which ae entitled to cast votes

หุ้นบุริมสิทธิ.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share shares in total which ae entitled to cast votes

2) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ /Name.....อายุ /Ageปี

อยู่บ้านเลขที่ /Residing at No..... ถนน /Roadตำบล/แขวง /Sub districtอำเภอ/เขต/District

.....จังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....

หรือ/or มอบฉันทะให้กรรมการอิสระ/กรรมการตรวจสอบ /the Independent Director/ Chairman of the Audit Committee

☐ ผศ.กังวาน ยอดวิเศษ/ศีกดิ์ อายุ 50 ปี หรือ ☐ พล.ต.ท.หญิง ศิริจันทร์ จันทะแสงสว่าง อายุ 63 ปี

Asst.Prof.Kangwan Yodwisitsak age 50 or Pol.Lt.Gen.Sirichun Chunsangswang age 63

เลขที่/Residing at No. 63/1 ถนน/Road พระราม 9/ Rama 9 ตำบล/แขวง/ Sub district ห้วยขวาง/Huaykwang อำเภอ/เขต/District

ห้วยขวาง/ Huaykwang จังหวัด/Province กรุงเทพฯ/Bangkok รหัสไปรษณีย์/Postal Code 10310

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น บมจ. อสมท ประจำปี 2565 ในวันพฤหัสบดีที่ 21 เมษายน 2565 เวลา 13.30 น. ณ ห้องส่ง 5 ชั้น 1 อาคารปฏิบัติการวิทยุและโทรทัศน์ เลขที่ 63/1 ถนนพระราม 9 แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร 10310 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of above is assigned as my/our proxy to attend and vote in the 2022 Annual General Meeting of Shareholders on Thursday, April 21, 2022 at 13.30 at Broadcasting Room 5, Floor 1 MCOT Broadcasting Operation Building 63/1 Rama IX Road, Huaykwang Bangkok 10310. or at any adjournment thereof to any other date, time and venue.

3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

We authorise our proxy to attend the meeting and cast the votes on our behalf in the following manner:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

The voting right in all the voting shares held by us is granted to the proxy.

☐ มอบฉันทะบางส่วน คือ

The voting right in part of the voting shares held by us is granted to the proxy as follows:

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

Ordinary share shares in total which ae entitled to cast votes

☐ หุ้นบุริมสิทธิ.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share shares in total which ae entitled to cast votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด Totalเสียง/votes

4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

We authorise our proxy to cast the votes on our behalf at the above meeting in the following manner:

☐ วาระที่ 1 : เรื่องที่ประธานฯ แจ้งให้ที่ประชุมทราบ

Agenda 1 : Report by the Chairman

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

☐ วาระที่ 2 : เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น บมจ. อสมท ประจำปี 2564 วันศุกร์ที่ 30 เมษายน 2564

Agenda 2 : To approve the Minutes of the 2021 Annual General Meeting of Shareholders held on Friday, April 30, 2021

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

☐ วาระที่ 3 : เรื่อง พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2564 (วันที่ 1 มกราคม – 31 ธันวาคม 2564)

Agenda 3 : To acknowledge the report on the Company's 2021 operating results (the period between January 1 – December 31, 2021)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

☐ วาระที่ 4 : เรื่อง พิจารณานุมัติงบแสดงฐานะการเงิน บัญชีกำไรขาดทุน สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ 31 ธันวาคม 2564

Agenda 4 : To approve the Company's financial statements and income statement for the year ended December 31, 2021

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

☐ วาระที่ 5 : เรื่อง พิจารณาการจ่ายเงินปันผลประจำปี 2564

Agenda 5 : To approve dividend payment for the year 2021

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

☐ วาระที่ 6 : เรื่อง พิจารณามติคัดค้านของกรรมการบริษัท

Agenda 6 : To approve directors' remuneration

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy may consider the matters and vote on my/our behalf as follows;
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ งดออกเสียง / Abstain

☐ วาระที่ 7 : เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนแก่ผู้สอบบัญชี ประจำปี 2565

Agenda 7 : To consider and appoint the Company's auditor and the audit fee for the year 2022

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy may consider the matters and vote on my/our behalf as follows;
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ งดออกเสียง / Abstain

☐ วาระที่ 8 : เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda 8 : To approve the appointment new directors in replacement of those who are due to retire by rotation

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy may consider the matters and vote on my/our behalf as follows;
- ☐ การแต่งตั้งกรรมการทั้งชุด / The appointment of the whole Board of Directors
☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ งดออกเสียง / Abstain
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล / The appointment of individual Directors
1. นายประเวศ อรรถศุภผล (Mr.Pravaid Audthasupapon)
☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ งดออกเสียง / Abstain
2. นายไพบุลย์ สิริภาณุเสถียร (Mr.Phaiboon Siripanoosien)
☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ งดออกเสียง / Abstain
3. นายบุญสน เชนชัยมกุล (Mr. Boonson Jenchaimahakoon)
☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ งดออกเสียง / Abstain
4. รองศาสตราจารย์เกษมสันต์ โชติชาครพันธุ์ (Associate Professor Kasemsarn Chotchakornpant)
☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ งดออกเสียง / Abstain

☐ วาระที่ 9 : พิจารณามติการแก้ไขข้อบังคับของ บริษัท อสมท จำกัด (มหาชน) และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท
ข้อ 3 วัตถุประสงค์ของบริษัท

Agenda 9 : To approve revision of the Company's regulations and amendments to Article 3 "Purposes of the Company"
in the Memorandum of Association

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy may consider the matters and vote on my/our behalf as follows;
- ☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ งดออกเสียง / Abstain

☐ วาระที่ 10 : เรื่องอื่นๆ (ถ้ามี) / Agenda 9 : Others (if any)

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ให้ถือว่า การลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการลงคะแนนเสียงในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

กิจการใดที่ผู้รับมอบอำนาจได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

ลงชื่อ/ Signed ผู้มอบอำนาจ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบอำนาจ/ Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบอำนาจ/ Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบอำนาจ/ Proxy
(.....)

วันที่/ Date/...../.....

หมายเหตุ / Remarks:

1. หนังสือมอบอำนาจแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the Proxy from C
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบอำนาจ คือ / Evidences to be enclosed with the proxy form are:
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบอำนาจแทน
Letter of attorney form shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบอำนาจแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian
3. ผู้ถือหุ้นที่มอบอำนาจ จะต้องมอบอำนาจให้ผู้รับมอบอำนาจเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบอำนาจหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder assigning a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of such shareholder cannot be split for more than one proxy.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director
5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบอำนาจสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบอำนาจแบบ ค. ตามแนบ
Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form C.

ใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะ (แบบ ค.) /Annex to the Form of Proxy (Form C)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อสมท จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น บมจ. อสมท ประจำปี 2565 ในวันพฤหัสบดีที่ 21 เมษายน 2565 เวลา 13.30 น. ณ ห้องส่ง 5 ชั้น 1 อาคารปฏิบัติการวิทยุและโทรทัศน์ เลขที่ 63/1 ถนนพระราม 9 แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร 10310 หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

Grant of proxy as a shareholder of MCOT Plc At the 2022 Annual General Meeting of Shareholders on Thursday, April 21, 2022 at 13.30 hours at the Broadcasting Room 5, Floor 1 MCOT Broadcasting Operation Building 63/1 Rama IX Road, Huaykwang Bangkok 10310. or at any adjournment thereof to any other date, time and venue.

☐ วาระที่ /Agenda..... เรื่อง /Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐ งดออกเสียง/Abstainเสียง/ vote(s)

☐ วาระที่ /Agenda..... เรื่อง /Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

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☐ วาระที่ 8 : พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda 8 : To approve the appointment new directors in replacement of those who are due to retire by rotation

ชื่อกรรมการ

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐ งดออกเสียง/Abstainเสียง/ vote(s)

ชื่อกรรมการ

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐ งดออกเสียง/Abstainเสียง/ vote(s)

ชื่อกรรมการ

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐ งดออกเสียง/Abstainเสียง/ vote(s)

ชื่อกรรมการ

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐ งดออกเสียง/Abstainเสียง/ vote(s)

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I hereby certify that all details in this Annex to the form of proxy are true and correct in every respect.

Criteria, practice and proxy appointment for the E-AGM

1. Individuals attending E-AGM

1.1 Attending the meeting in person

Presenting valid document issued by government agencies that contains the current photo of the shareholder, e.g. ID card, or government official ID card or driving license of passport and ID card or passport (in case of a foreigner) with signature certifying true copy (a photocopy may be attached)

- (a) In case of name-last name change, evidence of the changes must be presented

1.2 In case the shareholder appoints a proxy to attend the meeting

- (a) The proxy form as attached in the notice to meeting which is correctly and completely filled and signed by the shareholder and proxy
- (b) A photocopy of the shareholder's document issued by the government agencies as indicated in 1.1 and the proxy has already signed to certify true copy
- (c) The proxy's document issued by government agencies as detailed in 1.1
- (d) In case of correction or crossing out of important message, the shareholder shall sign on every correction and the proxy must be affixed with duty stamp (MCOT Plc. will be responsible for duty stamp)

2. Juristic person attending the meeting via electronic media (E-AGM)

2.1 Representative of the shareholder attending the meeting in person

- (a) The representative's document issued by government agencies as indicated in 1.1
- (b) A photocopy of the shareholder's juristic person registration certified true copy by the representative and seal stamp (if any), and a message showing that the representative of the juristic person who signs in the proxy has the authority to act on behalf of the juristic person who is the shareholder
- (c) The proxy holder's document issued by the government as indicated in 1.1

2.2 The shareholders authorizes the proxy holder to attend the meeting

- (a) Proxy form as attached in the notice to meeting which is correctly and completely filled in and signed by the shareholder and the proxy holder
- (b) A photocopy of the shareholder's juristic person registration certified true copy by the representative and seal stamp (if any), and a message showing that the representative of the juristic person who signs in the proxy has the authority to act on behalf of the juristic person who is the shareholder
- (c) The proxy holder's document issued by the government as indicated in 1.1

3. Non-Thai juristic person who is a foreign investor and appoints a custodian in Thailand to be stock depository and keeper

The provisions in item 1 and item 2 shall apply mutatis mutandis to the shareholders or meeting attendees who are Thai nationality or which is a juristic person established under foreign law, as the case may be. This is subject to the following regulations:

- (a) Proxy Form C sent together with the notice to meeting or downloaded from www.mcot.net/ir which is completely and correctly filled in, and signed by the authorized person of the juristic person who is the shareholder, and the proxy holder.
- (b) A photocopy of the custodian's juristic person registration certificate issued by the Ministry of Commerce issued no more than 1 year prior to the date of the shareholders' meeting and signed to certify true copy with the authorized person of the juristic person or the proxy holder of the custodian (in case there is a proxy statement requiring the proxy holder to sign the document to certify true copy)
- (c) A photocopy of ID card or government official ID card of the authorized person of the custodian's juristic person who already sign to certify true copy
- (d) A photocopy of ID card or government official ID card of the proxy holder with signature of the proxy holder to certify true copy
- (e) A written document confirming that the person who signs on the proxy statement is authorized to operate custodian business
- (f) A photocopy of the power of attorney from the shareholder who is a foreign investor shall be signed by the custodian on his/her behalf

For any document that is not English original, the English translation shall be provided and the shareholder or the authorized person shall sign on behalf of the juristic person to verify the correctness of the translation.

- In case a fingerprint is used instead of a signature, the person should print the left thumb with the message "finger print of the left thumb of ...". Two witnesses shall sign to certify that it is the real the fingerprint of the person. The fingerprint shall be done in front of the witness. A certified true copy of ID card or government official ID card of each witness should also be provided.

4. A shareholder is dead: The real representation shall attend the meeting in person or authorize other to attend the meeting on his/her behalf. The person shall present the court order appointing the real representation signed by the authorized person and not older than six month before the meeting date.

5. A minor shareholder: The father-mother or the legal guardian shall attend the meeting in person or authorize other to attend the meeting by presenting the house registration of the shareholder who is a minor at the meeting.

6. A shareholder who is an incapacitated person or a person under disability: The guardian shall attend the meeting in person or authorize other person to attend the meeting on his/her behalf. The person shall present the court order appointing the guardian certified true copy by an authorized person and not older than six month before the meeting date.

At the 2022 general shareholders meeting, the shareholders who wish to attend the meeting in person or the proxy holder who is not the company's independent director shall follow the e-meeting procedure of Inventech Connect system. The company will open the system for registration on April 11, 2022 at 08.30 a.m. and close on April 21, 2022 when the meeting ends. If a shareholder cannot join the meeting in person, he/she may authorize other person to be the proxy holder or authorize one of the following independent director of the company to vote on his/belalf.

1. Asst. Prof. Kangwan Yodwisitsak, Chairman of the Independent Directors/ member of the Audit Committee

Or

2. Pol. Lt. Gen. Sirichun Chunsangsawang, Independent Director/ member of the Audit Committee

Shareholders who wish to appoint the company's independent director as the proxy holder shall send the proxy appointment form, which is completely signed according to the aforementioned criteria, to the Company Secretary together with other related document by April 20, 2022, at the following address:

Company Secretary

MCOT Plc.

63/1 Rama IX Road, Huay Bangkok 10310 Thailand

Regulations on Shareholder Meeting and Voting Instruction

No. 20

The Board of Directors shall hold the Annual General Meeting of shareholders within four months from the date ending the account period of the Company. Other Meetings of shareholders in addition to the Annual General Meeting shall be called the “Extraordinary General Meeting”, and the Board of Directors may convene the Extraordinary General Meetings of shareholders any time it deems expedient.

No. 21

One or more shareholder(s) holding not less than ten (10) percent of the total issued shares may request in writing to the Board of Directors to hold an extraordinary meeting of shareholders at any time but they shall clearly specify reasons for such request in the notice. In such case, the Board of Directors must hold a meeting of shareholders within forty-five days from the date of receipt of the notice.

In the case that the Board of Directors does not hold such meeting within the period specified in the first paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may hold the meeting by themselves within forty-five days from the lapse of the period referred in the first paragraph. In this case, it shall be deemed that such shareholder’s meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the organizing the meeting and facilitation.

In the case that the quorum of the meeting convened as requested by the shareholders according to the second paragraph cannot be formed as required by this regulation (as specified in Article 26), the shareholders under the second paragraph shall be jointly responsible for any expenses incurring from organizing of such meeting.

No. 22

In convening a meeting of shareholders, the Board of Directors shall send out the document for the meeting to the shareholders and the Registrar for information not less than seven days before the date of the meeting. And the document shall specify place, date, time, agenda and matters to the meeting together with reasonable details, approval, or consideration, including opinion of the Board of Directors on said matters. The document for the meeting shall also be announced in a newspaper for not less than three days before the date of the meeting.

No. 24

The Shareholders shall be eligible to attend the Meeting and to vote in every Shareholder’s Meeting. With respect to voting, every share entitles the shareholder to cast one vote. Voting shall be conducted openly unless five shareholders or more request a secret vote and the Meeting resolves accordingly. The procedures for conducting a secret vote shall be specified by the Chairman.

No.25

The shareholders may authorize other persons as proxies to attend and vote on their behaves. The proxy shall submit this Proxy Form to the Chairman or the person designated by the Chairman before attending the Meeting. As required by the Limited Public Company Act B.E. 2535, the Proxy Form must specify the details as follows:

- (1) Number of shares being held by the grantor
- (2) Name of the proxy
- (3) Date and number of the meeting

The proxy has the number of votes equivalent to the total number of shares of the shareholder who assigns the proxy, unless, before the voting process, the proxy announces to the meeting to vote only for some shareholders, by indicating the name and number of shares of shareholders who assign the proxy.

No. 26

There must be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five or not less than one half of the total number of shareholders, representing an aggregate number of shares not less than one-third of the total number of sold shares to constitute a quorum. If such meeting is convened due to the request of shareholders under Article No. 21, number of the shareholders present is insufficient to form a quorum upon the lapse of one hour from the time fixed for the meeting commencement, it shall be cancelled. But if such meeting is convened not up to the request of shareholders under No. 21, it shall be reconvened and the document for the meeting shall be sent to the shareholders not less than seven days and not more than fourteen days ahead of the date of the meeting, and no quorum is required in this case.

No. 28

The Chairman of the Shareholders' Meeting shall conduct the Meeting in accordance with these regulations and in the order of the agenda stated in the notice calling for meeting, unless the Meeting has passed a resolution changing the order of priority of the agenda with a vote of not less than two-thirds of the number of the shareholders attending the Meeting.

After the Meeting has been convened in accordance with the first paragraph, the shareholders holding no less than one-thirds of the total number of the shares sold may request the Meeting to consider matters other than those indicated in the notice calling for the Meeting.

If the Meeting does not complete the consideration of the agenda under the first paragraph or the matters raised by the shareholders under the second paragraph, as the case may be, and if necessary to postpone the Meeting, the Meeting shall fix the place, date and time for holding the next Annual General Meeting and the Board of Directors shall send out notice calling for such Meeting to the Shareholders no less than seven days prior to the date of such Meeting. The said notice shall be published for three consecutive days in a newspaper not less than three days prior to the date of the Meeting.

No.29

A resolution of the meeting of shareholders shall be supported by the majority of votes of the shareholders attending the Meeting and having voting rights. In the event of equal number of votes, the Meeting Chairman shall give the casting vote.

No.30

The decision-making on the following matters requires not less than three-fourth of total number of shareholders attending the Meeting and eligible to vote:

- (1) To amend contracts and regulations of the Company
- (2) To rise authorized capital
- (3) To reduce authorized capital
- (4) To issue and trade corporate bond
- (5) To merge the firms
- (6) To close down
- (7) To trade or transfer the corporate businesses to other partly or entirely
- (8) To purchase or take over corporate businesses of other companies, whether public company limited of company

- (9) To amend or cancel the contracts on corporate leasing partly or entirely
- (10) To assign other party to manage corporate businesses or
- (11) To merge the firm on the purpose of profit or loss share

No.31

Shareholders who have personal interest in a matter which relates to the Company's affairs shall be prohibited to vote on that matter, unless the agenda relating the vote for electing Directors.

No.34

The remuneration of the Board of Directors, if not provided herein, shall be determined in accordance with the resolutions of the Annual General Meeting of Shareholders, having at least a two-third (2/3) majority if those members eligible and present to vote.

No. 37

The rules and means for the Director selection for the Meeting of Shareholders are as follows:

- (1) One share is equivalent to one vote.
- (2) Each shareholder is able to cast all the votes pursuant to (1) for one or more nominated Directors without preference.
- (3) The nominated Directors who rank first and other respectively pursuant to the votes they received will be selected directors as the total number of directors specified. In case equal votes exceed number of directors, the Chairman of the Meeting is required to cast the vote.

Privacy Notice for the Annual General Meeting of Shareholders for the Year 2022

Act B.E. 2562 (2019) assures the right of persons in Thailand to be protected against the processing of Personal Data. MCOT Plc. has a duty to provide the necessary information including informing you of the rights when you provide your Personal Data to MCOT Plc.

Basis for processing data under contract

When you register to attend the 2022 annual general shareholders' meeting (AGM), you are required to provide personal information as necessary. MCOT Plc. will have to process data about your registration to AGM and to inform details and related activities about the AGM, which is a significant basis for data processing under contract according to the Section 24 (3) Basis for Processing Data Under Consent.

MCOT Plc. does not request your consent to process data unnecessary to the registration to the AGM, according to the legitimate interest basis.

MCOT Plc. will record photos and may also include video of the AGM environment, and photos and video of the AGM attendants for preparation of meeting minute and public relations. Photos and video about the event may include your photo during your attendance to the meeting but no details about the identity of the AGM attendants will be disclosed. In case you found photos and video that contain picture of yourself, you may refrain from publishing your photo or video.

In addition, MCOT Plc. may conduct a research on your data pursued by MCOT Plc. or a third party for the purpose of identifying a person in the organization or other organization that may be interested in receiving details about the AGM or other services provided by MCOT in the future. Identification of the person attending the AGM will not be specified.

In this case, data processing and communication with the personal data owner is for the purposes of the legitimate interests according to the Article 24 (5). Data processing on this basis will cover:

- Data processing volume shall be only as necessary
- Data used for the processing is the publicly published data and not sensitive data
- Involves low risk of personal data protection
- No other alternative channel to communicate with the concerned persons
- An easy channel is provided for the person to choose not to receive information or communication

Personal Data Use

Your personal data provided to MCOT Plc. at the AGM registration, in proxy form, and copy of ID card or other identity document submitted at the registration and at the Thailand Securities Depository Co., Ltd. shall be used for the purpose of providing and improving services only. Some information, such as

name, last name and address may be processed as data aggregation under which a person identity cannot be specified for statistical analysis.

MCOT Plc. may use your sensitive personal data appeared in the identity document (e.g. religion and race appeared on ID card) for the purpose of identifying and confirming your identity. MCOT Plc. shall not use such data for other purposes and shall destroy the document, erase personal data or make the data no longer identifiable.

In case an AGM attendant is a proxy, if the proxy provides personal data of the shareholders to MCOT Plc., the proxy shall certify that

- (1) The proxy has reviewed the correctness and completeness of the personal data of the shareholders provided to MCOT Plc and shall inform MCOT Plc. of any changes made to such personal data of the shareholders (if any)
- (2) The proxy receives consent or is able to use other lawful basis to collect, use, and disclose personal data of the shareholders according to applicable laws
- (3) The proxy has informed the shareholders of the MCOT Plc.'s privacy policy
- (4) The proxy certifies that MCOT Plc. can collect, use, and disclose the personal data according to the objectives set forth in this personal data protection policy.

Personal Data Protection Measures

MCOT Plc. has performed necessary and reasonable action through technical and operational process to protect your personal data in case MCOT Plc assigns a third party to process personal data to support MCOT Plc.'s operations.

MCOT Plc. shall take action to ensure that there are clear restrictions and measures on personal data protection.

MCOT Plc. shall not sell or distribute your personal data in any case and shall not transfer your personal data to other persons who are not assigned by MCOT Plc. and do not have joint agreement. The company shall not transfer your personal data outside the country.

Personal Data Retention

To be in accordance with the principle of necessary for the Personal Data retention, the Bank will collect and retain Personal Data to the extent period of necessary in relation to the legal purpose as follows:

- Data processing based on the legitimate interest for one year.
- In case when the retention period ends, the Personal Data shall be erased or rendered it anonymous.

Right of the personal information owner

he owner of the personal information has the right to request access to and receive a copy of own personal information, the right to object the collection, use or disclose information, right to correct personal information, right to request to delete personal information during the storage period, right to request the suspension of the use of own personal information, right to transfer personal information to other persons, right to complain and right to withdraw the consent.

Contact MCOT Plc.

In case you have any questions about this policy or methods of processing personal data of MCOT Plc., can be contacted at

Company Secretary
MCOT Public Company Limited
63/1 Rama IX Road, HuayKwang Bangkok 10310 Thailand

Question Submission prior to 2022 Annual General Meeting of Shareholders

Realizing the importance of the shareholders as well as the promotion of the principles of corporate governance, MCOT Plc. has made an inquiry submission system available to its shareholders for submitting their inquiry relating to the meeting agenda in advance of the Shareholders' Meeting, the details of which are as follows:

1. Qualifications of shareholders eligible to submit their inquiries in advance of the Shareholders' Meeting

Being shareholders eligible to attend and vote at the 2022 Annual General Meeting of Shareholders, whose names appear on the Company's share register book on the record date to determine shareholders eligible to attend the Shareholders' Meeting and on the closing date on which name list of shareholders is compiled in accordance with the Section 225 of the Securities and Exchange Act B.E.2535 (1992) by closing the share register book prior to the Shareholders' Meeting.

2. Inquiry submission together with the following shareholders' details

- 1) Name, address, phone and facsimile number(s), e-mail address (if any) as well as the number of shares held by each shareholder.
- 2) Inquiries to be proposed to the Shareholders' Meeting must meet the following requirements.
 - (1) Relevant to the following meeting agenda of the 2022 Annual General Meeting of Shareholders
 - To acknowledge the report on the Company's 2021 operating results (period between January 1 - December 31, 2021)
 - To approve the Company's financial statements and income statement for the year ended December 31, 2022
 - To approve the 2021 Dividend Payment
 - To approve the appointment of the Auditor and fixing of audit fee for the year of 2022, and payment of audit fee to the Auditor for the year of 2022
 - To approve directors' remuneration
 - Selection and appointment of new directors replacing those who retire by rotation
 - Amendment of the MCOT Plc's Articles of Association and Memorandum of Association on Section 3: Objectives
 - (2) Other material information

3. Channels for inquiry submission

- 1) The Company's web site: www.mcot.net/ir
- 2) E-mail : cgmcot@mcot.net
- 3) Registered mails to the following address:

Corporate Secretary Department (Inquiry Submission in advance)
MCOT Public Company Limited
63/ 1 Rama IX Road, Huaykwang
Bangkok 10310 Thailand

4. Inquiry Submission Period

Inquiry submission period has been scheduled between March 23, 2022.

5. Answering inquiries submitted in advance of the 2020 Annual General Meeting of Shareholders

MCOT Plc. will answer inquiries submitted before the 2022 Annual General Meeting of Shareholders via e-mails, and other channels as appropriate to allow other shareholders to equally receive information.

Question Submission prior to 2022
Annual General Meeting of Shareholders

Please return the completed form to:

- 1) The Company's web site: www.mcot.net/ir
- 2) Email : cgmcot@mcot.net
- 3) Registered mails to the following address:

Corporate Secretary Department (Inquiry Submission in advance)

MCOT Public Company Limited

63/ 1 Rama IX Road, Huaykwang

Bangkok 10310 Thailand

To Corporate Secretary Department

My name is, age,
holding..... shares, residing at

Tel:.....,

E-mail:.....,

would like to submit the following inquiry (inquiries) in advance of the the 2022 Annual
General Meeting of

Shareholders:.....

.....
.....
.....
.....
.....

Inquiry submission period has been scheduled between March 23, 2022.

Request Form Annual Registration Statement Form 56-1 One Report

Please return the completed form by post to Corporate Secretary Department, MCOT Public Company Limited, 63/ 1 Rama IX Road, Huaykwang, Bangkok 10310
(stating “Inquiry Submission in Advance” at a corner of an envelop)

To Corporate Secretary Department

Name.....

Residing at

.....

.....

.....

.....

Telephone.....

I would like to receive the following document(s) in the form of printed book(s).

- ☐ The 2021 Annual Registration Statement Form 56-1 One Report
- ☐ The 2021 Financial Statements for the Year ended December 31, 2021



Request Form Step for requesting Username & Password from via e-Request system

Written at.....

DateMonth.....Year.....

I/We.....Nationality.....

Address.....

(Email).....phone.....

As a shareholder of MCOT Public Company Limited (MCOT)

holding a total number of.....shares

I/We hereby confirm the attendance of the 2022 Annual General Meeting of Shareholders on Thursday, April 21, 2022 at 1:30 at Broadcasting Room 5, Floor 1 MCOT Broadcasting Operation Building 63/1 Rama IX Road, Huaykwang Bangkok 10310 , which will be held through electronic means (E-AGM)

☐ Attending the meeting by self and please send me/username and password, together with the web-link for attending the meeting to my/our e-mail at.....
mobile phone.....

☐ Appointing Mr./Mrs./Ms..... Mobile phone.....

As a proxy to attend the meeting and please send a username and password, together with the web-link for attending the meeting to his/her e-mail at.....

Sign..... Grantor
(.....)

Sign..... Proxy
(.....)

The Shareholders must submit a request to attend the meeting by Electronic Means via Web browser at <https://app.inventech.co.th/MCOT154217R> Or scan QR Code as follow the steps as shown in the picture





MCOT Public Company Limited

63/1 Rama IX Road, Huaykwang

Bangkok 10310 Thailand

Phone+66 (0) 2201 6151

Website : mcot.net/ir E-mail : cgmcot@mcot.net