



**Minutes of the 2022 Annual General Meeting of Shareholders on Electronic Platform
(E-AGM) of MCOT Public Company Limited
on Thursday, April 21, 2022
at Studio 5, Broadcasting Operations Building, MCOT Public Company Limited
63/1 Rama IX Road, Huaykwang Bangkok**

Directors present in person at the Meeting

1. Pol. Gen. Tawitchat Palasak	Chairman/ Independent Director
2. Mr. Sommai Lakananurak	Vice Chairman/ Director / Chairman of Labor Relations Committee
3. Asst. Prof. Kangwan Yodwisitsak	Independent Director / Chairman of Audit Committee / Chairman of Nomination Committee
4. Pol. Lt. Gen. Sirichun Chunsangsawang	Independent Director / Chairman of Remuneration Committee
5. Mr. Boonson Jenchaimahakoon	Director / Chairman of Risk Committee
6. Asst. Prof. Prasert Akkhraprathompong	Independent Director / Chairman of Corporate Governance Committee
7. Mr. Phaiboon Siripanoosatien	Independent Director / Chairman of Executive Committee
8. Mrs. Pattaraporn Vorasaph	Director / Member of Remuneration Committee / Member of Corporate Governance Committee
9. Mr. Sirote Ratanamahatana	Director / Member of Risk Management Committee / Member of Corporate Governance Committee
10. Mr. Pravaid Audthasupapon	Independent Director / Member of Audit Committee / Member of Nomination Committee
11. Ms. Kornpranom Wongmongkol	Independent Director / Member of Corporate Government Committee / Member of Executive Committee
12. Mrs. Yanee Sangsrichun	Independent Director / Member of Remuneration Committee / Member of Risk Management Committee
13. Assoc. Prof. Kasemsarn Chotchakornpant	President

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

Executives present at the Meeting

1. Ms. Soontareeya Wongsirikul	Executive Vice President, Finance Group and Chief Financial Officer / Acting Executive Vice President, Corporate Management Group / Acting Senior Vice President, Office of Corporate Strategy
2. Mr. Phatiyuth Jaiswang	Acting Executive Vice President, Product Group / Senior Vice President, Office of Television

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3. Mr. Sommai Suwannawong	Acting Executive Vice President, Marketing and Sales Group / Senior Vice President, Office of Sales /
4. Ms. Krisana Ubolpheng	Acting Senior Vice President, Office of Marketing Senior Vice President, Office of Accounting and Finance / Acting Senior Vice President, Office of President
5. Mr. Kittipong Khantiratana	Senior Vice President, Office of Human Resources Acting Senior Vice President, Office of Legal Affairs
6. Mr. Khajohnsak Jaturapattaranon	Senior Vice President, Office of Internal Audit
7. Mrs. Chothip Norasrethkul	Senior Vice President, Office of Radio
8. Mr. Thanin Thavonsassanavong	Senior Vice President, Office of Network Engineering
9. Mr. Noppadol Korniti	Senior Vice President, Thai News Agency
10. Mr. Phairach Santhawe	Senior Vice President, Office of Information Technology
11. Mr. Suwit Supmahaudom	Senior Vice President, Office of Asset Management
12. Mr. Nimit Sukprasert	Senior Vice President, Office of Business Development
13. Mr. Pornchit Piamsri	Vice President, Department of Corporate Secretary / Corporate Secretary

Auditor from EY Office Company Limited.

Mr. Khitsada Lerdwana, certified accountant

Witness for vote counting

Mrs. Manthana Sangphruek, shareholder

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 (Mrs.Nattaya Gleeblumjeak, Investment Business Department was the proxy.)
3. Other shareholders totaling 41, holding 5,432,987 shares.
43 shareholders holding 536,432,987 shares (78.07% of total shares), attended the Meeting.

The Meeting started at 13.30 hrs.

Mr. Supachart Supamettee, the MC of the 2022 Annual General Meeting of Shareholders, informed the Meeting as follows:

1. The 2022 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.

In arranging the Meeting, MCOT complied with the Policy on Personal Data Protection in accordance with Personal Data Protection Act B.E. 2562.

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

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- 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.

- 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. Voting results should be reported to the Meeting after completion of vote counting of that particular agenda.

- To vote, one share was regarded as one vote.
- Votes from shareholders who assigned Independent Directors as proxies would be collected as stated in the Proxy Form.

- To cast votes in every agenda item, a majority of votes of shareholders present at the Meeting and entitled to cast votes was considered, except in the following items:

- Agenda 6: To approve remuneration of directors, more than two-thirds (2/3) of total votes of shareholders present at the Meeting and entitled to cast votes were required.
- Agenda 9: To approve amendment of Articles of Association and additional amendment of Memorandum of Association, Section 3: “Objectives”, more than three-fourths (3/4) of total votes of shareholders present at the Meeting and entitled to cast votes were required.

- To count votes, disagreement and abstention of votes were deducted from total votes of the shareholders present at the Meeting and entitled to cast votes. The remaining votes would deem agreement to the votes.

- Submission of questions

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, through the following channels:

- In case of leaving a message, attendees should click on “Question” menu bar, then choose an agenda item, type the question or opinion and click “Submit”. The Company would clarify questions related to that agenda in the Meeting.
- In case of voice messaging, attendees should select an agenda item, then press “Record”. After finishing, press “Stop for Record” and click “Send Question”.

However, in case of excessive number of questions, 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 collected and the answers would further be posted on the Company’s website.

3. This Meeting would be in line with the Resolution of the Meeting of the Board of Directors of MCOT, No. 4/2022 to consider the matters as specified in the Notice to this Meeting on March 22, 2022. The Company announced the record date on March 16, 2022.

On the Meeting date, there were 17 shareholders attending the Meeting via electronic platform, holding 89,087 shares in total, and 26 proxies holding 536,343,900 shares in total. The total number of shareholders was 43, holding 536,432,987 shares, representing 78.07 percent of the total issued shares. This constituted a quorum as required by the Company’s Articles of Association.

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:

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Agenda 1: Report by Chairman

The Chairman informed the Meeting as follows:

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, 2021. On the deadline date for accepting agenda and directors' nomination proposals, 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, a question submitting system was provided so that the shareholders could submit their questions in advance regarding the agenda items of the Meeting by post, e-mail, or facsimile from March 23, 2022 on. Until the moment, no shareholders submitted questions prior to the Meeting.

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

The Chairman informed the Meeting that the Company prepared the minutes of the 2021 Annual General Meeting of Shareholders held on Friday, April 30, 2021, 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 2021 Annual General Meeting of Shareholders held on Friday, April 30, 2021, were well prepared with completed agenda items, therefore, deemed appropriate to propose to the Meeting to certify the minutes.

The Chairman allowed the shareholders present at the Meeting to raise questions or to share opinions.

-No shareholders raised questions. -

The Chairman proposed the Meeting to certify the minutes of the 2021 Annual General Meeting of Shareholders held on Friday, April 30, 2021.

Resolution: The Meeting certified the minutes of the 2021 Annual General Meeting of Shareholders held on Friday, April 30, 2021, with majority votes of shareholders present at the Meeting and entitled to cast votes as follows:

Approved	536,365,887	votes	or %	99.9999
Not approved	1,000	votes	or %	0.0001
Abstained	0	votes	or %	0.0000
Voided ballot	0	votes	or %	0.0000

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

The Chairman delegated Assoc. Prof. Kasemsarn Chotchakornpant, President, to report to the Meeting.

Assoc. Prof. Kasemsarn Chotchakornpant, President, informed the Meeting that, this agenda was a presentation of the Company's performance for the period between January 1 - December 31, 2021, as detailed in the 2021 Annual Report, which was made available in a QR code for the shareholders in the Notice to this Meeting. The Company's performance would be presented to the Meeting through a video presentation, as summarized below.

1. With the continued outbreak of COVID-19 that largely affected all industries including media, advertising spending noticeably dropped. Television remained the most spent medium among other media, followed by the Internet, and out-of-home/outdoor. Total advertising spending of 107,151 million Baht dropped 1%, compared to 2020, and was categorized as follows:

- 63,662 million Baht on TV
- 23,515 million Baht on the Internet
- 9,709 million Baht on out-of-home/indoor
- 3,261 million Baht on radio

2. MCOT's revenue in 2021

MCOT's 2021 total revenue was 1,584 million Baht, an 11% drop, compared to the same period of last year. Details of revenue were as follows:

- TV (30%)

TV revenue increased 8% due to an increase in revenue from Nine Entertain programs and special projects with public sectors as well as time-rental partnership. MCOT joined hands with Mono Next Public Company Limited in broadcasting international and domestic popular series on MCOT HD (30), to attract target audiences and expand an audience base.

- Broadcast network operations (BNO)

Broadcast network operations (BNO) and MCOT satellite network, which accounted for 29% of the total revenue increased 5%, compared to the same period of 2020, due to network rental for broadcast T Sports 7 Channel.

- Radio (25%)

Radio revenue accounted one-fourths (1/4) of the total revenue. Radio business was affected by the outbreak situation of COVID-19, resulting in a 16% drop, compared to 2020. Radio revenue mainly came from operations of central radio.

- Digital and new business (5%)

Revenue from digital and new business increased 14% due to an increase in revenue from social platforms, domestic and international content distribution and revenue sharing from selling products through electronic platforms (e-commerce) and TV shopping, which was considered as new business of MCOT.

- Others business (10%)

3. Total expenses in 2021

In 2021, total expenses were 1,384 million Baht, a 61% drop compared to 2020. This represented the Company's the ability to effectively control expenses. In 2021, the structure of expenses was as follows:

- Sales and service expenses 65%
- Distribution expenses 9%
- Administrative expenses 26%

4. In 2021, MCOT regained profitability with profit of 164 million Baht, a 109% change from 2020.

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5. Enhancement of Company's capabilities

For sustainable development, MCOT aimed to drive business under the concept of "The Year of Trusted News and Smart Entertainment". The corporate goal and main businesses were integrated to optimize efficiency through the following actions:

- To enhance the image of reliability, neutrality and professionalism, Thai News Agency was committed to offering reliable, neutral and accurate news for the interest of audience.
- Under the theme "Smart Entertainment", MCOT HD (30) featured contemporary, timely and fun programs and programs produced by leading partners to strengthen the Channel.
- Radio

According to the results of the auction for F.M. radio frequencies for business purpose, on April 4, 2022, MCOT owned 47 frequencies nationwide, consisting of 6 frequencies in Bangkok and vicinity and 41 frequencies in regional area. The aim of MCOT's radio management plan was to make the radio network successful and popular again.

The key drivers enabling sustainable growth of radio business and other businesses were:

- Digital platform development
- Strengthening strategic partnership
- Leveling up business partnership both current and new partners
- Improving programs focusing on those stimulating business deals and leveraging existing programs
- Creating long-term returns for the Company

The Chairman allowed the shareholders present at the Meeting to raise questions or to share opinions.

-No shareholders raised questions. -

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 2021 operating results (for period between 1 January – 31 December 2021)

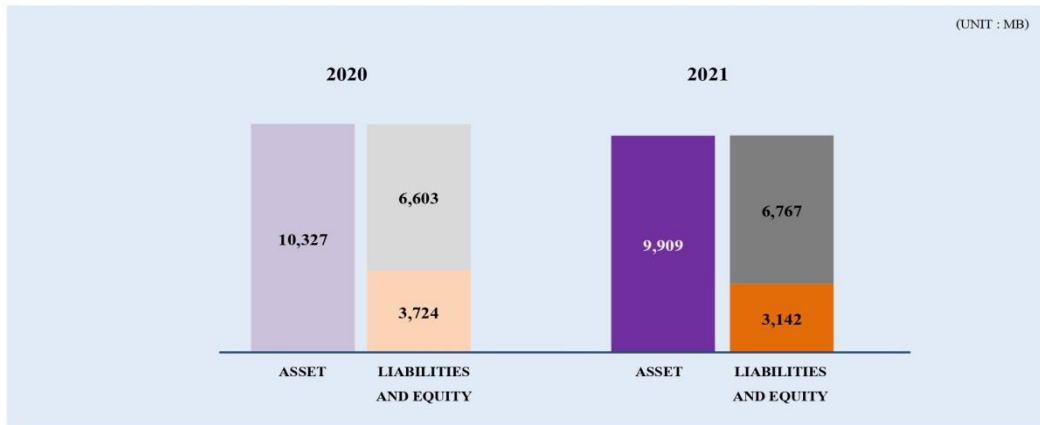
Agenda 4: To approve Company's financial statements and income statement for the year ended December 31, 2021

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.

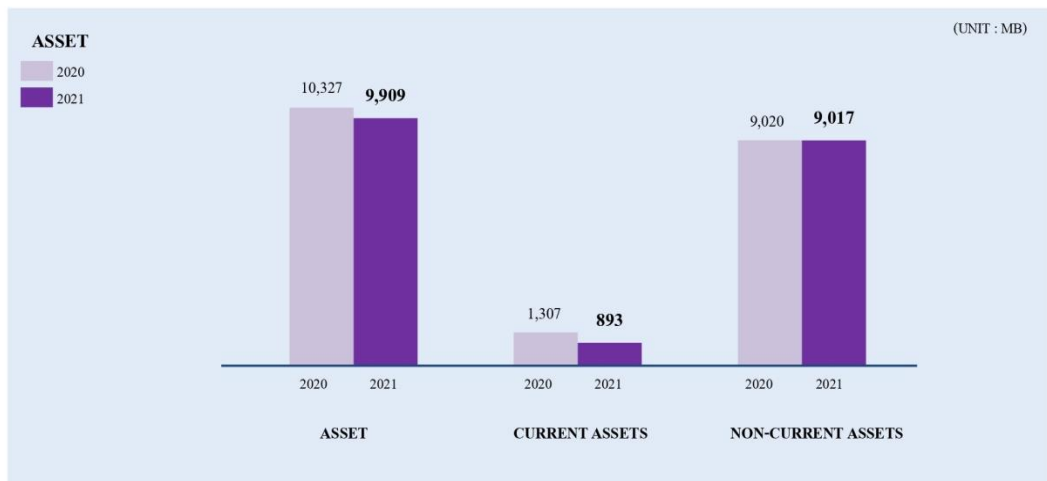
Ms. Soontareeya Wongsirikul, Executive Vice President, Finance Group and Chief Financial Officer, presented to the Meeting the Company's financial statements and income statement for the year ended December 31, 2021, which were already reviewed by the Company's auditor EY Office Company Limited, and certified by the Audit Committee. The information had been previously delivered to the shareholders together with the Notice of this Meeting. The results were summarized below.

1. Statement of Financial Position

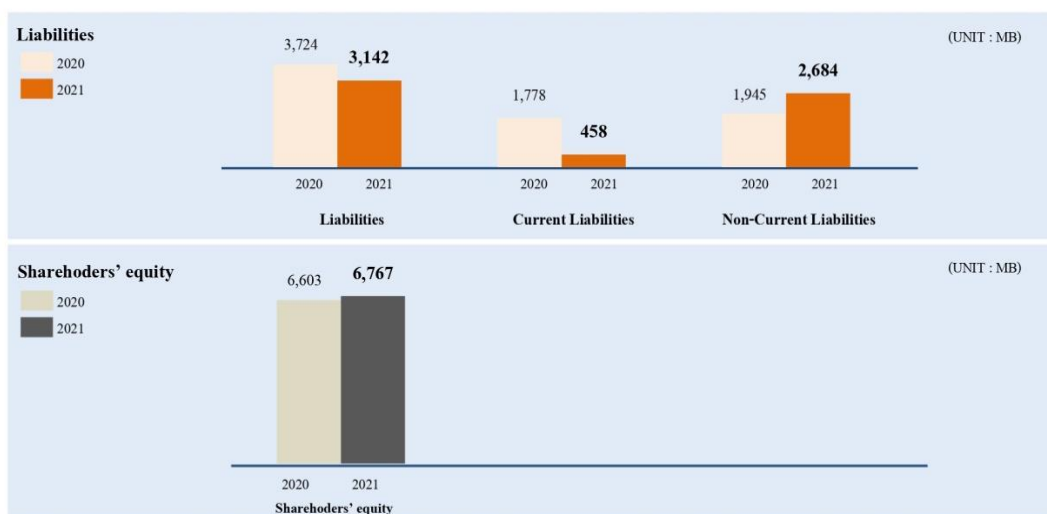
Statement of financial position – MCOT 2020/2021



Statement of financial position – MCOT 2020/2021

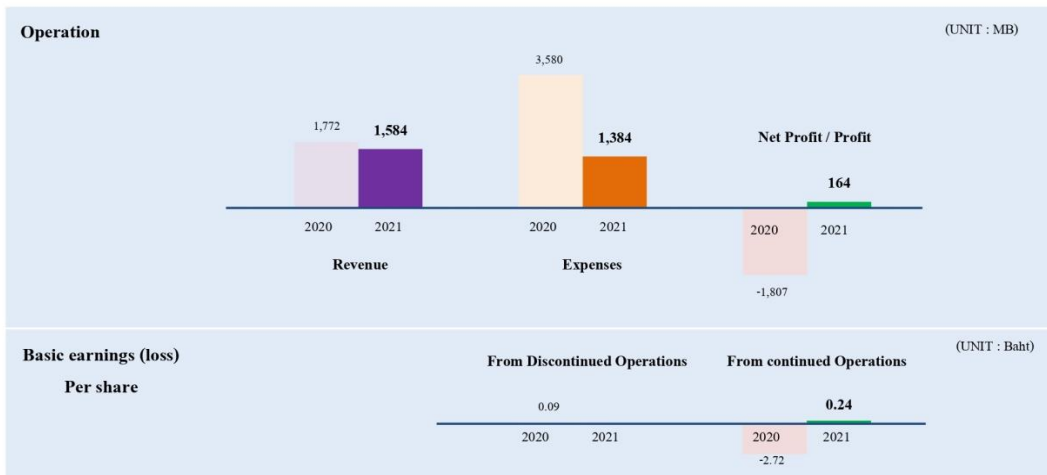


Statement of financial position – MCOT2020/2021

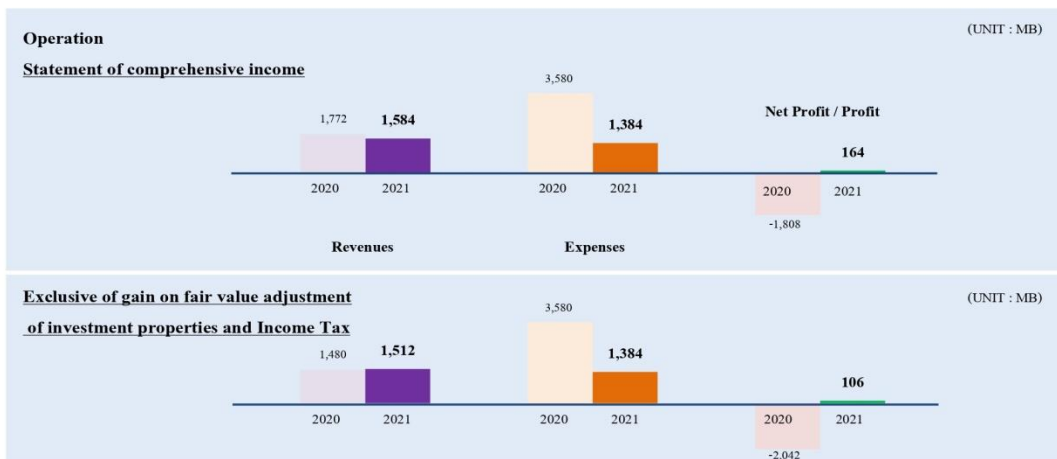


2. Statement of Comprehensive Income

Statement of comprehensive income – MCOT 2020/2021

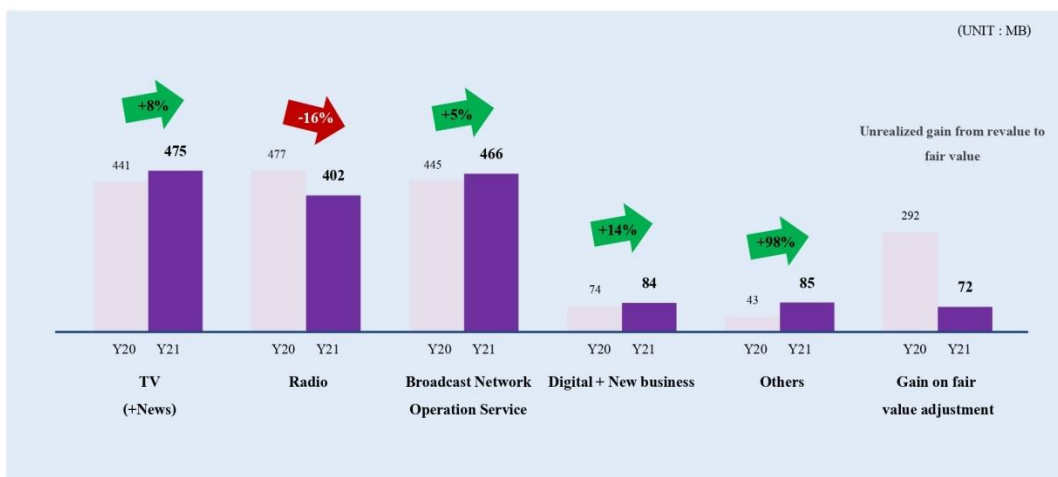


Statement of comprehensive income – MCOT 2020/2021



3. Revenue Structure

MCOT Revenue Structure 2020/2021



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The Chairman allowed the shareholders present at the Meeting to raise questions or to share opinions.

-No shareholders raised questions. -

The Chairman proposed the Meeting to approve the Company's financial statements and income statement for the year ended December 31, 2021.

Resolution: The Meeting resolved to approve the Company's financial statements and income statement for the year ended December 31, 2021 by majority votes of the shareholders present at the Meeting and entitled to cast votes as follows:

Approved	536,430,887	votes	or %	99.9999
Not approved	1,000	votes	or %	0.0001
Abstained	0	votes	or %	0.0000
Voided ballot	0	votes	or %	0.0000

Agenda 5: To approve abstention of 2021 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 2021 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, 2021, despite profitability, due to obligation to invest in business. Since MCOT was required to make payment for license fee to operate 47 F.M. radio frequencies for business purpose, totaling 543.73 million Baht, it was deemed necessary to preserve business liquidity.

The Chairman allowed the shareholders present at the Meeting to raise questions or to share opinions.

-No shareholders raised questions. -

The Chairman proposed to the Meeting to approve the abstention of dividend payment for the year 2021.

Resolution: The Meeting approved the abstention of the dividend payment for the year 2021 by majority votes of the shareholders present at the Meeting and entitled to cast votes as follows:

Approved	536,430,887	votes	or %	99.9999
Not approved	1,000	votes	or %	0.0001
Abstained	0	votes	or %	0.0000
Voided ballot	0	votes	or %	0.0000

Agenda 6: To approve directors' remuneration for the year 2022

The Chairman delegated Pol. Lt. Gen. Sirichun Chunsangawang, Director and Chairman of Remuneration Committee, to report to the Meeting.

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Pol. Lt. Gen. Sirichun Chunsangawang, Director and Chairman of Remuneration Committee, reported to the Meeting that the information would be presented through a video presentation, as summarized below.

According to Clause 34 in Articles of Association, determination of directors' remuneration apart from specification in this Articles of Association must be approved by the Resolution of the General Meeting of Shareholders, by more than two-thirds (2/3) of total votes from shareholders present at the Meeting and entitled to cast votes.

The Remuneration Committee adopted the guidelines to consider remuneration for directors and members of Committees of MCOT for the year 2022, based on practices of listed companies in the same business, guidelines adopted by listed state enterprises, principles of good governance, operating results and responsibilities of directors. The means and criteria for remuneration were fair and reasonable. The Board of Directors of MCOT was of opinion that the Company had obligations to invest in contents to increase ratings and attract customers and to pay for license fee to operate F.M. radio frequencies for business purpose. As a consequence, the Remuneration Committee proposed that the criteria of compensation, meeting allowance, and annual bonus payment in 2022 remained the same to those fixed in 2021, with meeting allowance being paid no more than 15 times/year as shown in the table below and to acknowledge the abstention of bonus payment to the Board of Directors for the year 2021.

1. Remuneration and meeting allowance for Directors in 2022

Committees /Subcommittees	2022	
	Monthly Remuneration (Baht)	Meeting Allowance (Baht) (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.-/ meeting
3. Nomination Committee	-	10,000.-/ meeting
4. Remuneration Committee	-	10,000.-/ meeting
5. Risk Management Committee	-	10,000.-/ meeting
6. Corporate Government Committee	-	10,000.-/ meeting
7. Labor Relations Committee	-	10,000.-/ meeting
8. Sub-Committees and Working Groups other than No. 1-7 appointed by the Board of Directors	-	10,000.-/ meeting (no more than 1 time per month)
Any directors appointed to perform in more than Committees, Sub-Committees or Working Groups other than the Board of Directors (No. 2-8) should 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.		

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2. Other benefits - None -

3. Criteria for director's annual bonus payment in 2022

The Remuneration Committee proposed that the criteria for the payment for Directors' annual bonus for the year 2022 remained unchanged from those in the year 2021, 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.-Baht/ 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, 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%.

As for 2021 bonus payment for directors which was in accordance with the 2021 Annual General Meeting of Shareholders, the Board of Directors proposed to refrain from receiving bonus payment in the year 2021.

The Chairman allowed the shareholders present at the Meeting to raise questions or to share opinions.

-No shareholders raised questions. -

The Chairman proposed the Meeting to approve remuneration for directors and criteria for bonus payment for Directors for the year 2022, 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 2022 until there was a change approved by the Meeting of Shareholders, and acknowledged the abstention of bonus payment for the year 2021 due to loss in operating results, with two-thirds (2/3) of total votes from the shareholders who were present at the Meeting and entitled to cast votes.

Approved	536,365,887	votes	or %	99.9878
Not approved	1,000	votes	or %	0.0001
Abstained	65,000	votes	or %	0.0121
Voided ballot	0	votes	or %	0.0000

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

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.

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2560 and regulations, means and criteria set by the State Audit Office of Kingdom of Thailand and selected those who proposed with complete documents in accordance with Terms of Reference. MCOT negotiated fee which was appropriate and within budget limit. The Board of Directors of MCOT, at the 2022 Annual General Meeting of Shareholders, proposed the appointment of the following representatives from EY Office Company Limited to be the Company's auditor for the 2022 Financial Statements, ended December 31, 2022:

- 1) Mr. Khitsada Lerdwana, Certified Public Accountant No. 4958; or
- 2) Mr. Termphong Opanaphan, Certified Public Accountant No. 4501; or
- 3) Mrs. Poonnart Paocharoen, Certified Public Accountant No. 5238

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

The representatives 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.

Therefore, the Meeting was proposed to approve the appointment of auditors from EY Company Limited to be MCOT's auditor with audit fee of 2,195,000.00 Baht.

The Chairman allowed the shareholders present at the Meeting to raise questions or to share opinions.

-No shareholders raised questions. -

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

Resolution: The Meeting approved the appointment of the following representatives from EY Office Company Limited to be the Company's auditor for the 2022 financial statements:

- 1) Mr. Khitsada Lerdwana, Certified Public Accountant No. 4958; or
- 2) Mr. Termphong Opanaphan, Certified Public Accountant No. 4501; or
- 3) Mrs. Poonnart Paocharoen, Certified Public Accountant No. 5238.

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

Approved	536,430,987	votes	or %	99.9999
Not approved	1,000	votes	or %	0.0001
Abstained	0	votes	or %	0.0000
Voided ballot	0	votes	or %	0.0000

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

The Chairman delegated Asst. Prof. Kangwan Yodwisitsak, Director and Chairman of Nomination Committee to present in this agenda. The following Directors having interest in this agenda expressed intention to leave the Meeting:

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

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

1. According to Article 38 of the Company's Articles of Association , in every annual general meeting of shareholders of the Company, one-thirds (1/3) of the Company's directors should retire by rotation. In case the number of directors were not a multiple of three (3), a number of directors nearest to one-thirds (1/3) should retire.”

2. At the 2022 Annual General Meeting of Shareholders, 4 directors were due to retire by rotation:

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

4. The Nomination Committee considered individuals with required knowledge and expertise by adhering to the criteria on the composition and qualifications of directors according to MCOT. The four nominated persons passed the careful screening and consideration process and were approved 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, therefore, nominated four directors who were due to retire by rotation to be re-elected for another term

1. **Mr. Pravaid Audthasupapon, Independent Director**, had knowledge and expertise in economics, finance, banking, and laws (business, public), and was currently Independent Director and Member of the Audit Committee. At present, he was appointed Legal Advisor to the National Health Security Office and was able to use his knowledge and experience in supervising the operations of MCOT to achieve maximum benefits.

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2. **Mr. Phaiboon Siripanoosatien, Independent Director**, had knowledge and expertise on management and business administration (organization administration, risk management, business administration, marketing and sales), economics, finance, banking (finance) and development plan strategy. He was appointed Independent Director, Chairman of the Executive Committee, and Member of the Risk Management Committee. At present, he was Director of Finansia Syrus Plc. And Amanah Leasing Plc., which would benefit MCOT in terms of application of knowledge, skills and experience in supervising the organization and providing advices on MCOT's operations for the best benefits of the organization.
3. **Mr. Boonson Jenchaimahakoon, Director**, had knowledge and expertise in telecommunication, and information technology (broadcasting and information technology), economics, finance and banking. He was appointed Chairman of the Risk Management Committee and Member of the Executive Committee. Mr. Boonson was also the first Senior Executive Vice President of Information Technology of the Government Savings Bank. He was able utilize the knowledge and experiences in information technology to supervise and provide recommendations on the operations of MCOT for the best benefits of the Company.
4. **Assoc. Prof. Kasemsarn Chotchakornpant, President**, had knowledge and expertise in management, business administration and strategic plan development. He was Member of the Risk Management Committee and Executive Committee, and President of MCOT. His experiences and expertise would be beneficial to the operations of MCOT since he was able to adapt knowledge, capabilities and experiences in supervising and providing advices to enable MCOT to achieve the best benefits.

During their term, such 4 directors appropriately performed their duties and regularly attended meetings.

The Chairman allowed the shareholders present at the Meeting to raise questions or to share opinions.

-No shareholders raised questions. –

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

Resolution: The Meeting approved to appoint the following 4 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:

1) Mr. Pravaid Audthasupapon, Independent Director (appointed for another term)					
Approved	536,431,987	votes	or %	99.9999	
Not approved	1,000	votes	or %	0.0001	
Abstained	0	votes	or %	0.0000	
Voided ballot	0	votes	or %	0.0000	

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2) Mr. Phaiboon Siripanoosatien, Independent Director (appointed for another term)

Approved	536,431,987	votes	or %	99.9999
Not approved	1,000	votes	or %	0.0001
Abstained	0	votes	or %	0.0000
Voided ballot	0	votes	or %	0.0000

3) Mr. Boonson Jenchaimahakoon, Director (appointed for another term)

Approved	536,431,987	votes	or %	99.9999
Not approved	1,000	votes	or %	0.0001
Abstained	0	votes	or %	0.0000
Voided ballot	0	votes	or %	0.0000

4) Assoc. Prof. Kasemsarn Chotchakornpant, President (appointed for another term)

Approved	536,431,987	votes	or %	99.9999
Not approved	1,000	votes	or %	0.0001
Abstained	0	votes	or %	0.0000
Voided ballot	0	votes	or %	0.0000

The aforementioned Directors completed their term and were re-elected for another term.

Agenda 9: Amendment of Articles of Association and Memorandum of Association,

Section 3: Objectives

The Chairman delegated Assoc. Prof. Kasemsarn Chotchakornpant, President, to report to the Meeting.

Assoc. Prof. Kasemsarn Chotchakornpant, President, informed the Meeting of the amendment of the Articles of Association and Memorandum of Association, Section 3: Objectives, as summarized below.

1. Amendment of Articles of Association

Section 49: To comply with Section 3 of the Emergency Decree on Electronic Meeting B.E. 2563, the National Council for Peace and Order's announcement

2. Additional Amendment of Memorandum of Association, Section 3: Objectives

At the moment, businesses expanded into various areas. MCOT set strategies to operate new businesses in addition to mass media communication, to seek new sources of revenue. Therefore, an amendment of objectives was proposed to prepare MCOT for new business operations.

○ Group 1 Current business operations

Unclear current objectives were clarified and amended to:

- Mass media communication and entertainment business
- Domestic and international retail business

○ Group 2 New Business with tendency to grow

(This included businesses to be leveraged from new businesses and new businesses unrelated to current ones. An amendment of the Company's objectives was to enable MCOT to start operating new businesses in a timely manner. Valuation of investment and application for licenses to operate businesses must be carried out.) comprised:

- Licensing business and offering media products on telecommunication channels
- Organizing events and marketing events
- Trading and exchanging digital assets

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- Developing information technology and computer programs
- PR and recruitment businesses
- Distributing, producing, installing and repairing machines at the industry level

The Chairman allowed the shareholders present at the Meeting to raise questions or to share opinions.

-No shareholders raised questions. -

The Chairman proposed the Meeting to approve the amendment of the Articles of Association and Memorandum of Association, Section 3: Objectives.

Resolution: The Meeting approved the amendment of the Articles of Association and additional amendment of Memorandum of Association, Section 3: Objectives.

1. Amendment of the Articles of Association

Article 49. At a meeting of the Board of Directors, at least half (1/2) of the total number of the directors should constitute a quorum.

A meeting of the Board of Directors could be conducted through electronic media by adhering to the related laws.

The chairman of the Board of Directors should chair the meeting. In an event that there was no chairman of the Board of Directors or the chairman was not present at the meeting or was unable to perform duty, if there was a vice chairman, the vice chairman should be the chairman of the meeting. In the event that there was no vice chairman or the vice chairman was not present at the meeting or unable to perform the duty, present directors should elect one among themselves to chair the meeting.

The decision of the Board of Directors meeting should be made by a majority of votes. One (1) director had one (1) vote. A director who had an interest in any matter had no right to vote on that matter. In the case of equal votes, the chairman of the meeting should have the right to vote one more (1) as a casting vote.

2. Additional Amendment of Memorandum of Association, Section 3: Objectives

Clause 17: Operating business related to acquiring and distributing through being an official distributor of licensed creative pieces of art including literature, arts, music, audiovisual materials, movies, audio recording, broadcast or other pieces in the literature, science and art department and 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 inside and outside the Kingdom

Clause 38: Operating retail business, import, export, rental and hire purchase of consumer goods, agricultural and industrious products, scientific tools, medical tools of all kinds, shopping malls, souvenir stores for visitors, domestic and international goods stores, convenient stores, beverage stores, food stores, restaurants, flower stores, movie and sound recording stores, other media recording stores, printed media stores, consumer goods stores, hotels, night clubs, bars, entertainment venues, beauty institutes, health centres, spa, fitness centre and other services centres.

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Clause 58: Operating retail sales, wholesales, and export of movies, products related to telecommunications or media produced inside and outside the Kingdom

Clause 59: 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 inside and outside the Kingdom

Clause 60: 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 61: Operating businesses related to the construction, maintenance, development or jointly development of online application, information technology, computer programs, software, game, entertainment programs, movies, websites and news

Clause 62: 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 63: 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 64: Operating businesses related to distribution, production, assembling, installation and repair machinery, machine, engines, equipment, tools, electronic devices, communication and telecommunication devices and other relating industries

Clause 65: Operating and managing business related to production, assembling, installation and repair of chemicals, sanitary ware, medicines, office equipment, house, other business building, housewares, woven ware, rattan ware, ceramic, glass, measurement equipment, sports ware, musical instruments, toys, wallpaper, stationery, education equipment and plumbing equipment

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By more than three- fourths (3/4) of shareholders present at the Meeting and entitled to cast votes.

Approved	536,365,053	votes	or %	99.9999
Not approved	0	votes	or %	0.0000
Abstained	65,000	votes	or %	0.0121
Voided ballot	0	votes	or %	0.0000

Agenda 10: Others (if any)

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

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

The Meeting ended at 14.41 hrs.

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



(Assoc. Prof. Kasemsarn Chotchakornpant)
President
MCOT Public Company Limited

Pol. Gen.



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