



**MCOT Public Company Limited**

**Documents**

**For**

**The 2023 Annual General Meeting of Shareholders**

**Tuesday, April 11, 2023**

**At 13.30 hrs.**

**Via Electronic Means (E-AGM)**

**according to the Emergency Decree on Electronic Meetings B.E. 2020**

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**MCOT Public Company Limited**

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E-mail [Contact@mcot.net](mailto:Contact@mcot.net)[www.mcot.net](http://www.mcot.net)

No. 6154/521



March 15, 2023

Subject: Invitation to 2023 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 Thursday, April 21, 2022
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, 2022 (QR Code)
5. Details of Remuneration of Company's Directors
6. Curriculum Vitae of Auditors
7. Opinion of the Nomination Committee and Profiles of Persons Nominated as Directors to Replace Directors Retiring by rotation
8. Proxy Form A, B and C (Form B is recommended) and Curriculum Vitae of Independent Directors
9. Criteria and Procedures and Proxy for meeting through electronic means.
10. Regulations on Shareholders' Meeting and Voting Procedures
11. Privacy Policy
12. Enquiry Submission prior to 2023 Annual General Meeting of Shareholders
13. Request Form (for receiving 2021 Audit Report, Financial Statements and Annual Registration Statement Form 56-1 One Report
14. Online Registration Form Prepared by Inventech Connect

The Board of Directors of MCOT Public Company Limited (MCOT ) at the Meeting No. 2/2023, on January 24, 2023, has resolved to convene the 2023 Annual General Meeting of Shareholders, to be streamed live on Tuesday, April 11, 2023, at 13.30 hrs. Via Electronic Means (E-AGM) according to the Emergency Decree on Electronic Meetings B.E. 2020 The meeting agenda is as follows:

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**Agenda 1: Report by the Chairman**

- Report on rights of shareholders to propose agenda item and a list of nominees for director nomination
  - Report on question submission prior to Meeting
- 

**Agenda 2: To Approve Minutes of 2022 Annual General Meeting of Shareholders Held on Thursday, April 21, 2022**

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

**Rationale** : The Annual General Meeting of Shareholders on Thursday, April 21, 2022 was streamed live from Studio 5, Floor 1, Broadcasting Operation Building, MCOT's Headquarters. The minutes of the 2022 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](http://www.mcot.net/ir). (page 15 of the document).

**Opinion of the Board**: The Board of Directors was of opinion that the minutes of the 2022 Annual General Meeting of Shareholders, held on Thursday, April 21, 2022, were completely and accurately recorded with all the necessary information of all agenda items. Therefore, the Board of Directors deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders to certify the minutes of the 2022 Annual General Meeting of shareholders.

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**Agenda 3: To Acknowledge 2022 Operating Performance of MCOT Plc. (January 1 - December 31, 2022)**

**Rationale**: The meeting shall acknowledge the 2022 Operating Performance of MCOT Plc. presented with QR Code. Details are shown in the Attachment 3. (page 33 of the document)

**Opinions of the Board**: The Board of Directors deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders to acknowledge of the Company's 2022 Operating Performance Report.

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**Agenda 4: To Approve the Financial Position Statements, and Statement of Income for the Period Ended December 31, 2022**

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

**Rationale** : The Financial Position Statements, Statement of Income for the period ended December 31, 2022, are audited by the auditor, EY Co.Ltd., reviewed by the Audit Committee and are approved by the Board of Directors, as shown in Enclosure 4, in QR code format. (page 34 of the document).

**Opinion of the Board**: The Board of Directors deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders to approve the Financial Position Statements and Statement of Income for the period ended December 31, 2022, which have already been audited by the auditor and reviewed by the Audit Committee.

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### **Agenda 5: To Approve the Abstention of Dividend Payment for the year 2022**

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

**Rationale:** Clause 66 in the Company’s Articles of Association stated that annual dividend payment shall be approved by the resolution of the shareholders’ meeting . Clause 68 on dividend payment from other types of income stated that dividend payment based on other types of income cannot be made. In addition, the company shall not pay dividend in case it continues to have accumulated losses.

MCOT Plc.’s operating performance during the period from January 1, December 31, 2022, showed loss of 41 million Baht, comprising loss of Parent Company and non-controlling interests of 38 million Baht and 3 million Baht, respectively.

**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**

**Unit: Million Baht**

<b>Details of Dividend Payment</b>	<b>Year2021</b>	<b>Year 2022</b>
1. Profit (loss) of the parent company (million baht)	164.24	(40.83)
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.

**Opinions of the Board:** The Board of Directors deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders to approve “abstention of dividend payment”, due to loss in operating results.

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**Agenda 6: To Approve Director's Remuneration for Year 2023**

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

**Rationale:** 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, in the same business 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, to accommodate business operations. MCOT Plc. 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, while controls and manages cost effectively. The consideration is based on fair and reasonable criteria. Therefore, the Company proposed to use the same criteria as in 2022 to determine remuneration, meeting allowance and bonus. Payment of meeting allowance shall not exceed 15 times/year. The 2023 Annual General Meeting of Shareholders will be proposed to acknowledge abstention of 2022 bonus payment to the Board of Directors. (Details are as shown in Enclosure 5, page 35.)

**Opinions of the Board :** The Board of Directors deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders to approve directors 'remuneration, including remuneration and meeting allowance, and bonus payment criteria for the year 2023 and acknowledge the resolution of the Board of Directors to abstain 2022 bonus payment as proposed by the Remuneration Committee.

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**Agenda 7: To Approve Appointment of Auditor and Determination of Audit Fee for Year 2023**

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

**Rationale:** The Public Company Limited Act B.E. 2535 (1990), section 120, requires the annual general shareholders 'meeting to appoint an auditor and determine audit fee on annual basis. Auditor can be re-elected.

The Audit Committee has considered the list of auditors from EY Co., Ltd. who is appointed MCOT Plc.'s auditor as approved by the Office of the Auditor General in its letter no. Tor Phor 0027/8812 dated November 21, 2022. EY's auditor are the same persons for the third 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 2023 financial statements for the year ended

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December 31, 2023. Auditing fee for the year 2023 is 2,195,000 Baht, as shown in Enclosure 6 (page 38)

The nominated auditors are:

1. Mr. Krissada Lertwana      Certified auditor, license No. 4958; 3<sup>th</sup> year ,or
2. Mr. Termphong Opanapan      Certified auditor, license No. 4501; 3<sup>th</sup> year ,or
3. Mrs. Poonnart Paocharoen      Certified auditor, license No. 5313; 2<sup>th</sup> year ,or

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. (Details of auditors qualifications appear on page 40 of the document.)

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 2023 as compared with Year 2021 and 2022			
Transaction Audit fee	2023(Baht) EY (Current Proposal)	2022 (Baht) EY	2021 (Baht) EY
	2,195,000.00	2,195,000.00	2,195,000.00
Other services	-	-	-

**Opinions of the Board :** The Board of Directors deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders appoint an auditor from EY CO., Ltd. to audit and review MCOT Plc.'s 2023 Financial Statements.

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. 5313

Audit fee for the year 2023 is determined at 2,195,000 Baht as proposed by the Audit Committee after careful consideration.



### **Agenda 8: To Approve Appointment New Directors in Replacement of Those Who Are Due to Retire by Rotation**

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

**Fact and reasons:** 1. The Board of Directors normally consists of 13 members. Since April 2022, there was a director who resigned prior to the completion of his tenure as follows:

1. Mr.Pravaid Audthasupapon, Independent Director, retired at age of 65 years, on July 27,2022 in accordance with Standard Qualifications of Directors and Employees of State Enterprises B.E. 2518 and Amendments
2. Mrs.Pattaraporn Vorasaph, Director, resigned on June 1, 2022
3. Assoc.Prof. Kasemsarn Chotchakornpant, President, resigned on September 1, 2022
4. Mr.Sirote Ratanamahatana , Director, resigned on February 4, 2023

The Nomination Committee has sought for qualified individuals from the Directors' Pool and list of professional persons in various careers by taking account of knowledge, competence, expertise, experience and other necessary components in accordance with the Company's demand (Skill Matrix), which shall give the best interest to the operations and development of MCOT Plc. In addition, the qualifications of directors had to conform to the Company's Regulations and other related laws. 2 qualified candidates were proposed to the Board of Directors of MCOT Plc. for consideration and election to be the directors in place of those retiring before the end of the term of office. Such two replacing directors shall hold office only for the remaining term of the replaced directors as listed below (details about directors appear in Enclosure 7, page 42.)

Replacing Directors		Date of Appointment
1.	<b>Mr. Teerapong Wongsiwawilas</b> replaced Mr. Pravaid Audthasupapon, effective until 2025 Annual General Meeting of Shareholders.	Meeting of the Board of Directors of MCOT Plc., No. 5/2023 on March 15, 2023
2.	<b>Mr. Chanvit Nakburee</b> replaced Mrs.Pattaraporn Vorasaph, effective until 2023 Annual General Meeting of Shareholders.	Meeting of the Board of Directors of MCOT Plc., No. 14/2022 on October 25, 2022
3.	The Company has been under the process of nominating a qualified individual to hold position of the President in place of Assoc. Prof. Kasemsarn Chotchakornpant who vacated his office. The shareholders' meeting was requested to reserve the right for the director who passes to the selection to be the President, which is subject to the Company's Regulations and related criteria.	

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2. In the 2023 Annual General Meeting of Shareholders, 4 directors retired by rotation including:

- |                              |                                        |
|------------------------------|----------------------------------------|
| 1. Pol.Gen.Tawitchat Palasak | Independent Director                   |
| 2. Mr. Sommai Lakananurak    | Director                               |
| 3. Mr.Chanvit Nakburee       | Director                               |
| 4. Mr.Sirote Ratanamahatana  | Director, resigned on February 4, 2023 |

The Nomination Committee has considered selecting the skillful and capable persons in conformity with the composition and qualifications of board members most relevant to the Company's business operation (Skill Matrix). MCOT Plc. has been on process of taking actions in accordance with the Rule of the Office of the Prime Minister on State Enterprise Supervision and Policy, B.E. 2557 (2014) together with the guideline and procedure on appointing state enterprise directors in compliance with the resolution of the Cabinet dated August 6, 2019 and July 18, 2017 before proposing this to the Company's Board of Directors for consideration and approval and further proposing it to the 2023 Annual General Meeting of Shareholders.

***MCOT Plc. shall announce a list of qualified persons as proposed by the Nomination Committee, and approved by the State Enterprise Policy Office to be elected the Directors prior to the Annual General Meeting of Shareholders in order that the 2023 Annual General Meeting of Shareholders to be held on April 11, 2023 consider and elect the directors of MCOT Plc. to replace those retiring by rotation.***

MCOT Plc. has announced the criteria of exercising rights by the shareholders to propose the agenda items, and to nominate appropriate candidates to be elected the Company's directors at the 2023 Annual General Meeting of Shareholders from October 1 – December 1, 2022. After such determined period, **no shareholders nominated any appropriate candidates**, either via post, email, to be elected the Company's directors in the 2023 Annual General Meeting of Shareholders.

**Opinion of the Board:** The Board of Directors deemed appropriate to propose this nomination to the Annual General Meeting of Shareholders as follows:

1. To acknowledge the appointment of directors to replace those resigning before the end of term of office.
2. To reserve the right not to elect one director who would hold the position of the President.
3. To consider the election of directors to replace those retiring by rotation.

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#### **Agenda 9: Others (if any):**

**Rationale:** 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 on **Wednesday, February 22, 2023** to identify the list of shareholders eligible for attending the 2023 Annual General Meeting Shareholders.

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MCOT Plc. cordially invites shareholders to attend the 2023 Annual General Meeting of Shareholders via electronic means (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 2023 Annual General Meeting of Shareholders , relating documents and Proxy Form on the Company's website: [www.mcot.net/ir](http://www.mcot.net/ir).
2. Placing importance on shareholders and promotion of corporate governance, MCOT Plc. has provided a system allowing the shareholders to submit questions prior to the meeting date.

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## 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://con.inventech.co.th/MCOT142058R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



**\*\* Merge user accounts, please using the same email and phone number \*\***

- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
  - Step 1 Fill in the information shown on the registration page
  - Step 2 Fill in the information for verify
  - Step 3 Verify via OTP
  - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and 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 3 April 2023 at 8:30 a.m. and shall be closed on 11 April 2023 Until the end of the meeting.

3. The electronic conference system will be available on 11 April 2023 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, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 10 April 2023 at 17.00 p.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



02-931-9138



@inventechconnect

The system available during 3 – 11 April 2023 at 08.30 a.m. – 17.30 p.m.

(Specifically excludes holidays and public holidays)




Report a problem

@inventechconnect

### Step voting process (e-Voting)

#### Use Cases PC/Laptop and Mobile/iPad

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button
- 3 Then click on “Join Attendance”
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (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.

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### Step to ask questions via Inventech Connect



- Select which agenda
- Click on "Question" button
- 1 Ask a question
  - Type the question then click "Send"
- 2 Ask the question via video
  - Click on "Conference"
  - Click on "OK" for confirm your queue
  - Please wait for the queue for you then you can open microphone and camera

### How to use Inventech Connect



User Manual e-Request



User Manual e-Voting

\* 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 Chrome (Recommend) / Safari / Microsoft Edge

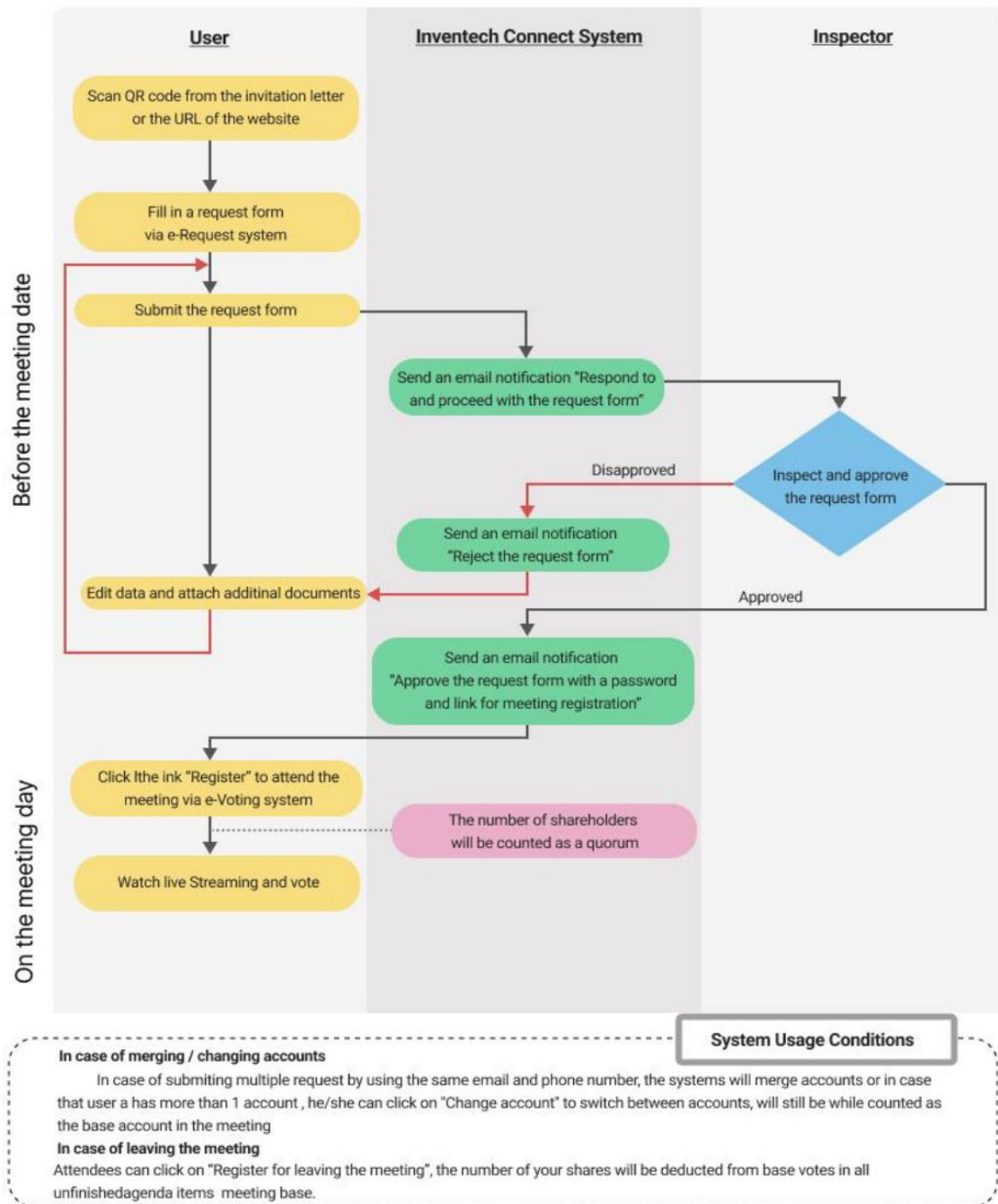
**\*\* The system does not supported internet explorer.**

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**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**

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**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 Governance 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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-2-

**Minutes of the 2022 Annual General Meeting of Shareholders of MCOT Public Company Limited**

3. Mr. Sommai Suwannawong	Acting Executive Vice President, Marketing and Sales Group / Senior Vice President, Office of Sales / Acting Senior Vice President, Office of Marketing
4. Ms. Krisana Ubolpheng	Senior Vice President, Office of Accounting and Finance / Acting Senior Vice President, Office of President
5. Mr. Kittipong Khantiratanana	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 Norasretkul	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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**Minutes of the 2022 Annual General Meeting of Shareholders of MCOT Public Company Limited**

- 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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**Minutes of the 2022 Annual General Meeting of Shareholders of MCOT Public Company Limited**

**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](http://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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**Minutes of the 2022 Annual General Meeting of Shareholders of MCOT Public Company Limited**  
**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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**Minutes of the 2022 Annual General Meeting of Shareholders of MCOT Public Company Limited****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.

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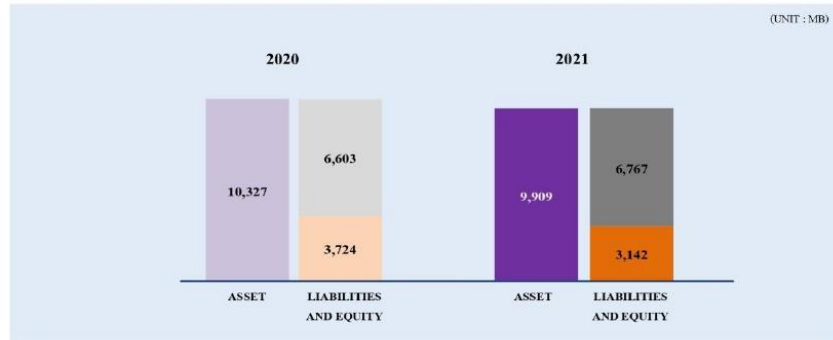


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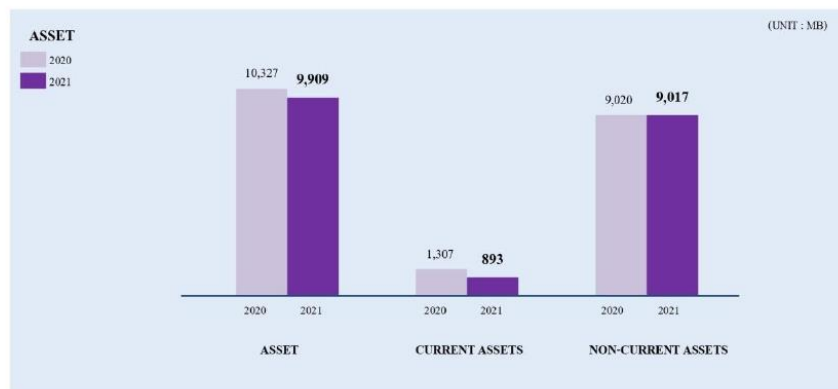
## Minutes of the 2022 Annual General Meeting of Shareholders of MCOT Public Company Limited

### 1. Statement of Financial Position

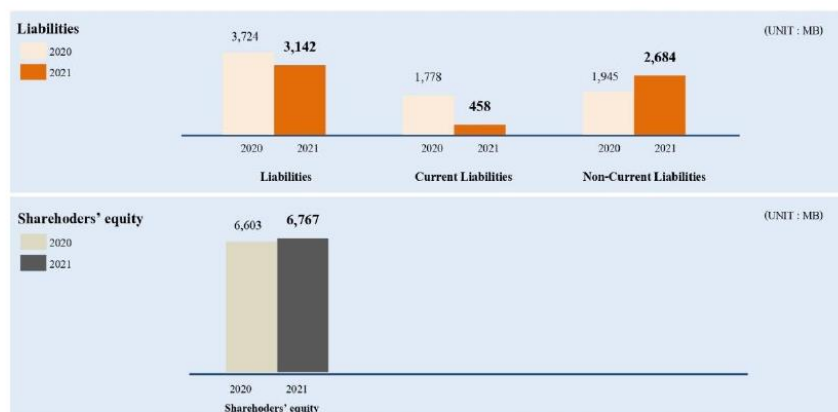
#### Statement of financial position – MCOT 2020/2021



#### Statement of financial position – MCOT 2020/2021



#### Statement of financial position – MCOT2020/2021



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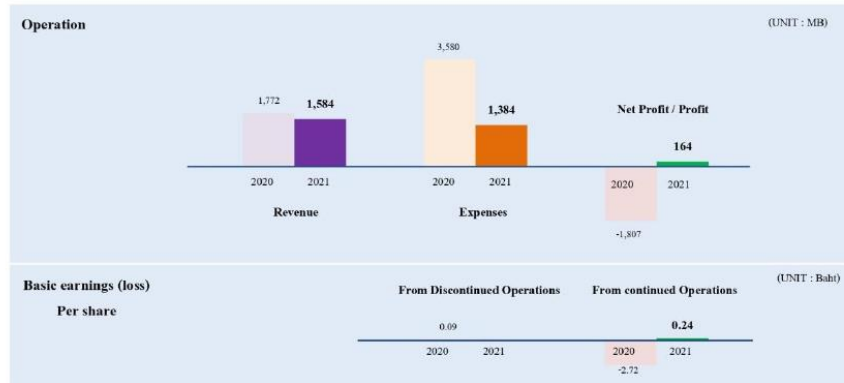
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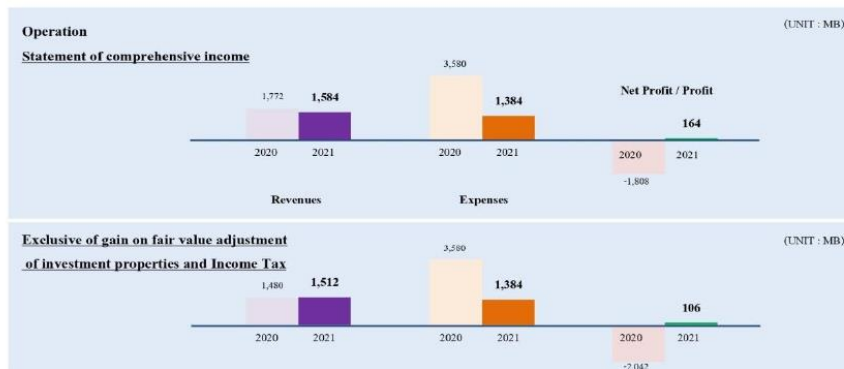
## Minutes of the 2022 Annual General Meeting of Shareholders of MCOT Public Company Limited

### 2. Statement of Comprehensive Income

#### Statement of comprehensive income – MCOT 2020/2021

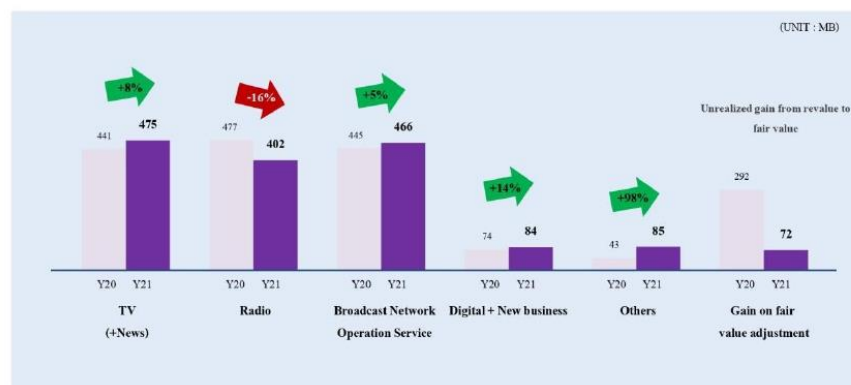


#### Statement of comprehensive income – MCOT 2020/2021



### 3. Revenue Structure

#### MCOT Revenue Structure 2020/2021



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**Minutes of the 2022 Annual General Meeting of Shareholders of MCOT Public Company Limited**  
**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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**Minutes of the 2022 Annual General Meeting of Shareholders of MCOT Public Company Limited**

**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)
<b>1. The Board of Directors</b>		
- Chairman	30,000.-	} 20,000.- /meeting (No more than 15 meetings /year)
- Directors	15,000.-	
<b>2. The Audit Committee</b>		
- Chairman	12,500.-	} 5,000.- / meeting
- Members	10,000.-	
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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**Minutes of the 2022 Annual General Meeting of Shareholders of MCOT Public Company Limited**

**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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**Minutes of the 2022 Annual General Meeting of Shareholders of MCOT Public Company Limited**

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. Poonmart 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. Poonmart 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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**Minutes of the 2022 Annual General Meeting of Shareholders of MCOT Public Company Limited**  
**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 Chotchakompant

**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 Chotchakompant | 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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**Minutes of the 2022 Annual General Meeting of Shareholders of MCOT Public Company Limited**

2. **Mr. Phaiboon Siripanoosatie, 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 to 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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**Minutes of the 2022 Annual General Meeting of Shareholders of MCOT Public Company Limited**

2) Mr. Phaiboon Siripanoosathien, 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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**Minutes of the 2022 Annual General Meeting of Shareholders of MCOT Public Company Limited**

- 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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**Minutes of the 2022 Annual General Meeting of Shareholders of MCOT Public Company Limited**

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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**Minutes of the 2022 Annual General Meeting of Shareholders of MCOT Public Company Limited**

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

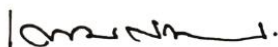
**Agenda 10: Others (if any)**

**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. Pomchit 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

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**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
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**Enclosure 4**

**Auditor's Report and Financial Statements  
Of MCOT Plc. and its Subsidiaries  
For the Year Ended December 31, 2022  
(Document for Agenda 4)**

**QR Code Downloading Instructions****iOS System (iOS 11 and higher models)**

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**Enclosure 5**
**Details of Remuneration of 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, and approved to propose to the 2023 Annual General Meeting of Shareholders' Meeting for approval, the details of which are as follows:

Monthly fee attendance fee and Other benefits		
Remuneration	2023 (Current Proposal)	2022
<b>1. Board of Directors</b>		
<b>1.1 Monthly Remuneration</b> (Remuneration of directors who take up their position in the middle of the month shall be calculated in accordance with the length of their taking up position.)		
• Chairman	<b>30,000</b>	30,000
• Director	<b>15,000</b>	15,000
<b>1.2 Meeting Allowances (No more than 15 times/Year present in the meetings only)</b>		
• Chairman / Director	<b>20,000</b>	20,000
<b>2. Sub-committees</b>		
<b>2.1 The Audit Committee</b>		
<b>2.1.1 Monthly Remuneration</b> (Remuneration of directors who take up their position in the middle of the month shall be calculated in accordance with the length of their taking up position.)		
• Chairman	<b>12,500</b>	12,500
• Director	<b>10,000</b>	10,000
<b>2.1.2 Meeting Allowances (No more than 1 times/Month present in the meetings only)</b>		
• Chairman / Director	<b>5,000</b>	5,000
<b>2.2 Sub-committees and Working Groups (Only Directors appointed by the Board of Directors)</b>		
<b>2.2.1 Meeting Allowances (No more than 1 times/Month present in the meetings only)</b>		
• Chairman / Director	<b>10,000</b>	10,000
<b>3. Other benefits</b>	-	-
<b>4. Director's Bonus</b>	Not exceeding 0.25% of the net profit and not exceeding Baht 500,000.- / Director	Not exceeding 0.25% of the net profit and not exceeding Baht 500,000.- / Director

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- Note. 1. The Chairman of all committees shall receive 25% of additional allowance. (unchanged)
2. 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.
3. Directors shall receive the meeting allowances from only two committees, not more than once per month per committee. (unchanged)
2. Meeting allowances are paid in case of being present in the meetings only.

### Annual Bonus Payment Criteria

Criteria for bonus payment for Directors in 2023 will remain unchanged from that of 2022 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 2023	
Directors' Bonus	Not exceeding 0.25% of the net profit and not exceeding Baht 500,000.- / Director
In case that MCOT receives the assessment points of lower than 3.00 the bonus for Directors shall be reduced proportionately as follows:	
<ul style="list-style-type: none"> <li>- Lower than 3.00 but not lower than 2.50 points : 25% decrease per person</li> <li>- Lower than 2.50 but not lower than 2.00 points : 50% decrease per person</li> </ul>	
Chairman and Vice Chairman shall receive 25% and 12.5% additional bonus, respectively.	

#### • 2022 Director's Bonus

The Board of Directors deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders to approve “abstention of dividend payment”, due to loss in operating results.

## Duties and Responsibilities of the Board of Directors and Specific Committees

### The Board of Directors

comprising 13 members

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)

### The Audit Committee

comprising 1 Chairman and no less than 2 and no more than 4 members of the Audit Committee

1. To ensure the Company's compliance with laws, rules, regulations, Cabinet's resolutions, announcement or order relating to the Company's operations.
2. 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

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3. To ensure good internal control system and independent operations of the internal audit unit.
4. To study connected transactions or transactions that may cause conflicts of interest or corruption affecting the Company's operations
5. To consider and suggest to the Board of Directors regarding appointment, transfer, promotion and evaluation of the head of internal audit unit.
6. 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 Directors
7. To evaluate performance, problems and obstacles of the internal audit unit and suggest guidelines to improve internal audit and potentials of internal audit officers to the Board of Directors at least once a year
8. Performing duties and operations of Audit Committee requires in-depth knowledge and expertise. Therefore, the Audit Committee is authorized to propose employment of experts in specific fields, to the Board of Directors at MCOT's expenses, in accordance with Articles of Association of the Company
9. To perform other duties as prescribed by law or assigned by directors of state enterprises.

#### **The Nomination Committee**

comprising at least 3 but no more than 5 directors, one of which must be a member of the Audit Committee

has the following authority and duties:

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.

#### **The Remuneration Committee**

comprising at least 3 but no more than 5 directors, having at least 1/3 of members who are independent directors and at least 1 member who is a member of the Audit Committee

has the following authority and duties:

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

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- (1) To determine goals and KPIs for Director-General / President to achieve within the benchmark time frame
- (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
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
5. To perform other duties as assigned by the Board of Directors

**The Risk Management Committee**  
comprising at least 3 directors

has the following authority and duties:

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.

**The Corporate Governance and Sustainability Committee**  
comprising at least 3 directors

**Roles and Responsibilities**

1. To set policies on Corporate Governance and Anti-Corruption and regulations on business morality and ethics under laws, cabinet's resolutions, criteria, rules and regulations of supervising organizations, for examples; the Stock Exchange of Thailand, Securities and Exchange Commission, Ministry of Finance, supervising ministries, and related organizations as well as internationally accepted guidelines for Corporate Governance to be proposed to Board of Directors of MCOT Plc. for approval and to be announced best practices for Directors, management and employees
2. To supervise and propose policies enabling management and employees to perform duties with responsibility in accordance with corporate governance policy, sustainable business policy and anti-corruption policy, to ensure compliance with ethical and moral business operations of Directors, management and employees

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3. To formulate and review strategies, plans and goals on good governance and sustainable development to cover economic, social and environmental dimensions and ensure balance and effectiveness for the Company and stakeholders in compliance with sustainable guidelines and standard
4. To supervise, follow up and evaluate performance on good governance and sustainable development to be in line with current business, laws, practical guidelines and advices from institutes
5. To follow up and access corporate governance performance of Directors, management and employees of MCOT Plc. as specified in the Corporate Governance Policy and Anti-Corruption Policy and propose annual assessment results and necessary suggestions to the Board of Directors of MCOT Plc. within January of the following year
6. To review the Corporate Governance and Sustainable Development Charter at least once a year to keep up to date and align with international standards, laws, regulations and criteria
7. To stipulate CSR policies and action plans on both short and long term basis and propose to the Board of Directors before the fiscal year as well as supervise and follow up on CSR operations
8. To Perform other activities specifically assigned by the Board of Directors

#### **The Labor Relations Committee**

comprising 1 director appointed as Chairman and no less than 5 and no more than 9 representatives from employer and representatives from employee appointed from members of the Labor Union having the equal number as representatives from employer

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. To cooperate to ensure efficiency and protect interest of MCOT

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**Enclosure 6**

## 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.

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**Enclosure 7**

**Opinions of the Nomination Committee and initial details about nominated persons elected the Directors to replace those resigned prior to the completion of their tenure and nominated persons proposed to be elected the Directors replace those retiring by rotation**

**(Document for agenda 8 will be sent to shareholders later.)**

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**Opinions of the Nomination Committee and initial details about nominated persons elected the Directors to replace those resigned prior to the completion of their tenure and nominated persons proposed to be elected the Directors replace those retiring by rotation**

**(Document for agenda 8)**

1. The Board of Directors normally consists of 13 members. Since April 2022, there was a director who resigned prior to the completion of his tenure as follows:

1. Mr.Pravaid Audthasupapon, Independent Director, retired at age of 65 years, on July 28,2022  
in accordance with Standard Qualifications of Directors and Employees of State Enterprises B.E. 2518 and Amendments
2. Mrs.Pattaraporn Vorasaph, Director, resigned on June 1, 2022
3. Assoc.Prof. Kasemsarn Chotchakornpant, President, resigned on September 1, 2022
4. Mr.Sirote Ratanamahatana , Director, resigned on February 4, 2023

The Nomination Committee has sought for qualified individuals from the Directors' Pool and list of professional persons in various careers by taking account of knowledge, competence, expertise, experience and other necessary components in accordance with the Company's demand (Skill Matrix), which shall give the best interest to the operations and development of MCOT Plc. In addition, the qualifications of directors had to conform to the Company's Regulations and other related laws. 2 qualified candidates were proposed to the Board of Directors of MCOT Plc. for consideration and election to be the directors in place of those retiring before the end of the term of office. Such two replacing directors shall hold office only for the remaining term of the replaced directors as listed below (details about directors appear in page 44)

Replacing Directors		Date of Appointment
1.	<b>Mr. Teerapong Wongsiwawilas</b> replaced Mr. Pravaid Audthasupapon, effective until 2025 Annual General Meeting of Shareholders.	Meeting of the Board of Directors of MCOT Plc., No. 5/2023 on March 15, 2023
2.	<b>Mr. Chanvit Nakburee</b> replaced Mrs.Pattaraporn Vorasaph, effective until 2023 Annual General Meeting of Shareholders.	Meeting of the Board of Directors of MCOT Plc., No. 14/2022 on October 25, 2022
3.	The Company has been under the process of nominating a qualified individual to hold position of the President in place of Assoc. Prof. Kasemsarn Chotchakornpant who vacated his office. The shareholders' meeting was requested to reserve the right for the director who passes to the selection to be the President, which is subject to the Company's Regulations and related criteria.	

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2. Clause 38 of the Company's Regulation requires that "In every annual general meeting of shareholders of the Company, one-thirds of the Company's directors shall resign by rotation. Should the number of directors to be resigned by rotation not be divisible by three, the number of directors closest to one-thirds of all directors shall resign in the first year. In the second year of the registration from the Company, the directors are required to draw lots to determine as to who shall resign from the directorship. In the third and subsequent years, the longest-serving directors shall resign. Directors who resign by rotation may be re-elected and thus resume the office accordingly."

Since January 31, 2023. The Board of Directors normally consists of 10 members, 3 of which are female. At the 2023 annual general shareholders' meeting, four directors retire by rotation are:

1. Pol. Gen. Tawitchat Palasak, Independent Director
2. Mr. Sommai Lakananuruk Director
3. Mr. Chanvit Nakburee Director
4. Mr. Sirote Ratanamahatana Director (Resigned on February 4, 2023)

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 2023 annual general shareholders' meeting for appointment replacing directors who retire by rotation.

3. 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.

4. The Nomination Committee, therefore, carried out the nomination. 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

**MCOT Plc. shall announce a list of qualified persons as proposed by the Nomination Committee, and approved by the State Enterprise Policy Office to be elected the Directors prior to the Annual General Meeting of Shareholders in order that the 2023 Annual General Meeting of Shareholders to be held on April 11, 2023 consider and elect the directors of MCOT Plc. to replace those retiring by rotation.**

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## Curriculum Vitae of the Directors Appointed to replace the Director who resigned prior to the completion of their tenure

**Mr. Teerapong Wongsiwawilas 59 Age**

**Proposed Position** Director

**Terms of directorship at MCOT**

Appointed March 15, 2023



### Education

Bachelor of Laws, Thammasat University

### Present Position

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

- : Director, Krung Thai Bank Public Company Limited
- : Independent Director, PTT Exploration and Production Pcl.

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

- : Permanent Secretary, The Office of the Permanent Secretary
- : Director, Mass Rapid Transit Authority of Thailand
- : Honorable Executive Director of the Judicial Administration (Administration and Management), Court of Justice
- : Committee member of the Political Reform of the Thailand's National Reform ,Office of the National Economic and Social Development Council
- : Honorable Special Investigation Committee (Law), Department of Special Investigation, Ministry Of Justice

### Experience

- 2021–2022 Government Official Advisor to Prime Minister
- 2562-2565 Council of State No.7 (Natural Resources and Environment Law), Office of the Council of State
- 2017–2021 Independent Director, Bangchak Corporation Pcl.
- 2017–2021 Secretary-General to the Cabinet, The Secretariat of the Cabinet
- 2019–2021 National Science and Technology Development Committee, National Science and Technology Development Agency

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### Certifications, Thai Institute of Directors Association (IOD)

- : Class 13/2022, Board Nomination and Compensation Program (BNCP)
- : Class 6/2022, Director Leadership Certification Program (DLCP),
- : Class 246/2017, Director Certification Program (DCP)

### Others

- : Class 57, National Defence Course, The National Defence College
- : Class 12/2013, Public Law and Management, King Prajadhipok's Institute
- : Class 8, Senior Executive Program, The office of the Civil Service commission

### Specific knowledge and expertise

- : Legal

\*Listed in Directors' Pool in the field of laws and organizational management

**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 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

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## Curriculum Vitae of the Directors Appointed to replace the Director who resigned prior to the completion of their tenure

**Mr.Chanvit Nakburee 59 Age**  
**Proposed Position** Director

**Terms of directorship at MCOT**  
 Appointed October 26, 2023



### Education

- : Master of Business Administration, Ramkhamhaeng University
- : Bachelor of Business Administration (Accounting), Ramkhamhaeng University

### Present Position

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

- : Director, Bangchak Corporation Pcl.

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

- : Inspector General of the Ministry of Finance
- : Director, Bank for Agriculture and Agricultural Cooperatives

### Experience

- 2021 – 2022 Director, Government Housing Bank
- 2019 – 2022 Director, The Government Lottery Office
- 2019 – 2022 State Enterprise Performance Assessment Advisor, State Enterprise Policy Office
- 2017 – 2021 Director, SME Development Bank
- 2016 – 2022 Director, National Credit Bureau Company Limited
- 2016 – 2019 Deputy Director - General, State Enterprise Policy Office

### Certifications, Thai Institute of Directors Association (IOD)

- : Class 312/2021 Director Certification Program (DCP)
- : Class 48/2021 Role of the Chairman Program (RCP)

### Others

- : National Defence Course (NDC61), The National Defence College
- : Certificate, Executive Program in Energy Literacy for a Sustainable Future, Class 10, Thailand Energy Academy (TEA)
- : State administration course according to the national reform framework, national strategy and building unity and reconciliation, Strategic Transformation Office

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- : Senior Executive Program : government executive (Class 8), The office of the Civil Service Commission
- : Senior Executive Program : a leader with vision and integrity (Class 77), The office of the Civil Service Commission
- : Corporate Governance Course for Directors and senior executives of state enterprises and Public Organization (PDI) Cass 9 development institute Directors and senior government executives (PDI) King Prajadhipok's Institute

#### Specific knowledge and expertise

- : Finance, Accounting.

\*Listed in Directors' Pool in the field of finance, accounting and project management

#### Terms of Directorship at MCOT :

Agenda	Period	Resolution	Term of Directorship
1	26 October 2022 – April 2023	Meeting of the Board of Directors of MCOT Plc., No. 14/2022 on October 25, 2022 replaced Mrs.Pattaraporn Vorasaph	6 Months

#### Terms of Directorship at MCOT

Meeting	2021
1. Board of Directors	2/2 (100%)
2. Shareholder	-
3. Remuneration Committee	1.1 (100%)
4. Risk Management 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

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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

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## Proxy Form A, B and C (Form B is recommended) and Curriculum Vitae of Independent Directors

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### Proxy Assignment

If a shareholder cannot attend the 2023 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.**

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

**Asst.Prof.Kangwan Yodwisitsak Age 51**

**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	: None
Listed companies	
Companies /Other companies 1 Place	: 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

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

**Mrs.Yanee Sangsrichun Age 63**

**Address** 63/1 Rama IX Road, Huaykwang Bangkok 10310

**Current Position** The Independent Director/ Chairman of the Audit Committee



Education	: Master of Business Administration, Maejo University
	: Bachelor of Business Administration (Accounting), Ramkhamhaeng University
	: University
Work Experience	
Listed companies	: None
Companies /Other companies	: None
Conflict in Item	Not having conflict of interest in any agenda proposed to this Annual General Meeting of Shareholders

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หนังสือมอบฉันทะแบบ ก.  
Proxy Form (A)

Duty  
Stamp  
20 Baht

เขียนที่ / Made at .....

วันที่ /Date .....เดือน/ Month .....พ.ศ /Year .....

1) ข้าพเจ้า I/We .....สัญชาติ/Nationality .....  
อยู่บ้านเลขที่/Residing at.....ถนน/Road.....ตำบล/แขวง/Sub district .....  
อำเภอ/เขต /District .....จังหวัด /Province .....รหัสไปรษณีย์ /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 /Age .....ปี  
อยู่บ้านเลขที่ /Residing at No.....ถนน /Road .....ตำบล/แขวง /Sub district .....  
อำเภอ/เขต/District .....จังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....

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

☐ ผศ.กังวาน ยอดวิทย์ศักดิ์ อายุ 51 ปี หรือ ☐ นางญาณี แสงศรีจันทร์ อายุ 63 ปี  
Asst.Prof.Kangwan Yodwisitsak age 51 or Mrs. Yanee Sangsrichun 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 2566 ในวันอังคารที่ 11 เมษายน 2566 เวลา 13.30 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) Only one of above is assigned as my/our proxy to attend and vote in the 2023 Annual General Meeting of Shareholders on Tuesday, April 11, 2023 at 13.30 hours. via Electronic Media. หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย / or at any adjournment thereof to any other date, time and venue. กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุมนั้น 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 .....ผู้มอบฉันทะ/Grantor  
ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/ Proxy  
ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/ Proxy  
ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/ Proxy  
วันที่/ Date ...../...../.....

หมายเหตุ /Remarks:

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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.

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## หนังสือมอบฉันทะแบบ ข.

## Proxy Form (B)

Duty  
Stamp  
20 Baht

เขียนที่ / Made at .....

วันที่/Date .....เดือน/ Month .....พ.ศ /Year .....

1) ข้าพเจ้า I/We .....สัญชาติ/Nationality .....  
 อยู่บ้านเลขที่/Residing at.....ถนน/Road.....ตำบล/แขวง/Sub district .....  
 อำเภอ/เขต /District .....จังหวัด /Province ..... รหัสไปรษณีย์ /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 /Age .....ปี  
 อยู่บ้านเลขที่ /Residing at No..... ถนน /Road .....ตำบล/แขวง /Sub district .....อำเภอ/เขต/District  
 .....จังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....

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

☐ ผศ.กังวาน ยอดวิเศษศักดิ์ อายุ 51 ปี หรือ ☐ นางยุภาณี แสงศรีจันทร์ อายุ 63 ปี

Asst.Prof.Kangwan Yodwisitsak age 51 or Mrs. Yaneer Sangsrichun 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 2566 ในวันอังคารที่ 11 เมษายน 2566 เวลา 13.30 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) Only one of above is assigned as my/our  
 proxy to attend and vote in the 2023 Annual General Meeting of Shareholders on Tuesday, April 11, 2023 at 13.30 hours. via  
 Electronic Media. หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย / or at any adjournment thereof to any other date, time and venue.  
 กิจกรรมใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

## 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

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**วาระที่ 2 : เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น บมจ. อสมท ประจำปี 2565 ในวันพฤหัสบดีที่ 21 เมษายน 2565**

Agenda 2 : To approve the Minutes of the 2022 Annual General Meeting of Shareholders held on Thursday, April 21, 2022

- ☐
- (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 รับทราบรายงานผลการดำเนินงานกิจการของบริษัทฯ ประจำปี 2565 (วันที่ 1 มกราคม – 31 ธันวาคม 2565)**

Agenda 3 : To acknowledge the report on the Company's 2021 operating results (the period between January 1 – December 31, 2022)

- ☐
- (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 พิจารณานุมัติงบการเงินประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2565**

Agenda 4 : To approve the Company's financial statements and income statement for the year ended December 31, 2022

- ☐
- (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 2565**

Agenda 5 : To approve dividend payment for the year 2022

- ☐
- (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 พิจารณานุมัติค่าตอบแทนของกรรมการบริษัท ประจำปี 2566**

Agenda 6 : To approve directors' remuneration for the year 2023

- ☐
- (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

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☐ วาระที่ 7 : เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนแก่ผู้สอบบัญชี ประจำปี 2566

Agenda 7 : To approve the appointment of the auditor and determination of its audit fee for the year 2023

- ☐ (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 8 : เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

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

- ☐ (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;

- ☐ การแต่งตั้งกรรมการทั้งชุด / The appointment of the whole Board of Directors

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ จดออกเสียง / Abstain

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล / The appointment of individual Directors

1. กรรมการคนที่ 1 .....

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ จดออกเสียง / Abstain

2. กรรมการคนที่ 2.....

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ จดออกเสียง / Abstain

3. กรรมการคนที่ 3.....

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ จดออกเสียง / Abstain

4. กรรมการคนที่ 4.....

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ จดออกเสียง / Abstain

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

- ☐ (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

5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า 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) ในกรณีที่ข้าพเจ้าไม่ได้ออกเสียงลงคะแนนในการลงคะแนนเสียงในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

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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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ/ Signed ..... ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/ Signed ..... ผู้รับมอบฉันทะ/ Proxy  
(.....)

ลงชื่อ/ Signed ..... ผู้รับมอบฉันทะ/ Proxy  
(.....)

ลงชื่อ/ Signed ..... ผู้รับมอบฉันทะ/ Proxy  
(.....)

วันที่/ Date ...../...../.....

หมายเหตุ / Remarks

- ก. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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.

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

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อสมท จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น บมจ. อสมท ประจำปี 2566 ในวันอังคารที่ 11 เมษายน 2566 เวลา 13.30 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)

Grant of proxy as a shareholder of MCOT Plc. At the 2023 Annual General Meeting of Shareholders on Tuesday, April 11, 2023 at 13.30 hours. via Electronic Media.

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 ☐ จดออกเสียง / 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 ☐ 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

ชื่อกรรมการ .....

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

ชื่อกรรมการ .....

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

ชื่อกรรมการ .....

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

ชื่อกรรมการ .....

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจําต่อแบบพิมพ์หนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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

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## หนังสือมอบฉันทะแบบ ค.

### Proxy Form (C)

Duty  
Stamp  
20 Baht

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

เขียนที่ / Made at .....

วันที่ / Date .....เดือน / Month .....พ.ศ. / Year .....

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

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

อำเภอ/เขต /District .....จังหวัด /Province .....รหัสไปรษณีย์ /Postal Code .....

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้นให้กับ.....

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 of .....shares Which are entitled to cast .....votes 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 /Age .....ปี

อยู่บ้านเลขที่ /Residing at No..... ถนน /Road .....ตำบล/แขวง /Sub district .....อำเภอ/เขต/

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

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

☐ ผศ.กังวาน ยอดวิเศษ อายุ 51 ปี หรือ ☐ นางญาณี แสงศรีจันทร์ อายุ 63 ปี

Asst.Prof.Kangwan Yodwisitsak age 51 or Mrs. YANEE SANGSRICHUN 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 2566 ในวันอังคารที่ 11 เมษายน 2566 เวลา 13.30 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of above is assigned as my/our proxy to attend and vote in the 2023 Annual General Meeting of Shareholders on Tuesday, April 11, 2023 at 13.30 hours. via Electronic Media. or at any adjournment there of 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 Total .....เสียง/votes

At MCOT, we all work together towards a common goal of promoting transparency and anti-corruption to achieve sustainable development.



4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

We authorize 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 2565 ในวันพฤหัสบดีที่ 21 เมษายน 2565

Agenda 2 : To approve the Minutes of the 2022 Annual General Meeting of Shareholders held on Thursday, April 21, 2022

☐ (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 รับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2565 (วันที่ 1 มกราคม – 31 ธันวาคม 2565)

Agenda 3 : To acknowledge the report on the Company's 2022 operating results (the period between January 1 – December 31, 2022)

☐ (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 พิจารณานุมัติงบการเงินประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2565

Agenda 4 : To approve the Company's financial statements and income statement for the year ended December 31, 2022

☐ (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 2565

Agenda 5 : To approve dividend payment for the year 2022

☐ (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

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☐ วาระที่ 6 : เรื่อง พิจารณานุมัติค่าตอบแทนของกรรมการบริษัท ประจำปี 2566

Agenda 6 : To approve directors' remuneration for the year 2023

- ☐ (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 7 : เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนแก่ผู้สอบบัญชี ประจำปี 2566

Agenda 7 : To consider and appoint the Company's auditor and the audit fee for the year 2023

- ☐ (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 8 : เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

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

- ☐ (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;

- ☐ การแต่งตั้งกรรมการทั้งชุด / The appointment of the whole Board of Directors

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ จดออกเสียง / Abstain

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล / The appointment of individual Directors

1. กรรมการคนที่ 1/Name 1 .....

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ จดออกเสียง / Abstain

2. กรรมการคนที่ 2/Name 2.....

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ จดออกเสียง / Abstain

3.กรรมการคนที่ 3/Name 3.....

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ จดออกเสียง / Abstain

4. กรรมการคนที่ 4/Name 4.....

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ จดออกเสียง / Abstain

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

- ☐ (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

☐ ไม่เห็นด้วย / Not approve

☐ จดออกเสียง / Abstain

5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ถือเป็น การลงคะแนนเสียงของผู้ถือหุ้น

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For more information, please visit [www.mcot.net/ir](http://www.mcot.net/ir) > good governance > corporate governance > anti-corruption policy.

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) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการลงคะแนนเสียงในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ได้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

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

ลงชื่อ/ Signed ..... ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/ Signed ..... ผู้รับมอบฉันทะ/ Proxy  
(.....)

ลงชื่อ/ Signed ..... ผู้รับมอบฉันทะ/ Proxy  
(.....)

ลงชื่อ/ Signed ..... ผู้รับมอบฉันทะ/ Proxy  
(.....)

วันที่/ Date ...../...../.....

หมายเหตุ / Remarks:

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงหุ้นต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the Proxy from C

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ / Evidences to be enclosed with the proxy form are:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Letter of attorney form shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian

3. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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.

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

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อสมท จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น บมจ. อสมท ประจำปี 2566 ในวันอังคารที่ 11 เมษายน 2566 เวลา 13.30 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

Grant of proxy as a shareholder of MCOT Plc At the 2023 Annual General Meeting of Shareholders on Tuesday, April 11, 2023 at 13.30 hours. via Electronic Media. 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 .....เสียง/vote(s) ☐ ไม่เห็นด้วย/Not approve .....เสียง/vote(s) ☐ งดออกเสียง/Abstain .....เสียง/ 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.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย/Approve .....เสียง/vote(s) ☐ ไม่เห็นด้วย/Not approve .....เสียง/vote(s) ☐ งดออกเสียง/Abstain .....เสียง/ vote(s)

☐ วาระที่ 8 : พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

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

ชื่อกรรมการ/Name.....

☐ เห็นด้วย/Approve .....เสียง/vote(s) ☐ ไม่เห็นด้วย/Not approve .....เสียง/vote(s) ☐ งดออกเสียง/Abstain .....เสียง/ vote(s)

ชื่อกรรมการ/Name.....

☐ เห็นด้วย/Approve .....เสียง/vote(s) ☐ ไม่เห็นด้วย/Not approve .....เสียง/vote(s) ☐ งดออกเสียง/Abstain .....เสียง/ vote(s)

ชื่อกรรมการ/Name.....

☐ เห็นด้วย/Approve .....เสียง/vote(s) ☐ ไม่เห็นด้วย/Not approve .....เสียง/vote(s) ☐ งดออกเสียง/Abstain .....เสียง/ vote(s)

ชื่อกรรมการ/Name.....

☐ เห็นด้วย/Approve .....เสียง/vote(s) ☐ ไม่เห็นด้วย/Not approve .....เสียง/vote(s) ☐ งดออกเสียง/Abstain .....เสียง/ vote(s)

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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

At MCOT, we all work together towards a common goal of promoting transparency and anti-corruption to achieve sustainable development.

MCOT has adopted an anti-corruption policy against all forms of corruption, which applies to any action taken by MCOT employees.  
For more information, please visit [www.mcot.net/ir](http://www.mcot.net/ir) > good governance > corporate governance > anti-corruption policy.

**Enclosure 9****Criteria and Procedures for Meeting Attendance and Appointment of Proxy via Electronic Means (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

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### **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](http://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 2023 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 3, 2023 at 08.30 a.m. and close on April 11, 2023 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/belhalf.

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

**2. Mrs. Yanee Sangsrichun , 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 10, 2023, at the following address:

Company Secretary

MCOT Plc.

63/1 Rama IX Road, Huay Bangkok 10310 Thailand

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**Enclosure 10****Regulations on Shareholders' Meeting and Voting Procedures****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.

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**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.

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**Enclosure 11****Privacy Notice for the 2023 Annual General Meeting of Shareholders**

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 2023 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

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and anti-corruption to achieve sustainable development.

- (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

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**Enclosure 12****Enquiry Submission prior to the 2023 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 2023 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 2023 Annual General Meeting of Shareholders

- To acknowledge the report on the Company's 2022 operating results (period between January 1 - December 31, 2022)
- To approve the Company's financial statements and income statement for the year ended December 31, 2022
- To Approve Abstention of 2022 Dividend Payment
- To Approve Directors' Remuneration 2023
- To Approve Appointment of Auditor and Remuneration 2023
- To approve the appointment new directors in replacement of those who are due to retire by rotation

**3. Channels for inquiry submission**

1) The Company's web site: [www.mcot.net/ir](http://www.mcot.net/ir)

2) E-mail : [cgmcot@mcot.net](mailto: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 16, 2023.

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

MCOT Plc. will answer inquiries submitted before the 2023 Annual General Meeting of Shareholders via e-mails, and other channels as appropriate to allow other shareholders to equally receive information.

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**Question Submission prior to 2023  
Annual General Meeting of Shareholders**

Please return the completed form to:

- 1) The Company's web site: [www.mcot.net/ir](http://www.mcot.net/ir)
- 2) Email : [cgmcot@mcot.net](mailto: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 2023 Annual General Meeting of Shareholders:.....

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

Inquiry submission period has been scheduled between March 16, 2023.

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**Enclosure 13****Request Form (for receiving 2022 Financial Statements and 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 2022 Annual Registration Statement Form 56-1 One Report
- ☐ The 2022 Financial Statements for the Year ended December 31, 2022

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**Enclosure 14****Registration Form for E-AGM by Inventech Connect**

Written at.....

Date.....Month.....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 2023 Annual General Meeting of Shareholders on  
Tuesday, April 11, 2023 at 13.30 hours, 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://con.inventech.co.th/MCOT142058R/#/homepage> or scan QR Code and follow  
the steps as shown in the picture



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**MCOT Public Company Limited**  
**63/1 Rama IX Road, Huaykwang**  
**Bangkok 10310 Thailand**  
**Phone +66 (0) 2201 6151**  
**Website : [mcot.net/ir](http://mcot.net/ir) E-mail : [cgmcot@mcot.net](mailto:cgmcot@mcot.net)**

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## What is “Give stock, get merit” and “Give dividend, get happiness”?

**“Give stock, get merit”** This project started off with the opportunity for shareholders to participate in contributing to the society by **“Donating some shares of stock” to the foundation or organization receiving donations.** Shareholders can donate any of the securities starting from one share of stock or more.

**“Give dividend, get happiness”** is an extension of the original project by encouraging shareholders to **“Donate dividends” to the foundation or organization receiving donations.** Shareholders can donate dividends from any of the securities that gains monetary benefit at specified value as already set or agreed upon.



### Rationale and objectives

1. To collect monetary values or benefits from participating shareholders (donors).
2. To provide the recipients with an amount that can help enhance the society at large towards sustainability, no matter how large or small the amount of the donation may be.

## Donating stocks



### Donation channels

#### 1. Donate directly at TSD

TSD Counter Service: Building B (1st Fl)  
The Stock Exchange of Thailand, Ratchadaphisek Road  
Subway (MRT) station: Thailand Cultural Center (Exit 3)

#### 2. Send your application by mail

Customer Service: The Stock Exchange of Thailand Building  
93 Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok 10400

#### 3. Contact your securities company (broker/custodian)

## Donating dividends



### Donation channels

#### 1. Donate directly at TSD

TSD Counter Service: Building B (1st Fl)  
The Stock Exchange of Thailand, Ratchadaphisek Road  
Subway (MRT) station: Thailand Cultural Center (Exit 3)

#### 2. Send your application by mail

Investor Service: The Stock Exchange of Thailand Building (14th Fl)  
93 Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok 10400

#### 3. Send your request via website: TSD Investor Portal

**\*\* For shareholders who are already TSD Investor Portal members, this channel does not require supporting documents\*\***

At MCOT, we all work together towards a common goal of promoting transparency and anti-corruption to achieve sustainable development.

MCOT has adopted an anti-corruption policy against all forms of corruption, which applies to any action taken by MCOT employees.  
For more information, please visit [www.mcot.net/ir](http://www.mcot.net/ir) > good governance > corporate governance > anti-corruption policy.