



Minutes of the 2023 Annual General Meeting of Shareholders  
of MCOT Public Company Limited via electronic platform  
on Tuesday, April 11, 2023  
Live Broadcast from Auditorium Room  
Radio and Television Operating Building  
MCOT Public Company Limited  
63/1, Khwaeng/Khet Huai khwang, Bangkok  
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**Chairman in the Meeting**

Mr. Kittipong Khantiratana

Shareholder/ Chairman in the Meeting

**Directors present at the Meeting**

- |   |   |
|---|---|
| 1. Asst. Prof. Kangwan Yodwisitsak        | Independent Director/ Chairman of the Audit Committee/ Chairman of the Nomination Committee   |
| 2. Pol.Lt.Gen. Sirichun Chunsangawang     | Independent Director/ / Chairman of the Remuneration Committee/ Member of the Audit Committee   |
| 3. Mr. Chanvit Nakburee                   | Director/ Member of the Remuneration Committee/ Member of the Risk Management Committee   |
| 4. Mr. Teerapong Wongsiwawilas            | Director  |
| 5. Ms. Kornpranom Wongmongkol             | Independent Director/ Member of the Corporate Governance and Sustainable Development Committee/ Member of Executive Committee   |
| 6. Mr. Phaiboon Siripanoosatien           | Independent Director/ Member of the Risk Management Committee / Member of Executive Committee   |
| 7. Asst. Prof. Prasert Akkharapathomphong | Independent Director/ Chairman of the Corporate Governance and Sustainable Development Committee/ Member of the Nomination Committee/ Member of the Risk Management Committee |
| 8. Mrs. Yanee Sangsrichun                 | Independent Director/ Member of the Remuneration Committee/ Member of the Nomination Committee/ Member of the Audit Committee   |

There were 8 directors attending the Meeting, representing 72.73% of all directors holding directorship at present.

**Directors absent from the Meeting**

- |                                |   |
|--------------------------------|---|
| 1. Pol. Gen. Tawitchat Palasak | Chairman/ Independent Director  |
| 2. Mr. Sommai Lakananurak      | Vice Chairman/ Chairman of the Risk Management Committee/ Chairman of the Executive Committee |
| 3. Mr. Boonson Jenchaimahakoon | Director/ Chairman of the Risk Management Committee   |

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**The executives present at the Meeting**

- |                                    |   |
|------------------------------------|---|
| 1. Mr. Phatiyuth Jaiswang          | Executive Vice President, Product Group/<br>Acting President/ Acting Senior Vice<br>President, Office of Television/ Acting<br>Senior Vice President, Office of Radio |
| 2. Ms. Soontareeya Wongsirikul     | Executive Vice President and Chief<br>Financial Officer, / Acting Senior Vice<br>President, Corporate Strategy Group  |
| 3. Mrs. Chothip Norasretkul        | Executive Vice President, Corporate<br>Management Group   |
| 4. Mr. Sommai Suwannawong          | Executive Vice President, Marketing and<br>Sales Group, Acting Senior Vice President,<br>Office of Marketing, and Acting Senior Vice<br>President, Office of Sales    |
| 5. Mr. Kittipong Khantiratana      | Senior Vice President, Office of Asset<br>Management/ Acting Senior Vice President,<br>Special Affairs Group  |
| 6. Ms. Krisana Ubonpeng            | Senior Vice President, Office of Accounting<br>and Finance, Acting Senior Vice President,<br>Office of the President  |
| 7. Mr. Kriengsak Kangwanwong       | Senior Vice President, Office of Legal<br>Affairs   |
| 8. Mr. Khajornsak Jaturapattaranon | Senior Vice President, Office of Internal<br>Audit  |
| 9. Mr. Thanin Thavonsassanavong    | Senior Vice President, Office of Network<br>Engineering   |
| 10. Mr. Noppadol Korniti           | Senior Vice President, Thai News Agency   |
| 11. Mr. Nimit Sukprasert           | Senior Vice President, Office of Business<br>Development  |
| 12. Mr. Phairach Santhawe          | Senior Vice President, Office of Information<br>Technology  |
| 13. Mr. Suwit Supmahaudom          | Senior Vice President, Office of Human<br>Resources   |
| 14. Mr. Pornchit Piamsri           | Vice President, Corporate Secretary<br>Department, Company Secretary  |

**Auditor from EY Office Company Limited**

Mr. Krisada Lertwana, the Company's certified public accountant for this year.

**Witness verifying the vote counting**

Miss Apornpas Phu-aree

Shareholder

**Shareholders attending the Meeting via electronic means**

1. The Ministry of Finance, holding 452,134,022 shares (Ms. Worachara Lutthayaporn, Director of the State Enterprise Development Bureau 2, Ministry of Finance was the proxy).
  2. The Government Savings Bank, holding 78,865,978 shares (Mrs. Nutya Kleeplumjueak, was the proxy).
  3. Other shareholders totaling 41, holding 1,675,943 shares.
- There were 43 shareholders in total, holding 532,675,943 shares, representing 77.53%.

**The Meeting started at 13.30 hrs.**

Mr. Supachat Supamethee, who served as the MC of the 2023 Annual General Meeting of Shareholders, reported to the Meeting as follows:

1. The 2023 Annual General Meeting of Shareholders of MCOT Plc. was arranged via electronic platform in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (A.D. 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 (A.D.2020).

The Company also complied with the Privacy Policy for the 2023 Annual General Meeting of Shareholders in accordance with the Personal Data Protection Act, B.E. 2562.

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

- 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 has been advised earlier in the Notice to this Meeting.
- The sequence of meeting agenda items would be subject to those specified in the Notice to the Meeting. All details about a particular agenda would be presented first, and, then, the shareholders would be allowed to raise any questions before passing the resolution. The voting result shall be reported to the Meeting when the vote counting of that particular agenda was complete.
- In voting, a shareholder shall have his/her votes equivalent to the number of shares held or authorized or one vote per one share.
- Votes of shareholders authorizing any independent director should be accordance with details specified in the proxy form.
- Voting in every agenda shall depend on the majority votes cast by total votes of the shareholders present at the meeting and eligible to vote, except
  - *Agenda 6 - To consider and approve the remuneration for directors, which requires votes **for not less than two-thirds (2/3)** of the total votes of shareholders who are present at the meeting and eligible to vote.*
- In vote counting, disagreement and abstention votes would be deducted from total votes of the shareholders attending the Meeting and eligible to vote. The remaining votes would be deemed the agreement votes.

**In case of questions raised by shareholders**

Before resolving each agenda, the Chairman in the Meeting would allow the meeting attendants to raise questions or to share opinions relating to such agenda as appropriate. The questions might be raised via 2 following means:

- If a meeting attendant wished to raise his/her question via texting, please choose the questioning menu before choosing the agenda he/she wants to raise the question, typing his/her question or opinion, and sending it. The Company shall clarify such question in the Meeting when it turns to the agenda relating to such question.
- In case the meeting attendant wished to raise any question via video and audio
  - Press the button “Questioning via video and audio”.
  - Press “OK” to confirm the queue.
  - Wait for the queue officer for questioning before you further open your microphone and camera.

***However, if many questions were sent to the Meeting, the Company reserved the right to consider answering them accordingly.***

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3. This Meeting would be in line with the resolutions of the Meeting of the Board of Directors, No. 2/2023 to consider the matters as specified in the Notice to the Meeting dated January 24, 2023. The Company announced the record date to be on February 22, 2023.

On the Meeting date, 39 shareholders holding 120,143 shares and 4 proxies holding 532,555,800 shares attended the Meeting. A total number of present shareholders were 43 holding shares of 532,675,943 or 77.53% of the total issued shares. This constituted a quorum as required by the Company's regulations.

**Selection of the Chairman in the Meeting**

**MC**

In accordance with Article 27 of the Company's Regulation, "In the case where there is no chairman or the chairman is not present at the meeting or is unable to perform the duty, a vice chairman, if any, shall preside over the meeting. If there is no vice chairman or there is a vice chairman but the vice chairman is unable to perform the duty, the shareholders present at the meeting shall elect one amongst themselves to preside over the meeting." In this Annual General Meeting of Shareholders, as both Chairman and Vice Chairman were absent; therefore, the shareholders present at the Meeting were invited to nominate a shareholder to preside over the Meeting.

**Mr. Pranee Polprueksa**, Shareholder, nominated **Mr. Kittipong Khantiratana**, Shareholder, to preside over the Meeting.

MC asked the shareholders to pass a resolution to approve Mr. Kittipong Khantiratana to preside over the Meeting.

**Resolution:** The Meeting approved Mr. Kittipong Khantiratana, Shareholder, to preside over the Meeting by the majority votes of all shareholders present at the Meeting and eligible to vote as follows:

Approved	531,094,188	votes, representing	99.71%
Disapproved	100	votes, representing	0%
Abstained	0	votes, representing	0%
Voided Ballot	1,556,155	votes, representing	0.29%

**Mr. Kittipong Khantiratana, Shareholder, presided over** and greeted the Meeting. Then, he stated that the total number of shareholders attending the Meeting constituted a quorum; therefore, as Chairman of the Meeting, he would like to open the meeting according to the agenda items indicated in the Notice to the Meeting.

**Minutes of The 2023 Annual General Meeting of Shareholders of MCOT Public Company Limited**  
**Agenda 1: Report by the Chairman**

**The Chairman** informed the Meeting as follows:

1. the Company invited its minority shareholders to propose the agenda items to the Annual General Meeting of Shareholders, and to nominate candidates for the Company's directors in order to comply with the Principle of Corporate Governance. MCOT Public Company Limited notified the criteria of granting the shareholder's rights to propose agenda items to the Annual General Meeting of Shareholders, including the nomination for directors of MCOT Public Company Limited via [www.mcot.net/ir](http://www.mcot.net/ir) from October 1 - December 31, 2022. At the end of such period permitting the shareholders to propose the agenda items to the 2023 Annual General Meeting of Shareholders, and to nominate candidates as the Company's directors, no agenda items or a list of candidates to be nominated as the Company's directors was proposed via post, e-mail or facsimile.

2. To promote good corporate governance and to value the Company's shareholders, an inquiry system was provided so that the shareholders could submit their inquiries in advance regarding agenda items to the Annual General Meeting of Shareholders via post, e-mail, or facsimile from March 16 onward. Up to the meeting date, the inquiries were submitted by one shareholder, which would be further clarified in Agenda 3 regarding the acknowledgement of the operating performance of the Company.

3. Thai Private Sector Collective Action Against Corruption (CAC) **passed a resolution to renew the certification of "MCOT Public Company Limited"** as a CAC member for the third round. This certification term is 3 years, from March 31, 2023 to March 31, 2026.

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

**The Chairman** informed the Meeting that the Company prepared the minutes of the 2022 Annual General Meeting of Shareholders held on Thursday, April 21, 2022, which was earlier submitted to the Stock Exchange of Thailand within 14 days after the meeting date as required by law. The minutes of meeting was also sent to the shareholders in advance together with other supporting documents for the Meeting. The Board of Directors considered that such minutes of the 2022 Annual General Meeting of Shareholders have been recorded accurately and completely based on meeting agenda items; therefore, it deemed appropriate to propose the 2023 General Meeting of Shareholders to consider and certify such minutes.

**The Chairman** invited the shareholders present at the Meeting to raise their questions or opinions.

- No question was raised by shareholders -

**The Chairman** proposed the Meeting to pass the resolution to certify the minutes of the 2022 Annual General Meeting of Shareholders, held on Thursday, April 21, 2022.

**Resolution:** The Meeting certified the minutes of the 2022 Annual General Meeting of Shareholders held on Thursday, April 21, 2022 by a majority of votes of shareholders present at the meeting and cast their votes as follows:

Approved	532,670,443	votes, representing	100.00%
Disapproved	0	votes, representing	0%
Abstained	0	votes, representing	0%
Voided Ballot	0	votes, representing	0%

**Minutes of The 2023 Annual General Meeting of Shareholders of MCOT Public Company Limited**  
**Agenda 3: To acknowledge the Company's 2022 operating performance (period between 1 January - 31 December 2022)**

**Mr. Phatiyuth Jaiswang, Executive Vice President, Product Group, and Acting President,** informed the Meeting that, this agenda was to present the Company's performance report for a period between January 1 - December 31, 2022 according to the 2022 Annual Report, which were delivered in a QR code format to shareholders earlier together with the Meeting Invitation to all shareholders for their additional comments. The Company's performance report would be presented to the Meeting in the form of video presentation. The details were summarized below.

**1. Revenue of MCOT Plc. in 2022**

In 2022, MCOT Plc. had the total of Baht 1,408 million, deriving from several businesses as listed below.

- Television business, which accounted for 29%.

The television business of MCOT Plc. could earn revenue apart from advertising and public relations such as host broadcaster in APEC 2022, broadcast of special programs arranged by the government sector, etc. MCOT Plc. intended to drive this business by adding some popular programs created by new business alliances to increase TV revenue. Meanwhile, MCOT Plc. managed the content cost and program cost by joining hands with its business alliances to present the drama series and Thai movies instead of investing in buying the copyright.

- Broadcast network operation business and MCOT satellite service for 35%

For the broadcast network operation business, the revenue derived from the digital terrestrial television network service (MUX) of MCOT Plc. In 2022, MCOT Plc. obtained one more network service user who was T Sports 7 (No. 7) operated by the Sports Authority of Thailand as assigned by the Ministry of Tourism and Sports to which MCOT Plc. has provided this service up to now.

- Radio business, which accounted for 26 %

During the transition period of bidding for the spectrum licenses, clients of MCOT radio delayed their spending. Moreover, the COVID-19 pandemic had a significant impact on the arrangement of sales promotion activities and operation of the radio business. MCOT Plc., at present, operated 47 radio stations nationwide. Revenue from radio business showed positivity and gradually increased.

- Digital business (other digital media of MCOT) and new business, which accounted for 8%

The revenues from digital and new businesses came from the sharing of advertising revenues via social platform (YouTube and Facebook), the distribution of contents under copyrights of MCOT Plc. and other alliances. Values were added by broadcasting these contents via other platforms, domestically and internationally. MCOT Plc. gained some shared revenues from the Shop Mania business through presenting quality products on various media of MCOT Plc. MCOT Plc. also provided the asset leasing service, e.g., studio and broadcast control room, which was a new income source emerging in 2022.

- Other businesses, which accounted for 2%

**2. Expenses in 2022**

The expenses of MCOT Plc. in 2022 totaled Baht 1,436 million. Although its cost increased by the amortization of FM radio broadcast license, all expenses could be managed in accordance with the established budget. This implied an efficacy of cost management control of the Company. The cost structure involved:

- Sales and service cost, which accounted for 73.5%
- Sales and distribution expenses, which accounted for 2.5%
- Administrative expenses, which accounted for 24%



### **3. Vision/Business Direction**

Based on the Company's vision, "Provider of trustworthy, accurate and timely content", MCOT Plc. formulated its business direction in 2023 by placing emphasis on sustainable growth, trusted and creative content, rebranding, and communication improvement in all of its products and services as an important pace for its business sustainable growth.

4. In 2023, MCOT Plc. reiterated its vision of providing trusted and creative content through its products and services, as follows:

- Channel 9, MCOT HD - To give more joy to every family member through good contents from leading entertainment alliances of the country to make Channel 9 MCOT HD (30) stronger
- Thai News Agency - By this strong, neutral, reliable, and professional brand, "Thai News Agency" was ready to unveil all facts of all matters you must be aware of.
- Radio business which MCOT Plc. obtained the license to operate 47 frequencies, comprising 6 frequencies in Bangkok and vicinity, and another 41 frequencies in provincial areas
- Digital terrestrial television broadcast network and facility – MCOT provided the digital terrestrial television broadcast service on its television network (MUX3) for the type of HD digital television channel via 2 TV channels, and for the type of SD digital television channel via 2 TV channels.
- Digital and new businesses, 3 plots of land
- Moving into other new businesses to expand opportunities and capability in the sustainable business operation.
- Enhancing the traditional media through using digital media, providing contents most relevant to demands of targeted groups in every platform, and providing the communication service responding to significant changes in the digital world.
- Presenting useful contents by developing Sure & Share to be the Fact Checker.
- Driving the knowledge business where knowledge is transferred via MCOT Academy.
- Developing e-commerce business to be the market platform for quality products
- Managing and developing all properties in Bangkok and other provinces to generate long-term returns for MCOT Plc.
- Utilizing existing assets to gain more revenue

**5. Corporate image** - What was expected besides income is "sustainability". By sustainable and growing profit and business operation on social responsibility, we believed that "good media of the society can be involved in building a good society" regardless of crisis or changes being faced.

MCOT Plc. stood firm on improving and presenting reliable contents in the Thai society as a leading mass media of the country. The Company continued to operate sustainable business to give back to all shareholders and society.

For this agenda, Ms. Aroon Wangwattanapanich, Shareholder, sent her question in advance about the Company's land at Ratchadapisek Road close to the Cultural Center Station in an area of 50 Rai. She wanted to know what this land would be developed to be or if there were any persons interested in any project. If some businesses could fit to the use of this land, it would generate some revenues for the Company.

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**Mr. Phatiyuth Jaiswang, Executive Vice President, Product Group, and Acting President,** reported the Meeting that:

1. MCOT Plc. arranged the market sounding and public relations to invite some investors and persons interested in land lease to propose the direction of developing/generating revenues from all 3 plots of land; namely, 50-Rai plot of land, land at Nong Khem, and land at Bang Phai. Up to now, the Company has considered the entrances and exits of these 3 plots of land before taking further actions in accordance with all related laws, rules and regulations regarding land lease. Then, the TOR would be prepared and invitations to the investors to lease these plots of land would be announced.

2. For the 50-Rai plot of land, some areas were leased out and the lease contract was renewed for a period of 6 months (March – August, 2023), allowing MCOT to gain revenue of Baht 6.58 million. For the remaining areas, it has been under the process of seeking for tenants.

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

- No question was raised by shareholders -

**The Chairman** - As this agenda was presented to the shareholders for acknowledgment only, so no voting was required.

**Resolution** - The Meeting acknowledged the Company's operating performance for the year of 2022 (January 1 - December 31, 2022).

**Agenda 4: To approve the Company's financial statements for an accounting period ended December 31, 2022**

**The Chairman** delegated Ms. Soontareeya Wongsirikul, Executive Vice President, and Chief Executive Officer, to present the Company's financial results to the Meeting.

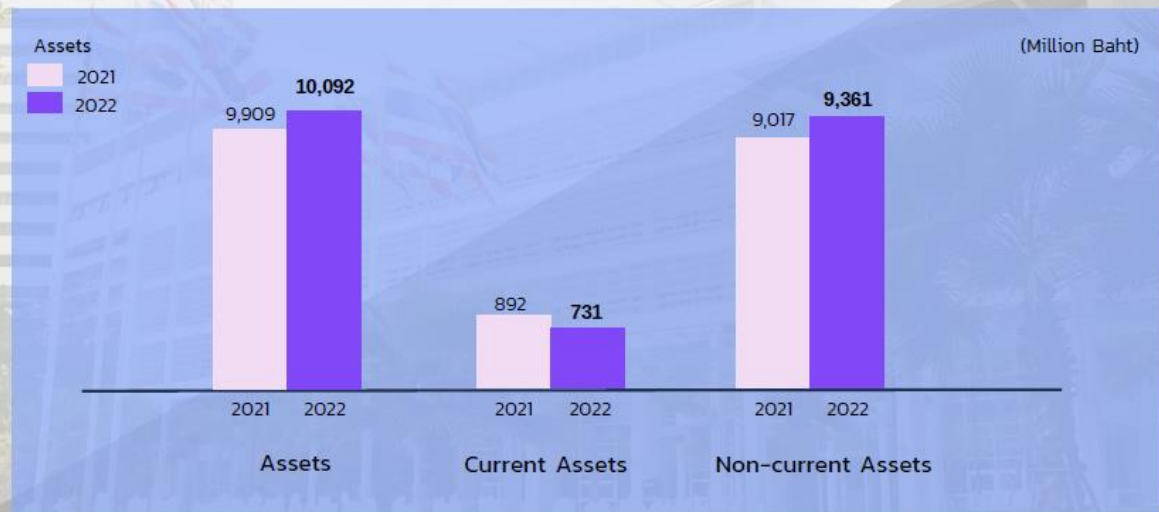
**Ms. Soontareeya Wongsirikul, Executive Vice President and Chief Executive Officer,** reported that the Company's operating results for the year of 2022 ended December 31, 2022 were reviewed and certified by EY Office Co., Ltd. as the Company's auditor, and also reviewed by the Audit Committee of the Company, which were previously delivered to the shareholders together with the Notice to this Meeting. The results were summarized below.





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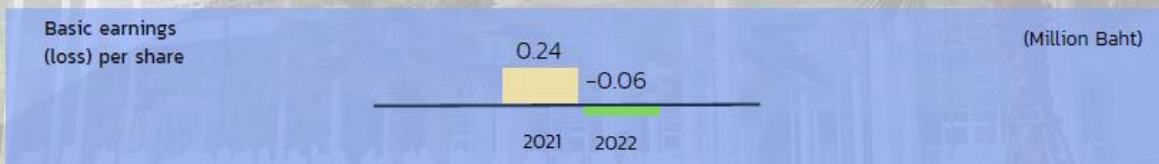
### Statement of financial position in 2021 and 2022



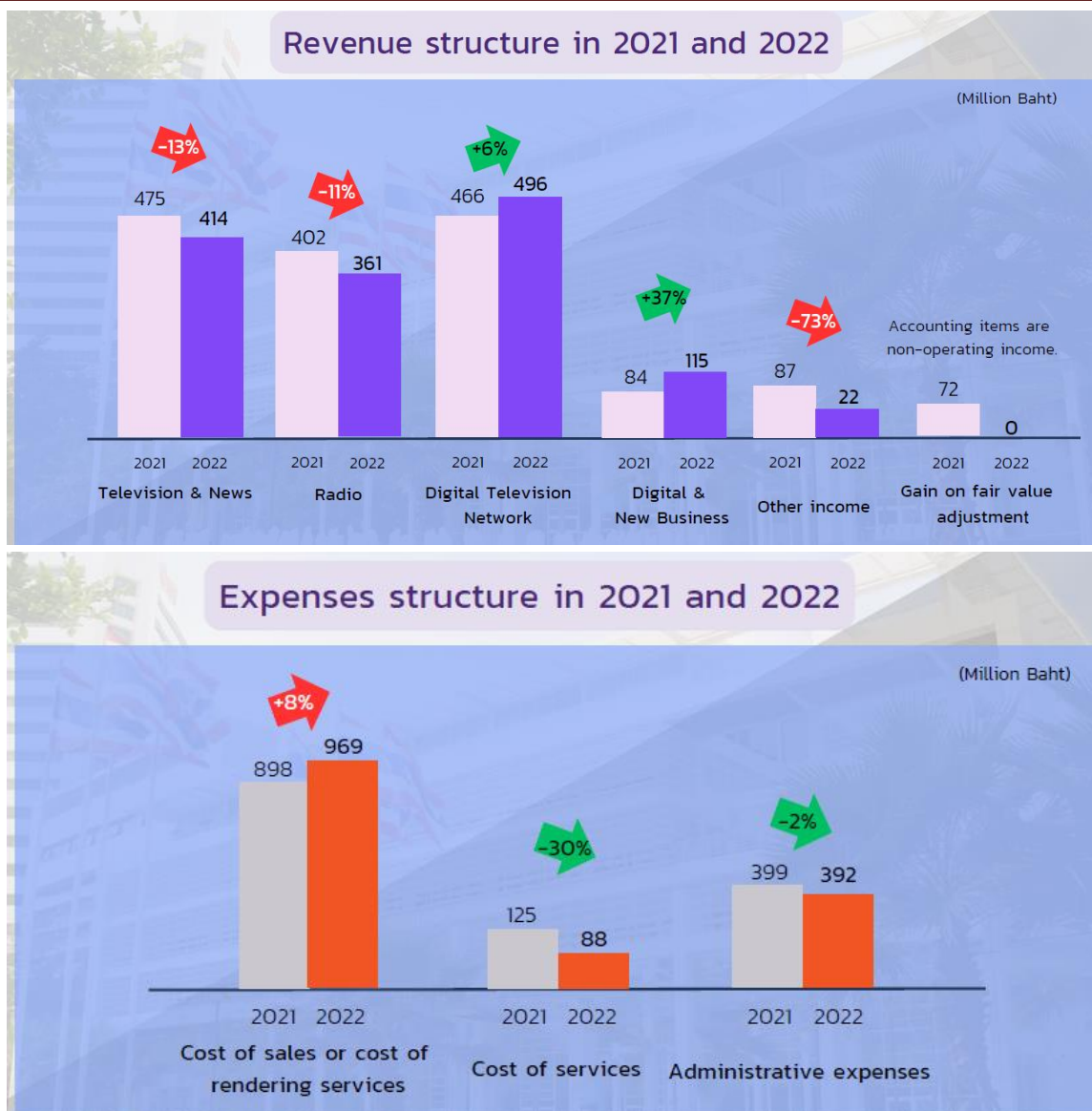
### Statement of financial position in 2021 and 2022



### Profit (loss) for the year In 2021 and 2022



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

- No question was raised by shareholders -

**The Chairman** asked the Meeting to pass the resolution to approve the Company's operating results for the year of 2022 ended December 31, 2022.

**Resolution:** The Meeting approved the Company's operating results for the year of 2022 ended December 31, 2022 by a majority of votes of shareholders present at the meeting and cast their votes as follows:

Approved	532,675,943	votes, representing	100.00%
Disapproved	0	votes, representing	0%
Abstained	0	votes, representing	0%
Voided Ballot	0	votes, representing	0%

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**Agenda 5: To consider the dividend payment for Year 2022**

**The Chairman** delegated Ms. Soontareeya Wongsirikul, Executive Vice President, Finance Group, and Chief Executive Officer, to present the Company's dividend payment for year 2022 to the Meeting.

**Ms. Soontareeya Wongsirikul, Executive Vice President and Chief Executive Officer,** explained that, for the dividend payment for year 2022, the Board of Directors was of opinion that it deemed appropriate to propose it to the shareholders' meeting for approval of the abstention of dividend payment as MCOT Plc. had some loss from its operating performance on a period of January 1 - December 31, 2022. The details were as follows:

Profit (loss) for the year in 2021 and 2022		
	2021	2022
Profit (loss) for the year	164	(41)
Owners of the Parent Company	165	(38)
Non-controlling interests	(1)	(3)
(Million Baht)		
Annual dividend (Baht / Share)	-	-

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

**Mr. Piyapong Prasartthong, Shareholder,** inquired about the reason of the abstention of dividend payment although MCOT earned some revenue from advertising and air-time rental fee from the television and radio businesses.

**Ms. Soontareeya Wongsirikul, Executive Vice President,** explained that the Company's operating results in 2022 incurred some loss. According to Article 68 of the Company's Regulation, it was required that "No dividends shall be paid otherwise than out of profits. In the case where the Company has incurred accumulated loss, no dividends may be paid."

**Mrs. Nucha Vinijchaikul, Shareholder,** inquired that, in 2021, MCOT Plc. gained some profits, but no dividend was paid as it was understood that it would be kept for investment. But, in 2022, why did the Company have some loss? How about the Company's business tendency?

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**Ms. Soontareeya Wongsirikul, Executive Vice President**, explained that although the Company's operating performance on the period from January 1 - December 31, 2021 incurred the profit, the dividend could not be paid due to its necessary investment in the FM spectrum license for sound broadcasting service in the category of commercial service in the amount of Baht 543.73 million, which was reported and recorded in the 2022 minutes of the Annual General Meeting of Shareholders, and reported in Agenda 3 and 4 herein. However, from the operating result on year 2023, it was projected that the Company's revenues would increase for 15% from the operating result on year 2022,

**The Chairman** asked the Meeting to approve the dividend payment omission for year 2022.

**Resolution:** The Meeting approved the Company's dividend payment omission for year 2022 due to the Company's loss by a majority of votes of shareholders present at the meeting and cast their votes as follows:

Approved	532,674,887	votes, representing	100.00%
Disapproved	56	votes, representing	0%
Abstained	1,000	votes, representing	0%
Voided Ballot	0	votes, representing	0%

**Agenda 6: To consider and approve the remuneration for the Company's directors on year 2023**

**The Chairman** delegated Pol.Lt.Gen. Sirichun Chunsangawang, Director, as the Chairman of the Remuneration Committee, to report this matter to the Meeting.

**Pol.Lt.Gen. Sirichun Chunsangawang, Director, as the Chairman of the Remuneration Committee**, had the video presentation as summarized below.

Article 34 of the Company's Articles of Association required that "Payment of remuneration to the Company's directors, except as specified in the Articles of Association, shall be in accordance with resolutions of meetings of shareholders with the votes of not less than two-thirds (2/3) of the total votes of the shareholders present at the meeting and eligible to vote".

The Remuneration Committee relied on the practice guideline on considering the remuneration for directors and committees of MCOT Plc. for year 2023 based on key factors, e.g., practice guideline of listed companies in the same industry, practice guideline of listed companies that were state enterprises, corporate governance principles, operating performance, business size, responsibility of directors of MCOT Plc. under fair and reasonable principles and procedures. Then, the Remuneration Committee proposed to establish the principle of paying the remuneration, meeting allowance, and annual bonus for year 2023, which were the same to those specified in 2022. The meeting allowance would not be paid for not more than 15 meetings/year. The Remuneration Committee also acknowledged the omission of dividend payment for year 2022 for directors of MCOT Plc. as detailed below.

**1. Remuneration and meeting allowance for directors for Year 2023**

Committee / Subcommittees	2023	
	Remuneration (Monthly)	Meeting Allowance (per meeting attended)
1. The Board of Directors - Chairman - Members	Baht 30,000.- Baht 15,000.-	Baht 20,000.- per meeting To be received not more than 15 meetings per year (in case of presence at the meeting only)
2. The Audit Committee - Chairman - Members	Baht 12,500.- Baht 10,000.-	Baht 5,000.-/Meeting
3. The Nomination Committee	-	Baht 10,000.-/Meeting
4. The Remuneration Committee	-	Baht 10,000.-/Meeting
5. The Risk Management Committee	-	Baht 10,000.-/Meeting
6. The Corporate Governance and Sustainable Development Committee	-	Baht 10,000.-/Meeting
7. The Labor Relations Committee	-	Baht 10,000.-/Meeting
8. Committees, sub-committees and Working groups other than No.1-7 (Only directors appointed by the Board of Directors)		(not more than 1 meeting per month in case of presence at the meeting only)
Any director appointed as a member of more than 2 committees, sub-committees or working groups other than that of the Board of Directors (including No.2-8) shall receive the meeting allowances from only two committees.		
Remuneration of members of the Board of Directors and the Audit Committee, who take up their position in the middle of the month shall be calculated in accordance with the length of their taking up position. The Chairman and Vice Chairman of each committee shall receive an additional meeting allowance for 25%.		

**2. Other benefits** -none-

**3. Criteria of annual bonus payments to the Company's Directors for year 2023**

The Remuneration Committee proposed the criteria for the payment for Directors' annual bonus for the year 2023 in accordance with the principle approved in year 2022, until there is a change as approved by the Shareholders' Meeting. The details of the criteria are as follows:



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Directors' annual bonus: not more than 0.25% of the net profit and not more than Baht 500,000.-/ Director.

The Chairman and Vice Chairman shall receive additional 25% and 12.5 % of bonus, respectively. In case MCOT receives less than 3.00 points in the state enterprise performance measurement, the bonus for Directors shall be proportionately adjusted as follows:

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

The annual bonus payments to the Company's directors in 2022 was in line with the criteria approved by the 2021 Annual General Meeting of Shareholders. The Board of Directors proposed no receipt of bonus for directors in 2022.

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

- No question was raised by shareholders -

**The Chairman** asked the Meeting to approve the remuneration and the principle of bonus payment for the Company's directors on year 2023 until there would be any changes pursuant to the resolution passed by the meeting of shareholders as proposed by the Remuneration Committee.

**Resolution:** The Meeting approved the remuneration for the Company's directors until there would be any changes pursuant to the resolution passed by the meeting of shareholders, and acknowledged the omission of bonus payment for the Company's directors on year 2022 by votes of shareholders for not less than two-thirds (2/3) of the total of votes of shareholders present at the meeting and eligible to vote as follows:

Approved	532,675,387	votes, representing	100.00%
Disapproved	556	votes, representing	0%
Abstained	0	votes, representing	0%
Voided Ballot	0	votes, representing	0%

**Agenda 7: To approve the appointment of the Auditor and audit fee of year 2023**

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

**Asst. Prof. Kangwan Yodwisitsak as the Chairman of the Audit Committee** stated that this agenda would be presented in the video form as summarized below.

Section 120 of the Public Limited Company Act, B.E. 2535 required that, at an annual ordinary meeting of shareholders of each year, there should be an appointment of an auditor and the determination of an audit fee of the company.

The Audit Committee took into account the outcome of selecting an auditor as carried out by MCOT Plc. under the Public Procurement and Supplies Administration Act, B.E. 2560 (A.D. 2017), together with all other related rules, procedures, and conditions as imposed by the Office of the Auditor General of Thailand whereas the audit firm tendered the price proposal accurately and completely under the scope of engagement. In this regard, MCOT Plc. had negotiations with the audit firm to obtain the reasonable audit fee under the Company's budget before proposing it to the board meeting for approval and further proposing it to the Annual General Meeting of Shareholders to approve either of the following auditors from EY Office



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Company Limited to review and audit the 2023 financial statements of MCOT Plc. ended December 31, 2023:

1. Mr. Krisada Lertwana Certified Public Accountant, No. 4958; or
2. Mr. Termpong Opanapant Certified Public Accountant, No. 4501; or
3. Mrs. Poonnart Paocharoen Certified Public Accountant, No. 5238.

The audit fee of year 2023 was Baht 2,195,000.

The auditors of EY Office Company Limited held the qualifications relevant to the Notification of the Office of the Securities and Exchange Commission, and had no relationship or conflicts of interest with the Company, executives, major shareholders, or anyone related to such persons; therefore, they had independence to audit and give opinions to the Company's financial statements.

The Chairman asked the Meeting to approve the appointment of the Company's auditor with the audit fee of year 2023 of Baht 2,195,000.

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

**Mr. Pivapong Prasartthong, Shareholder**, inquired whether EY Office Company Limited has complied with law on Public Procurement and Supplies Administration or not.

**Asst. Prof. Kangwan Yodwisitsak as the Chairman of the Audit Committee** explained that MCOT Plc. procured the auditor in conjunction with the Public Procurement and Supplies Administration Act, B.E. 2560 (A.D. 2017), together with all other related rules, procedures, and conditions as imposed by the Office of the Auditor General of Thailand whereas the audit firm tendered the price proposal accurately and completely under the scope of engagement. In this regard, MCOT Plc. had negotiations with the audit firm to obtain the reasonable audit fee under the Company's budget.

**The Chairman** asked the Meeting to approve the appointment of the Company's auditor and the audit fee of year 2023.

**Resolution** The Meeting resolved to approve the appointment of EY Office Company Limited as the Company's Auditor of year 2023 and the following auditors to audit the Company's financial statements for year 2023:

1. Mr. Krisada Lertwana Certified Public Accountant, No. 4958; or
2. Mr. Termpong Opanapant Certified Public Accountant, No. 4501; or
3. Mrs. Poonnart Paocharoen Certified Public Accountant, No. 5238.

The Meeting also approve the audit fee of year 2023 amounting to Baht 2,195,000 by a majority of votes of the shareholders present at the Meeting and eligible to vote as per the following number of votes:

Approved	532,675,943	votes	representing	100.00%
Not Approved	0	votes	representing	0%
Abstained	0	votes	representing	0%
Voided Ballot	0	votes	representing	0%

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**Agenda 8: To consider the appointment of new directors to replace those retiring by rotation**

**The Chairman** informed the Meeting that, for this agenda, he would like to delegate Asst. Prof. Kangwan Yodwisitsak, Chairman of the Nomination Committee, to propose the details about this agenda. Mr. Chanvit Nakburee, a director with conflicts of interest, expressed his intention to leave the Meeting during this agenda.

**Asst. Prof. Kangwan Yodwisitsak, Chairman of the Nomination Committee**, reported the Meeting that, this agenda would be proposed in the form of video presentation. The brief content was as follows:

1. From April, 2022, four directors as listed below have vacated their office:
  - 1) Mr. Pravaid Audthasupapon Independent Director, due to compulsory age of 65 years on July 27, 2022.
  - 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.
2. The directors who replaced those listed above:

New Directors to replace those who have resigned.		Appointment Date
1.	<b>Mr. Chanvit Nakburee</b> to replace Mrs. Pattaraporn Vorasaph whose term would end at the 2023 AGM	Meeting of the Board of Directors of the Company, No. 14/2022 on held October 25, 2022.
2.	<b>Mr. Teerapong Wongsiwawilas</b> to replace Mr. Pravaid Audthasupapon whose term would end at the 2025 AGM	Meeting of the Board of Directors of the Company, No. 5/2023 held on March 15, 2023.
3.	The Company was in the process of nominating the President to replace Assoc. Prof. Kasemsarn Chotchakornpant who resigned earlier. Therefore, this position was reserved for the candidate who would pass the selection criteria to be the President, which complied with the Company's Regulations and related rules.	

3. Article 38 of the Company's Articles of Association requires that "at every annual general meeting of shareholders in which case one-thirds of the number of directors shall vacate office, if the number of directors is not a multiple of three, then the number nearest to one-thirds shall vacate office".

4. In the 2023 Annual General Meeting of Shareholders of MCOT Plc., four directors as listed below had to vacate office:

- 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)

**Minutes of The 2023 Annual General Meeting of Shareholders of MCOT Public Company Limited**

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5. The Nomination Committee considered the qualifications and compositions of directors necessary for the business operation of MCOT Plc. (Skill Matrix). Therefore, the Nomination Committee proposed that **Mr. Chanvit Nakburee to be re-elected and that the Company reserved the right of 3 directors who vacated office due to the expiration of their directorship term in the 2023 Annual General Meeting of Shareholders to be proposed for the Company's directors in the next shareholders' meeting** because the nomination process for candidates to be elected the directors of MCOT Plc. to replace those retiring by rotation according to the guideline and procedure of appointing the state enterprise directors as well as other related laws were not completed yet.

**The Chairman** permitted the shareholders present at the Meeting to raise their questions and opinions.

**Mrs. Nucha Vinijchaikul, Shareholder**, asked the following questions:

1. The reasons why the Chairman and Vice Chairman of the Board did not attend the 2023 Annual General Meeting of Shareholders.
2. The delay of nominating the directors to replace those three directors retiring by rotation.
3. A guideline of arranging an extraordinary meeting of shareholders to elect the directors to replace those 3 directors retiring by rotation.

**Asst. Prof. Kangwan Yodwisitsak, Chairman of the Nomination Committee**, explained as follows:

1. The Chairman and Vice Chairman did not attend the Meeting due to their sick leave.
2. MCOT Plc. has allowed the shareholders to propose certain candidates to be elected directors in accordance with the criteria as disclosed in the Company's website from October 1 - December 31, 2022 before entering into the nomination procedure, which complied with all related laws and regulations. The Nomination Committee has tried to nominate certain candidates with full knowledge and skills to enhance the best interest for the Company. Up to now, this nomination has been in the process of related laws and rules.
3. When the nomination procedure was completed, the candidates would be further proposed to the shareholders' meeting of the Company for election.

**The Chairman** asked the Meeting to consider and elect the directors to replace those retiring by rotation.

**Resolution:** The Meeting acknowledged the reservation of right to appoint a director who would be selected as the President, the appointment of directors to replace those resigning before the expiration of term of office, and the appointment of directors retiring by rotation as listed below.

- |                               |   |
|-------------------------------|---|
| 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 Meeting also passed the resolution to elect a director to replace that retiring by rotation as proposed by the Nomination Committee by a majority votes of shareholders present at the Meeting and eligible to vote as listed below.

**Minutes of The 2023 Annual General Meeting of Shareholders of MCOT Public Company Limited**

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1) Mr. Chanvit Nakburee, Director (be re-elected for another term)

Approved	532,675,887	votes	representing	100.00%
Not Approved	56	votes	representing	0%
Abstained	0	votes	representing	0%
Voided Ballot	0	vote	representing	0%

2) Approved the reservation of right to appoint 3 directors to replace those who vacated office after the expiration of term of office in the 2023 Annual General Meeting of Shareholders, and the list of candidates to be proposed in the next shareholders' meeting.

Approved	532,675,887	votes	representing	100.00%
Not Approved	56	votes	representing	0%
Abstained	0	votes	representing	0%
Voided Ballot	0	vote	representing	0%

**Agenda 9: Others**

**The Chairman** stated that, for this agenda, the shareholders were allowed to share their opinions, comments, or to ask for any matters relating to MCOT Plc.

**The Chairman**: Since there was no shareholder asking any questions, he extended his appreciation to the shareholders for their comments, and closed the Meeting.

**The Meeting was adjourned at 14.45 hrs.**

Mr. Pornchit Piamsri, Vice President, Corporate Secretary Department, Company Secretary recorded the minutes of meeting.

(Mr. Phatiyuth Jaiswang)  
Executive Vice President, Product Group/  
Acting President of MCOT Plc.

(Mr. Kittipong Khantiratana)  
Shareholder  
Chairman in the Meeting