



Minutes of the 2025 Annual General Meeting of Shareholders  
of MCOT Public Company Limited via electronic platform  
on Wednesday, April 30, 2025  
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. Mr. Wuttipong Jittungsakul           | Director/Member of Risk Management Committee  |
| 2. Miss Vachira Karasuddhi              | Director/Chairman of The Corporate Governance and Sustainability Committee/<br>Member of the Executive Committee  |
| 3. Mr. Phaiboon Siripanoosatien         | Independent Director/ Chairman of the Audit Committee/Member of the Nomination Committee  |
| 4. Miss Siriporn Wairungruangkul        | Independent Director/Chairman of the Remuneration Committee/ Member of the Audit Committee  |
| 5. Pol.Maj.Gen Thianchai Kamapaso       | Independent Director/Chairman of The Labor Relations Committee/Member of Screening Committee on Legal Affairs   |
| 6. Associate Professor Puris Sornsaruht | Independent Director/Chairman of the Nomination Committee/Chairman of The Executive Committee/Member of the Risk Management Committee   |
| 7. Miss Sutisa Prathumkul               | Independent Director/Member of The Corporate Governance and Sustainability Committee/Member of the Executive Committee  |
| 8. Mr. Chatchai Thnarudee               | Independent Director/Chairman of Risk Management Committee/Member of Remuneration Committee/Member of The Executive Committee/Member of The Corporate Governance and Sustainability Committee |
| 9. Miss Yada Kasayapanant               | Independent Director/Member of the Audit Committee/Member of the Nomination Committee/Member of Remuneration Committee  |
| 10. Mr. Pawarit Phudpong                | Independent Director/Chairman of Screening Committee on Legal Affairs/<br>Member of the Executive Committee   |

There were 10 directors attending the Meeting, representing 100% of all directors holding directorship at present.

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**The executives present at the Meeting**

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|------------------------------------|--|
| 1. Mr. Phatiyuth Jaiswang          | Executive Vice President, Product Group/Acting President   |
| 2. Miss Soontareeya Wongsirikul    | Executive Vice President and Chief Financial Officer/Acting Assistant President, Corporate Strategy Group              |
| 3. Mr. Sommai Suwannawong          | Executive Vice President, Marketing and Sales Group/Acting Assistant Vice President, Office of Marketing               |
| 4. Mr. Kittipong Khantiratana      | Executive Vice President, Corporate Management Group/Acting Assistant Vice President, Office of Administrative Affairs |
| 5. Mr. Khajornsak Jaturapattaranon | Assistant President, Office of Internal Audit  |
| 6. Miss Krisana Ubolpheng          | Assistant President, Office of Accounting and Finance/Acting Assistant President, Office of President                  |
| 7. Mr. Suwit Supmahaudom           | Assistant President, Radio Bureau  |
| 8. Mr. Nimit Sukprasert            | Assistant President, Office of Business Development  |
| 9. Mr. Kriengsak Kangwanwong       | Assistant President, Office of Legal Affairs   |
| 10. Mr. Nattapong Pattrapong       | Assistant President, Thai News Agency  |
| 11. Mr. Udomsak Choorith           | Assistant President, office of Network Engineering   |
| 12. Mr. Vasin Boonyakom            | Assistant President, office of Television  |
| 13. Mr. Pornchit Piamsri           | President Company Secretary, Office of Chief Executive Officer / Company Secretary                                     |

**Auditor from EY Office Company Limited**

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|------------------------|----------------------------------|
| Mr. Termphong Opanapan | Company's Annual Statutory Audit |
|------------------------|----------------------------------|

**Witness verifying the vote counting**

- |                          |             |
|--------------------------|-------------|
| Mrs. Manthana Sangphruek | Shareholder |
|--------------------------|-------------|

**Shareholders attending the Meeting via electronic means**

1. The Ministry of Finance, holding 452,134,022 shares (Mrs. Puriwan Taveesith, Director of the State Enterprise Development Bureau 2, State Enterprise Policy Office, was the proxy).
2. The Government Savings Bank, holding 78,865,978 shares (Mrs. Nutya Kleeplumjueak, was the proxy).
3. Other shareholders totaling 44, holding 1,741,281 shares.

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There were 46 shareholders in total, holding 532,741,281 shares, representing 77.5348% of the total issued shares, amount to 687,099,210 shares.

### **The Meeting started at 10.30 hrs.**

Miss Pojanard Tanatanakul, who served as the MC (Master of Ceremonies) of the 2025 Annual General Meeting of Shareholders, reported to the Meeting as follows:

1. The 2025 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 2025 Annual General Meeting of Shareholders in accordance with the Personal Data Protection Act, B.E. 2562.

In this regard, this meeting was also recorded in the video form to be later disseminated to the meeting attendants via the Company's website.

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 5 - 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.

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- 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.*

3. This Meeting would be in line with the resolutions of the Meeting of the Board of Directors, No. 4/2025 to consider the matters as specified in the Notice to the Meeting dated February 26, 2025. The Company announced the record date to be on March 13, 2025.

On the Meeting date, 38 shareholders holding 65,481 shares and 8 proxies holding 532,675,800 shares attended the Meeting. A total number of present shareholders were 46 holding shares of 532,741,281 or 77.5348% of the total issued shares. This constituted a quorum as required by the Company's regulations.

### **Election of the Chairman of the Meeting**

#### **MC (Master of Ceremonies)**

According to Article 27 of the Articles of Association of MCOT Public Company Limited, "In the event that the Chairman of the Board is absent or unable to perform his/her duties, the Vice Chairman shall act as the Chairman of the meeting. If there is no Vice Chairman or the Vice Chairman is also absent or unable to perform his/her duties, the shareholders present at the meeting shall elect one shareholder to act as the Chairman of the meeting." This Annual General Meeting of Shareholders, the Company currently does not have a Chairman or Vice Chairman of the Board. Therefore, we would like to invite the shareholders attending this meeting to nominate one shareholder to serve as the Chairman of the Meeting.

**Mr. Thanin Thavonsassanavong**, a shareholder, proposed the nomination of **Mr. Kittipong Khantiratana**, also a shareholder, to act as the Chairman of the Meeting

**MC (Master of Ceremonies)** the shareholders were then requested to consider and approve the appointment of Mr. Kittipong Khantiratana, a shareholder, to act as the Chairman of the Meeting.

**Election of the Chairman of the Meeting** The Meeting resolved to approve the appointment of Mr. Kittipong Khantiratana, a shareholder, to act as the Chairman of the Meeting, with a majority vote of the shareholders present and casting their votes, as follows:

Approved	452,180,940	votes, representing	84.8783
Disapproved	0	votes, representing	0.0000
Abstained	0	votes, representing	0.0000
Voided Ballot	80,559,341	votes, representing	15.1217

**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.

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**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 to November 30, 2024, shareholders were invited to propose agenda items and nominate individuals for consideration as directors for the 2025 Annual General Meeting of Shareholders (AGM) via postal mail, email, and facsimile. At the end of the submission period, one shareholder submitted a proposed agenda item and nominated an individual for consideration as a director at the 2025 AGM. However, upon reviewing the nomination form and related information, it was found that the nominee did not meet the qualifications required by MCOT Public Company Limited for shareholders to nominate individuals for consideration as Directors/Independent Directors. MCOT Plc. would like to inform the shareholders of this outcome.

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 April 1 onward. Until then, no shareholders submitted questions prior to the Meeting.

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 Acknowledge 2024 Operating Performance of MCOT Plc. (January 1 - December 31, 2024)**

**The Chairman** delegated Mr. Phatiyuth Jaiswang, Executive Vice President, Product Group, and Acting President, to report this matter to the Meeting.

**Mr. Phatiyuth Jaiswang, Executive Vice President, Product Group and Acting President,** informed the Meeting that this Agenda features the Company's operating results for the period between January 1- December 31, 2024, as presented in the 56-1 One Report for the year 2024, which was made available in QR code and already sent to the shareholders. Details of the operating results were summarized in VDO Presentation as follows:

- **Overall Business in 2024**

In 2024, many businesses started to recover. Yet, mass communication business continued to face challenges. Digital technology disruption, in particular, constantly shifted consumers' behavior and prompted media operators to stay alert and adjust themselves. At the moment, MCOT operated 4 major businesses including:

- Television: MCOT operated and tapped into its TV business by broadcasting special programs, increasing ratings and partnering with new alliances instead of investing in license acquisition.
- Broadcast Network Operation that continuously generated revenue for MCOT

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- Radio business: MCOT had 47 radio stations. The radio services were also available online via [www.mcot.net](http://www.mcot.net) , mobile applications and live streaming on social platforms.
- Digital and new business generated from revenue from advertisement, content distribution and asset rental services such as studio, master control room and training business.

- **2024 Operating Performance**

- Revenue**

- MCOT had total revenue of 1,171 million Baht, structure of which was as follows:

- Revenue from broadcast operating network business accounted for 40%.
    - Revenue from TV business accounted for 25%.
    - Revenue from radio business accounted for 25%.
    - Revenue from digital and new business accounted for 8%.
    - Revenue from other business accounted for 2%.

- Expenses**

- Total expenses were 1,488 million Baht, structure of which was as follows:

- Sales and service expenses accounted for 69%.
    - Administrative expenses accounted for 22%.
    - Service expenses accounted for 6%.
    - Other expenses accounted for 3%.

- Net Loss**

- The Company faced loss of 317 million Baht due to significant decrease in major business. However, MCOT was able to manage expenses effectively, reflecting a 6% decrease in total expenses compared to 2023.

- **Vision/Mission/Business Direction**

- MCOT placed importance on overcoming financial loss to enhance liquidity, therefore implemented the following strategies:

- 1) Maintaining revenue from traditional media and seeking new revenue sources
    - 2) Reducing expenses and managing costs effectively
    - 3) Prioritizing liquidity in compliance with the established vision and mission:
      - Vision: Being a renowned leader in media business that enhances digital and new business growth with stability and sustainability
      - Mission: setting clear strategies and strategic goals
      - Expanding New Business for Growth by operating new S-curve business and adding values to current assets for the company to ensure financial sustainability
      - Enhancing Business Competitiveness by developing profit-generating and cost-controlling models while striving to become a trusted institute through adoption of market analysis to create opportunities and profitability
      - Creating and Distributing Value-Driven Contents to become a digital content and platform operator that responds to the needs of all target groups and enhancing competitiveness in a digital era.
      - Organizational Transformation for Sustainability: managing costs and increasing efficiency in management to achieve sustainable growth to enable financial stability and delivering values to all stakeholders in business chain



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- **Product**

In addition to creating and delivering media products, MCOT aims at being an accepted organization that provides both contents and services to meet the needs of consumers and target groups, at the same time, prioritizes value creating for all sectors. The contents and services are made available on all MCOT's easily accessed platforms created with careful consideration and professional standard.

- **Digital Business**

To boost sustainable business potential, MCOT operated its digital business and maximized marketing data in creating digital value-driven contents to generate revenue using digital marketing schemes through accurate data analysis and effective online tools, ensuring accessibility expansion

- **New Business**

MCOT sought new business opportunities by tapping on its current business to generate new revenue and prepare itself for any changes after expiration of licenses.

- MCOT Event offered event management services for clients from both public and private sectors.

- Nine Entertain produced and delivered various entertainment contents as well as organizes 9 Entertain Awards.

- Studio Rental leverages existing assets to create returns in short and long terms.

- Sure & Share offered contents that are useful facts for audience and became Fact Checker.

- MCOT Academy generated new revenue from knowledge business.

- Shop Mania was developed from MCOT's existing e-commerce business to become a comprehensive market platform where quality products were delivered to consumers.

- Yriety was developed from MCOT's content business and acted as an agency for Thai series distribution domestically and internationally, in partnership with local Thai series producers.

- **Corporate Image**

Not only continuous profitability, MCOT also aimed to achieve "Sustainability" by operating business with social responsibility. The Company believed in the concept of "Worthy Media Can Create a Worthy Community". Despite challenges being faced, MCOT would continue to serve the Country as Thai leading media organization with its reliable content to give back to shareholders, at the same time, stood ready for new roles of creating sustainability in the Thai society.

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

**Mr. Piyapong Prasarththong, Shareholder**, Shareholders inquired about MCOT's land as follows:

1. Clarification on news about MCOT's 50-rai land being developed into an entertainment complex

2. Plans on land development in Nong Kham District after expiration of Joint-Venture Agreement between MCOT and Thai Television Channel 3

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**Mr. Phatiyuth Jaiswang, Acting President** explained that the 3 major plots of land, consisting the 50-rai land plot in Rachada, Nong Kham and Bangphai were pending for development. For the 50-rai in Rachada District, MCOT was preparing to make an announcement for investors in 2025. The other 2 plots of land were being studied as well. The Company never had talks with any agencies regarding the development of the 50-rai of land into an entertainment complex.

**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 2024 (January 1 - December 31, 2024).

**Agenda 3: To Approve the Financial Position Statements, and Statement of Income for the Period Ended December 31, 2024**

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

**Miss Soontareeya Wongsirikul, Executive Vice President and Chief Executive Officer**, informed the Meeting that the Financial Statements ended 31 December 2024 which were certified by the Company's Auditor EY Office Ltd. and reviewed by the Audit Committee, were delivered to shareholders along with the invitation to the Meeting. Details of the Financial Statements were summarized below.

➤ **Statement of Financial Position**

In 2024, MCOT had total assets of 10,504 million Baht, total liability of 3,456 million Baht and shareholder's equity of 7,048 million Baht.

➤ **Assets**

Total assets in 2024 decreased from 2023 by 3%. Current and non-current assets decrease 28% and 2% , respectively.

➤ **Liabilities and Shareholder's Equity**

- Total liabilities in 2024 decrease from 2023 by 1%. Current liabilities increase 65% and non-current liabilities decrease 11%.

- Shareholder's equity in 2024 decreases from 2023 by 4%, due to loss in operating results of 317 million Baht.

➤ **Statement of Comprehensive Income**

In 2024, MCOT had total revenue of 1,171 million Baht, total expenses of 1,488 million Baht and total loss of 317 million Baht, which decreased from 2023 by 154%. In 2023, profit of 856 million Baht was seen from adjustment of fair value of real estate investment. Unless the profit of such fair was included, total loss would increase 18% and will affect basic loss per share of 0.46 Baht.

➤ **Revenue**

Total revenue in 2024 decreased from 2023 by 50% due to following details:

- Revenue from TV decreased 20%.
- Revenue from radio decreased 17%.
- Revenue from BNO decreased 1%.



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- Revenue from non-broadcast business increased 2%.
- Revenue from others decreased 31%.
- In 2023, after evaluation of fair value of real estate investment , it was found that market price of real estate investment was valued at 1,070 million Baht.

➤ **Expenses**

Total expenses in 2024 decreased from 2023 by 6% due to recording of fees for losing legal cases.

**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 2024 ended December 31, 2024.

**Resolution:** The Meeting approved the Company's operating results for the year of 2024 ended December 31, 2024 by a majority of votes of shareholders present at the meeting and cast their votes as follows:

Approve	532,740,781	votes	or %	100.0000
Disapproved	0	votes	or %	0.0000
Abstain	500	votes	or %	0.0000
Voided Ballot	0	votes	or %	0.0000

**Agenda 4: To Approve the Omission of Dividend Payment for the year 2024**

**The Chairman** delegated Miss Soontareeya Wongsirikul, Executive Vice President, Finance Group, and Chief Executive Officer, to present the Company's dividend payment for year 2024 to the Meeting.

**Miss Soontareeya Wongsirikul, Executive Vice President and Chief Financial Officer,** explained that, for the dividend payment for year 2024, the Board of Directors was of opinion that it deemed appropriate to propose it to the shareholders' meeting for approval of the omission of dividend payment as MCOT Plc. had some loss from its operating performance on a period of January 1 - December 31, 2024. The details were as follows:

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.

From the operating performance of MCOT Plc. on the period from 1 January - 31 December, 2024, the company incurred a loss of 317 million Baht, of which 316 million Baht is the loss attributable to the parent company's shareholders, equivalent to a loss of 0.45 Baht per share.

The Board of Directors of MCOT Plc. deemed appropriate to propose the Annual General Meeting of Shareholders to approve the "omission of dividend payment"

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

**Mr. Punawat Dawan, Shareholder**, Shareholder inquired if MCOT resumed profitability, the Company would consider dividend payment.

**Miss Soontareeya Wongsirikul, Executive Vice President of Financial Group** explained that in 2024, MCOT faced a net loss of 317 million Baht. According to the Company's regulations, dividend payment from other categories except profits could not be executed. If profitability was resumed, MCOT would be able to pay dividend.

**The Chairman** asked the Meeting to approve the dividend payment omission for year 2024.

**Resolution:** Approved abstention of dividend payment for the period between January 1-December 31, 2024, due to loss in operating performance, having the majority of votes from eligible shareholders present at the Meeting.

Approve	532,740,781	votes	or %	100.0000
Disapproved	0	votes	or %	0.0000
Abstain	500	votes	or %	0.0000
Voided Ballot	0	votes	or %	0.0000

**Agenda 5: To Approve Director's Remuneration for Year 2025**

**The Chairman** delegated Miss Siriporn Wairungruangkul, Director, as the Member of Remuneration Committee, to report this matter to the Meeting.

**Miss Siriporn Wairungruangkul, Director, as the Chairman of 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 reviewed a comparative study on the payment of meeting allowances and bonuses for board members of state enterprises, benchmarking against listed companies on the Stock Exchange of Thailand within the same industry group. It was found that the remuneration, meeting allowances, and bonuses for the board of MCOT Public Company Limited (MCOT Plc.) were in line with the standards applied to businesses of similar size and in the same industry. The Board of Directors of MCOT Plc. placed high importance on improving financial performance, particularly in stopping losses and managing liquidity. Therefore, the committee proposed that the criteria for remuneration, meeting allowances, and the annual bonus for the year 2025 remain the same as those applied in 2024. Specifically, meeting allowances should be paid for no more than 15 meetings per year, and the annual bonus for the year 2024 for the board of directors of MCOT Plc. as detailed below.

### 1. Remuneration and meeting allowance for directors for Year 2025

Committee / Subcommittees	2025	
	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) should receive the meeting allowances from only two 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. The Chairman and Vice Chairman of each committee should receive an additional meeting allowance for 25%.		

### 2. Other benefits -none-

### 3. Criteria of annual bonus payments to the Company's Directors for year 2025

The Remuneration Committee proposed the criteria for the payment for Directors' annual bonus for the year 2025 in accordance with the principle approved in year 2024, until there was a change as approved by the Shareholders' Meeting. The details of the criteria were 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 should receive additional 25% and 12.5 % of bonus, respectively. In case MCOT received less than 3.00 points in the state enterprise performance measurement, 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%

The annual bonus payments to the Company's directors in 2024 were in line with the criteria approved by the 2024 Annual General Meeting of Shareholders. The Board of Directors proposed not to receive bonus for directors in 2024.

**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 2025 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 2024 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:

Approve	532,741,260 votes	or %	100.0000
Disapproved	21 votes	or %	0.0000
Abstain	0 votes	or %	0.0000
Voided Ballot	0 votes	or %	0.0000

**Agenda 6: To Approve Appointment of Auditor and Determination of Audit Fee for Year 2025**

**The Chairman** delegated Mr. Phaiboon Siripanoosatien, Director, as the Chairman of the Audit Committee, to report to the Meeting.

**Mr. Phaiboon Siripanoosatien as the Chairman of the Audit Committee** stated that this agenda would be presented in the video form as summarized below.

According to the Fiscal Discipline Act B.E. 2561, Section 71, which stipulates that the Office of the Auditor General (OAG) or an auditor approved by the OAG shall audit the financial statements of government agencies or approve an auditor to perform such duties, in accordance with the regulations of the State Audit Commission regarding the criteria for approving auditors B.E. 2562.

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MCOT Plc. proceeded with the selection of an external auditor in accordance with the Public Procurement and Supplies Administration Act B.E. 2560 and the regulations, criteria, procedures, and conditions prescribed by the State Audit Commission (SAC). The selected auditor, EY Office Limited, was approved by the Office of the Auditor General (OAG) The proposal was presented to the Board of Directors of MCOT Plc. for approval and will be further submitted to the Annual General Meeting of Shareholders for consideration and approval of the appointment of one of the proposed auditors to audit and review the financial statements for the fiscal year 2025, ending December 31, 2025. The audit fee for the fiscal year 2025 was set at 3,400,000.00 Baht, as follows

1. Mr. Termphong Opanapan Certified auditor, license No. 4501; 2nd year (Authorized on the financial statements) or

2. Mrs. Poonnart Paocharoen Certified auditor, license No. 5238; (No Authorized on the financial statements) or

3. Miss Kosum Cha-Em Certified auditor, license No. 6011; (No Authorized on the financial statements) or

4. Miss Sumesa Tangyoosuk Certified auditor, license No. 7627; (No Authorized on the financial statements)

The auditor from EY Office Limited meets the qualifications in accordance with the announcement of the Securities and Exchange Commission (SEC). The auditor has demonstrated satisfactory performance and has no relationships or interests with the company, its subsidiaries, executives, major shareholders, or related parties. Therefore, the auditor is independent in conducting the audit and expressing an opinion on the company's financial statements.

EY Office Limited did not provide auditing services to subsidiaries. The Board of Directors should ensure that the subsidiaries could complete financial statements within the scheduled timeframe.

**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 appointment of the Company's auditor and the audit fee of year 2025.

**Resolution** Approved the appointment of the following auditor from EY Office Company Limited to be the Company's auditor for the year 2025:

- |                             |  |
|-----------------------------|--|
| 1) Mr. Termphong Opanapan   | Certified Public Accountant No. 4501; or |
| 2) Mrs. Poonnart Paocharoen | Certified Public Accountant No. 5238; or |
| 3) Miss Kosum Cha-Em        | Certified Public Accountant No. 6011; or |
| 4) Miss Sumesa Tangyoosuk   | Certified Public Accountant No. 7627     |

and approved the audit fee of Baht 3,400,000.-, having the majority of votes from eligible shareholders present at the Meeting.

Approve	532,671,281	votes	or %	99.9869
Disapprove	70,000	votes	or %	0.0131
Abstain	0	votes	or %	0.0000
Voided Ballot	0	votes	or %	0.0000

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**Agenda 7: To Approve Appointment New Directors in Replacement of Those Retiring by Rotation**

**The Chairman** informed the Meeting that, for this agenda, he would like to delegate Associate Professor Puris Sornsaruht, Chairman of the Nomination Committee, to propose the details about this agenda.

**Associate Professor Puris Sornsaruht, 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. The Board of Directors of MCOT Plc. consists of 13 members. From April 2024 (after the 2024 Annual General Meeting of Shareholders of MCOT Plc.), 4 directors resigned before the completion of their term, as listed below:

Name - Surname	Date of Resignation
1. Mr. Teerapong Wongsiwawilas Director (The term of office will conclude in April 2025)	October 1, 2024
2. Mr. Boonson Jenchaimahakoon Director (The term of office will conclude in April 2025)	October 1, 2024
3. Mr. Chanvit Nakburee Director (The term of office will conclude in April 2026)	October 1, 2024
4. Mr. Sutichai Cheunchoosil Director (The term of office will conclude in April 2027)	December 4, 2024

The Nomination Committee, excluding any directors with conflicts of interest, conducted a selection process by considering candidates from the State Enterprise Directors' Pool and professionals from various fields based on their knowledge, expertise, experience, and alignment with the organization's required skill set (Skill Matrix). 2 candidates nominated for the Board of Directors of MCOT Plc. passed a thorough and careful screening process in accordance with the company's regulations and relevant laws. They possessed the necessary qualifications, educational background, experience, and skills beneficial to the company's operations. They were nominated for election as directors to replace those who vacated their positions before the end of their terms, with their tenure corresponding to the remaining term of the directors they are replacing.

Replacing Directors	Date of Appointment
<b>Miss Vachira Karasuddhi</b> replaced Mr. Boonson Jenchaimahakoon The term of office would end in April 2025	Meeting of the Board of Directors of MCOT Plc., No. 11/2024 on October 22, 2024 Effective from October 23, 2024, to April 2025
<b>Mr. Wuttipong Jittangsakul</b> replaced Mr. Chanvit Nakburee The term of office would end in April 2026	Meeting of the Board of Directors of MCOT Plc., No. 2/2025 on February 7, 2025 Effective from February 8, 2024, to April 2026



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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."

At the 2025 Annual General Meeting of Shareholders of MCOT Public Company Limited. The longest-serving 4 directors who were due to retire by rotation were:

- |   |   |
|---|---|
| 1) Mr. Teerapong Wongsiwawilas                | Director (Resigned on October 1, 2024)                      |
| 2) Mr. Phaiboon Siripanoosatin                | Independent Director  |
| 3) Miss Vachira Karasuddhi                    | Director  |
| 4) Assoc. Prof. Dr. Kasemsarn Chotchakornpant | Chief Executive Director<br>(Resigned on September 1, 2022) |

The Board of Directors of MCOT Plc, excluding directors with conflicts of interest, approved the nomination following a thorough and prudent screening process conducted by the Nomination Committee. The selection process considered individuals with the required knowledge and expertise in accordance with the criteria for determining the composition and qualifications of the Board, which aligned with the company's business needs and the necessary Skill Matrix. The nominated individual met all required qualifications and did not have any prohibited characteristics as stipulated in the company's regulations and relevant laws. Accordingly, the Board proposed that Miss Vachira Karasuddhi be elected as a director of MCOT Public Company Limited. She possessed the qualifications, academic credentials, experience, and skills that were beneficial to the role of a director. The Board recommended her reappointment for another term to the Annual General Meeting of Shareholders for the year 2025, to be elected as a director in place of the retiring director.

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

**Mr. Punawat Dawan, Shareholder**, inquired that at the 2025 Annual General Meeting of Shareholders, the number of nominees for Directors was than the number of Directors who retired by rotation. In the future, would MCOT nominate more persons to replace all Directors who retired by rotation?

**Miss Yada Kasavapanant, Member of Nomination Committee**, explained that MCOT was a listed company in the Stock Exchange of Thailand, therefore required persons with knowledge and expertise in accordance with criteria for composition and qualification of Directors, and skills matrix necessary for the Company's business operations. Such persons must be able to manage the Company that faces continuous loss amidst severe business competition, to achieve the goals set in the business revival plan.

In nominating 3 persons to replace Directors retiring by rotation at the 2025 Annual General Meeting of Shareholders, the Nomination Committee needs to be in careful consideration in order to select nominees with qualifications and expertise to help tackle the Company's crisis, enable competitiveness and generate new revenue to replace that from traditional business. Business operations must comply with relevant laws and regulations as

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well as notifications from MCOT's regulator the National Broadcasting and Telecommunication Commission. MCOT would propose a list of nominees to the next Shareholder's Meeting.

**Mr. Piyapong Prasartthong, Shareholder**, inquired if Directors could be older than 65 years.

**The Chairman** explained in Article 5 of the Standard Qualifications of Directors and State Enterprise Employees Act, B.E. 2518, Directors of State Enterprises must not be older than 65 years.

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

**Resolution:** Acknowledge Directors who retired by rotation as follows:

- 1) Mr. Teerapong Wongsiwawilas      Director (Resigned on October 1, 2024)
- 2) Mr. Phaiboon Siripanoosatien      Independent Director
- 3) Miss Vachira Karasuddhi      Director
- 4) Assoc. Prof. Dr. Kasemsarn Chotchakornpant      Chief Executive Director  
(Resigned on September 1, 2022)

And resolved to appoint Miss Vachira Karasuddhi as Director (for another term), to replace that who retired by rotation, as proposed by the Nomination Committee, having the majority of votes from eligible shareholders present at the Meeting.

A resolution passed to appoint a director to replace the one who retired by rotation, namely Miss Vachira Karasuddhi, was reappointed for another term.

Approve	532,741,260	votes	or %	100.0000
Disapprove	0	votes	or %	0.0000
Abstain	21	votes	or %	0.0000
Voided Ballot	0	votes	or %	0.0000

**Agenda 8: Others (if any):**

**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.

**Mr. Piyapong Prasartthong, Shareholder**, inquired if MCOT would consider offering new shares.

**Miss Soontareeya Wongsirikul**, Executive Vice President of Financial Group explained that offering new shares is a way to manage liquidity. MCOT would consider appropriate means for the best interest of shareholders. As of now, the Company did not have any plans to offer new shares.

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**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 12.00 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 Public Company Limited

(Mr. Kittipong Khantiratana)  
Shareholder  
Chairman in the Meeting