



Minutes of the 2026 Annual General Meeting of Shareholders
of MCOT Public Company Limited via electronic platform
on Thursday, April 30, 2026
Live Broadcast from Auditorium Room
Radio and Television Operating Building
MCOT Public Company Limited
63/1, Rama IX Road, Khwaeng/Khet Huai Khwang, Bangkok

Chairman in the Meeting

Mr. Kittipong Khantiratana Shareholder/Chairman in the Meeting

Directors present at the Meeting

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| 1. Mr. Wuttipong Jittungsakul | Director/Chairman of Risk Management Committee/Member of Remuneration Committee/Member of Screening Committee on Legal Affairs |
| 2. Mr. Anurak Wongwattana | Director/Member of Remuneration Committee/Member of the Executive Committee |
| 3. Miss Sutisa Prathumkul | Independent Director/Member of the Audit Committee/Member of the Nomination Committee |
| 4. Miss Yada Kasayapanant | Independent Director/Chairman of the Audit Committee/Chairman of the Nomination Committee/Member of Remuneration Committee |
| 5. Mr. Pawarit Phudpong | Independent Director/Chairman of Screening Committee on Legal Affairs/Member of the Corporate Governance and Sustainability Committee/Member of the Executive Committee |
| 6. Mr. Payungsak Charnduayvidya | Independent Director/Member of the Corporate Governance and Sustainability Committee/Member of the Executive Committee |
| 7. Professor Wilert Puriwat | Independent Director |

Directors attending the meeting via electronic means

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| 1. Miss Siriporn Wairungruangkul | Independent Director/Chairman of the Remuneration Committee/Member of the Audit Committee |
| 2. Associate Professor Puris Sornsaruht | Independent Director/Member of the Risk Management Committee/Member of the Executive Committee |
| 3. Mr. Chatchai Thnarudee | Independent Director/Chairman of the Corporate Governance and Sustainability Committee/Chairman of the Executive Committee/Member of the Risk Management Committee/Member of the Nomination 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. Sommai Suwannawong | Acting President/Executive Vice President, Marketing and Sales Group/Acting Executive Vice President, Product Group/Acting Senior Vice President, Marketing Office |
| 2. Miss Soontareeya Wongsirikul | Executive Vice President and Chief Financial Officer/Acting Senior Vice President, Corporate Strategy Office |
| 3. Mr. Kittipong Khantiratana | Executive Vice President, Corporate Management Group/Acting Executive Vice President, Engineering and Technology Group |
| 4. Mr. Khajornsak Jaturapattaranon | Senior Vice President, Internal Audit Office |
| 5. Miss Krisana Ubolpheng | Senior Vice President, Accounting and Finance Office/Acting Senior Vice President, President Office |
| 6. Mr. Suwit Supmahaudom | Senior Vice President, Radio Office |
| 7. Mr. Nimit Sukprasert | Senior Vice President, Business Development Office |
| 8. Mr. Nattapong Pattrapong | Senior Vice President, Thai News Agency |
| 9. Mr. Udomsak Choorith | Senior Vice President, Network Engineering Office |
| 10. Mr. Vasin Boonyakom | Senior Vice President, Television Office |
| 11. Miss Manthana Sangphruek | Acting Senior Vice President, Administration Office |
| 12. Mr. Sukaset Wongjittapok | Acting Senior Vice President, Legal Office |
| 13. Mr. Pornchit Piamsri | Vice President, Company Secretary Department, President Office/ Company Secretary |

Auditor from EY Office Company Limited

Mr. Termphong Opanapan	Company's Annual Auditor
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Witness verifying the vote counting

Miss Arpornpas Pu-aree	Shareholder
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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 (Miss Pattraporn Kerdkarn, was the proxy).
3. Other shareholders totaling 40, holding 1,654,896 shares.

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There were 42 shareholders in total, holding 532,654,896 shares, representing 77.5222% 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 2026 Annual General Meeting of Shareholders, reported to the Meeting as follows:

1. The 2026 Annual General Meeting of Shareholders of MCOT Public Company Limited was conducted via electronic means through the system provided by Inventech Systems (Thailand) Co., Ltd., a service provider whose meeting control system has been assessed for compliance by the Electronic Transactions Development Agency (ETDA). The service provider complies with the standards prescribed under the Emergency Decree on Electronic Meetings B.E. 2563 (2020), the Notification of the Ministry of Digital Economy and Society regarding Security Standards for Electronic Meetings, as well as other relevant laws and regulations.

The Company also complied with the Privacy Policy for the 2026 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.

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- 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.

3. This Meeting would be in line with the resolutions of the Meeting of the Board of Directors, No. 4/2026 to consider the matters as specified in the Notice to the Meeting dated February 24, 2026. The Company announced the record date to be on March 20, 2026.

On the Meeting date, 34 shareholders holding 24,596 shares and 6 proxies holding 532,625,800 shares attended the Meeting. A total number of present shareholders were 40 holding shares of 532,650,396 or 77.5216% 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. Sonthi Itchayaviroṭ, 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	452,228,118	votes, representing	99.9999
Disapproved	100	votes, representing	0.0000
Abstained	0	votes, representing	-
Voided Ballot	1,556,700	votes, representing	-

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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.

Agenda 1: Report by the Chairman

The Chairman informed the Meeting as follows:

1. The Company provided an opportunity for minority shareholders to propose agenda items for the Annual General Meeting of Shareholders and to nominate qualified persons for consideration as directors of the Company in accordance with the principles of good corporate governance. The Company published the criteria for shareholders to propose agenda items and nominate persons for consideration as directors of MCOT Public Company Limited on the Company's website at www.mcot.net/ir during the period from October 1 to November 30, 2025. Shareholders were able to submit proposals via postal mail, electronic mail (E-mail), and facsimile. Upon the expiration of the submission period for proposing agenda items and nominating persons for consideration as directors for the 2026 Annual General Meeting of Shareholders, no shareholder submitted any agenda item or nomination of persons for consideration as directors through postal mail, electronic mail (E-mail), or facsimile. The Company therefore would like to inform the shareholders accordingly.

2. The Company recognizes the importance of shareholders and, in support of good corporate governance, has provided a channel for shareholders to submit questions in advance regarding the agenda items for the Annual General Meeting of Shareholders via postal mail, electronic mail (E-mail), and facsimile, commencing from April 1, 2026 onwards. As of the meeting date, one shareholder had submitted questions in advance. The questions will be addressed under Agenda 3: To Consider and approve the financial statements for the year ended 31 December 2025

3. The Thai Private Sector Collective Action Against Corruption Committee (THAI CAC) granted the Company the Certificate of Membership of the Thai Private Sector Collective Action Against Corruption (THAI CAC) for the third consecutive time. The certification is valid for a period of three years, from March 31, 2026 to March 31, 2029.

Agenda 2: To acknowledge the Company's Operating Results for the Year 2025.

The Chairman delegated Mr. Sommai Suwannawong, Executive Vice President, Marketing and Sales Group, and Acting President, to report this matter to the Meeting.

Mr. Sommai Suwannawong, Executive Vice President, Marketing and Sales Group and Acting President, informed the Meeting that this Agenda features the Company's operating results for the period between January 1- December 31, 2025, as presented in the 56-1 One Report for the year 2025, 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:

- **Economic and Media Industry Overview**

In 2025, the Thai economy gradually recovered, while the media industry continued to face intense competition and changing consumer behavior, particularly the impact of digital technology, which accelerated the need for many organizations to adapt. Nevertheless, the growth of digital media created new opportunities for revenue generation and efficient market expansion. At present, MCOT operates in the mass communication business, with four principal business categories as follows:

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- Television Business: Expanding revenue streams through the broadcasting of special programs, with a focus on increasing audience popularity and broadening program offerings from new partners through business collaborations instead of investing in program licensing acquisitions.
- Broadcast Network Operation Business: Providing terrestrial digital television network services on the network operated by MCOT, generating continuous revenue and remaining the organization's primary source of income.
- Radio Broadcasting Business: MCOT operates 47 radio frequencies nationwide under the "MCOT Radio Network" brand, with online services available via the mcot.net website and the MCOT Connect application, offering news, variety programs, entertainment, and radio services in one integrated platform to connect with digital lifestyles.
- Digital and New Businesses: Generating revenue from advertising revenue-sharing on social platforms, e-commerce business (Shop Mania), and event business, including content distribution through various platforms, rental services for assets such as studios and master control rooms, as well as training services through MCOT Academy, to diversify revenue streams and support sustainable growth.

In addition, MCOT Public Company Limited continues to play an important role as an effective public service broadcaster by placing emphasis on the credibility of news and information through timely and accurate reporting of significant national events and situations, such as earthquakes, the Thailand–Cambodia conflict, the Hat Yai flood crisis, and the conflict situation between the United States and Iran.

- **2025 Operating Performance**
Revenue

In 2025, MCOT recorded total revenue of Baht 1,125 million, with the revenue structure as follows:

- Revenue from Broadcast Network Operation (BNO) Business accounted for 41%.
- Revenue from TV business accounted for 25%.
- Revenue from radio business accounted for 22%.
- Revenue from digital and new business accounted for 11%.
- Revenue from other business accounted for 1%.

Expenses

Total expenses for 2025 amounted to Baht 1,433 million, with the expense structure comprising the following:

- Cost of services accounted for 64%.
- Service expenses accounted for 6%.
- Administrative expenses accounted for 21%.
- Other expenses accounted for 9%.

Loss for the Year

In 2025, MCOT recorded a net loss of Baht 308 million due to a decline in revenue from its core businesses. However, the Company continuously implemented stringent cost management measures, resulting in a 4% reduction in total expenses and a 3% decrease in net loss compared to the previous year. This reflects the Company's ability to effectively control costs and strengthen its long-term financial position.

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• Vision/Mission/Business Direction

MCOT was committed to driving both traditional media and digital media businesses in order to enhance its competitiveness and create opportunities for new revenue streams (New S-Curve). At the same time, the Company continued to reinforce the role of “media” in producing and delivering Value-Driven Content, while improving business processes to enhance operational efficiency. Under this approach, the Company established its vision and missions as follows:

➤ Vision: “To be a recognized leader in the media business while achieving stable and sustainable growth in digital and new businesses.”

➤ Mission: To establish clear strategic directions and strategic objectives in alignment with the Company’s vision and mission.

➤ Expanding New Business for Growth: Driving growth through new S-Curve businesses while maximizing the value of existing assets.

➤ Enhancing Business Competitiveness: Strengthening competitiveness through Data-Driven Marketing.

➤ Creating and Distributing Value-Driven Contents: Driving the creation and delivery of value-driven content to enhance value and competitiveness toward becoming MCOT Digital Content and Platform.

➤ Organizational Transformation for Sustainability: Enhancing organizational efficiency and cost management to strengthen financial stability and drive sustainable growth across the entire value chain.

• Product

In addition to media development and business expansion, MCOT was committed to becoming a recognized media organization in terms of both content and services by driving the concept of “value delivery” through platforms that comprehensively serve all target audiences. At the same time, the Company continued to enhance operational efficiency, standards, and professionalism in order to deliver quality content, services, and events, while creating value for stakeholders across the entire business value chain.

➤ Digital Business

MCOT’s Digital Media business focused on driving growth through digital content by leveraging Automation and AI to enhance efficiency and reduce costs amid intense market competition. The Company differentiated itself through high-quality content and Data-driven Marketing to accurately reach target consumers, while further expanding into the Content-to-Commerce model to broaden audience reach and improve operational efficiency through digital tools. At the same time, MCOT continued to collaborate with strategic partners in technology development to accelerate growth and create new revenue opportunities on an ongoing basis.

➤ New Business

To develop opportunities in new businesses by leveraging existing businesses to create new revenue streams and prepare for changes upon the expiration of the license.

➤ HbbTV Broadcasting Network Business

Expanding the broadcasting network business through the development of future television broadcasting systems using HbbTV technology to enhance viewers’ experiences, alongside the development of digital broadcasting networks powered by clean

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energy in order to improve efficiency, reduce energy costs, and drive the organization toward Green Broadcasting.

- MCOT Event: Supporting long-term sustainable growth through the expansion of the Event Management business by professionally managing and organizing events in collaboration with both public and private sector partners to create new opportunities and revenue streams.

- Nine Entertain: Strengthening “9Entertain” brand through the production and distribution of diverse entertainment content, alongside organizing “9 Entertain Awards” to generate revenue and expand business partnerships.

- Asset Utilization Enhancement: Maximizing utilization of existing assets to create greater value and new revenue streams through the management and development of existing properties to generate long-term returns.

- Sure & Share: Aiming to become a leader in Information Integrity through global collaborations and use of AI in fact-checking, while extending its impact to society by strengthening resilience against misinformation and cyber threats, enhancing credibility, and supporting international growth.

- MCOT Academy: Expanding revenue channels through the knowledge-based business by offering diversified training programs under MCOT Academy.

- Shop Mania: Expanding the e-commerce business toward becoming a marketplace platform by offering quality products to consumers.

- Content Business: In addition, the Company continues to develop its content business by acting as a marketing representative for the distribution of series licensing rights both domestically and internationally, while collaborating with producers, clients, and platforms to expand business opportunities and generate revenue at the international level.

• **Corporate Image**

MCOT was committed to achieving sustainable growth with social responsibility, based on the belief that “worthy media creates a worthy society.” The Company was therefore dedicated to delivering valuable and credible content in order to create value for shareholders and society, while moving confidently toward a stable and sustainable future together.

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 for acknowledgment of the Company’s operating performance, no voting was required.

Resolution The Meeting acknowledged the Company’s operating performance report for the year 2025 (from 1 January to 31 December 2025).

Agenda 3: To Consider and Approve the Financial Statements for the Year Ended 31 December 2025

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

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Miss Soontareeya Wongsirikul, Executive Vice President and Chief Financial Officer,
informed the Meeting that the Financial Statements ended 31 December 2025 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.

➤ **Consolidated Statement of Financial Position**

In 2025, MCOT recorded total assets of Baht 10,509 million, total liabilities of Baht 3,788 million, and total shareholders' equity of Baht 6,721 million.

➤ **Assets**

Total assets in 2025 increased by 0.1% compared to 2024. Current assets decreased by 10.4%, while non-current assets increased by 0.5%, mainly due to bank deposits related to litigation amounting to Baht 257 million.

➤ **Liabilities and Shareholder's Equity**

- Total liabilities in 2025 increased by 9.6% compared to 2024. Current liabilities decreased by 0.3%, while non-current liabilities increased by 12.2%, mainly due to the second installment of advance payments received from the NBTC Office amounting to Baht 515 million.

- Total shareholders' equity in 2025 decreased by 4.6% compared to 2024 due to the Company's operating loss of Baht 308 million in 2025 and the adjustment of employee benefit obligations upon retirement in 2025, based on actuarial calculations, amounting to Baht 19 million.

➤ **Statement of Comprehensive Income**

For the operating results in 2025, MCOT recorded total revenue of Baht 1,125 million and total expenses of Baht 1,433 million, resulting in a net loss of Baht 308 million, which decreased by 2.8% compared to 2024. The Company also recorded a basic loss per share of Baht 0.45 per share.

➤ **Revenue**

Total revenue in 2025 decreased by 3.9% compared to 2024 due to the following factors:

- Revenue from the television business decreased by 4.4%.
- Revenue from the radio business decreased by 16.4%.
- Revenue from the digital television network business decreased by 0.7%.
- Revenue from the non-broadcast business increased by 21.2%.
- Other revenue decreased by 15.0%.

➤ **Expenses**

Total expenses in 2025 decreased by 3.7% compared to 2024 as a result of the efficient management and control of all categories of expenses.

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

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Mr. Terawat Boonsong, proxy holder from the Thai Investors Association, raised the following questions:

1. According to the statement of cash flows and the notes to the 2025 financial statements, the Company recorded an impairment loss on assets amounting to Baht 92.68 million, almost doubling from Baht 52.13 million in 2024. This impairment amount is relatively significant and directly affected the Company's net profit/loss, resulting in a decrease in shareholders' equity. Therefore, could the Company clarify which group of assets experienced the highest impairment this year, and what management plans or measures the Company has in place to improve the efficiency of utilizing such assets in order to prevent recurring significant impairment losses in future years?

2. According to the notes to the financial statements and the Annual Registration Statement/Annual Report (Form 56-1 One Report), the legal case regarding compensation for the return of the 2500–2690 MHz frequency spectrum is still under consideration by the Supreme Administrative Court. At the same time, the 2025 financial statements show that the Company still has outstanding loans from financial institutions and financial costs of approximately Baht 35.4 million. Since the compensation amount is substantial and would significantly enhance the Company's liquidity, any delay in the court proceedings may result in the Company continuing to bear interest expenses and potentially affect its ability to repay debt according to the original schedule. Therefore, if the Supreme Administrative Court's judgment is not concluded within 2026, what plans does the Company have to manage liquidity for repayment of maturing loans, and does the Company have any approach to negotiate with financial institutions to reduce financial costs while awaiting the compensation payment? If so, how?

3. As the Company has continuously incurred losses, what plans or measures does the Company have to improve operating performance and return to profitability in both the short term and medium term, and when is the Company expected to begin seeing positive results from such measures?

Miss Soontareeya Wongsirikul, Executive Vice President and Chief Financial Officer, clarified as follows:

1. The impairment loss on assets amounting to Baht 92.68 million mainly resulted from impairment of assets in the radio business segment amounting to Baht 70.98 million, due to revenue not meeting expectations following the auction of frequency spectrum licenses for national commercial broadcasting services. In 2026, the Company therefore planned to accelerate revenue generation in the radio business so that the recoverable amount of the asset group in such segment would exceed its carrying value.

2. Although the case was currently under consideration by the Supreme Administrative Court and has not yet become final, the NBTC Office already made payments in accordance with the resolution of the NBTC Meeting No. 10/2020, as disclosed in Note 25.4 "Contingent Assets and Liabilities arising from the recall of the 2500–2690 MHz frequency spectrum" in the notes to the financial statements. The Company did not breach any conditions related to such payments. In addition, the amount recorded by MCOT as non-current liabilities under "Advance received from the NBTC Office," as presented in the financial statements, has not yet been recognized as revenue because there remains uncertainty regarding the amount of compensation, reimbursement, or remuneration that the Company will ultimately receive. Regarding debt repayment to financial institutions, MCOT has fully repaid loans in accordance with the repayment terms specified in the loan agreements. The Company has also negotiated revisions to certain loan agreement conditions in order to enhance liquidity for operations.

3. With respect to improving operating performance, MCOT would focus on increasing revenue through expansion of businesses with high profit margins, particularly the Non-Broadcast business, which served the Company's supplementary business segment.

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Although the revenue contribution from this segment remained relatively small in 2025, the Company expected additional revenue in 2026 from the utilization of a 50-rai land plot in the short term. At the same time, MCOT placed importance on managing operating cash flow to ensure sufficient liquidity for debt repayment, alongside revenue enhancement and expense control measures, which were expected to begin yielding some results in 2026. In this regard, significant revenue from the 50-rai land lease project, for which MCOT conducted a market sounding in March 2026, was expected to begin being recognized in the first quarter of 2027.

The Chairman requested the shareholders' meeting to consider and approve the Statement of Financial Position and the Profit and Loss Statement for the accounting period ended December 31, 2025.

Resolution: The Meeting approved the Company's financial statements and income statement for year ended December 31, 2025, having the majority of votes from eligible shareholders present at the Meeting.

Approve	532,654,896	votes	or %	100.0000
Disapproved	0	votes	or %	0.0000
Abstain	0	votes	or %	-
Voided Ballot	0	votes	or %	-

Agenda 4: To Approve Abstention of Dividend Payment for the Year 2025

The Chairman delegated Miss Soontareeya Wongsirikul, Executive Vice President, Finance Group, and Chief Financial Officer, to present the Company's dividend payment for year 2025 to the Meeting.

Miss Soontareeya Wongsirikul, Executive Vice President and Chief Financial Officer, explained that, for the dividend payment for year 2025, 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, 2025. 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.

For the operating results of MCOT Plc. for the period from January 1 to December 31, 2025, the Company recorded a net loss of 308.34 million Baht, comprising a loss attributable to the owners of the parent of 308.27 million Baht and a loss attributable to non-controlling interests of 0.07 million Baht.

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.

- No question was raised by shareholders -

The Chairman asked the Meeting to approve the dividend payment omission for year 2025.

Resolution: Approved abstention of dividend payment for the period between January 1-December 31, 2025, due to loss in operating performance, having the majority of votes from eligible shareholders present at the Meeting.

Approve	532,650,896	votes	or %	100.0000
Disapproved	0	votes	or %	0.0000
Abstain	4,000	votes	or %	-
Voided Ballot	0	votes	or %	-

Agenda 5: To Approve Director’s Remuneration for the Year 2026

The Chairman delegated Mr. Anurak Wongwattana, Director, as the Member of Remuneration Committee, to report this matter to the Meeting.

Mr. Anurak Wongwattana, Director, as the Member 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 the comparative study on the remuneration, meeting allowances, and bonuses for directors of state enterprises, benchmarked against listed companies on the Stock Exchange of Thailand within the same industry group. It was found that the remuneration, meeting allowances, and bonuses of the Board of Directors of MCOT Plc. were in line with the criteria applied to businesses of similar size and within the same industry. The Board of Directors of MCOT Plc. placed significant importance on improving the Company’s financial performance, particularly in eliminating losses and maintaining liquidity management. Therefore, it was proposed that the remuneration, meeting allowances, and annual bonus criteria for the year 2026 remain unchanged from those applied in 2025, whereby meeting allowances shall be paid for not more than 15 meetings per year, and no annual bonus for the year 2025 shall be paid to the Board of Directors of MCOT Plc., as detailed below:

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1. Remuneration and meeting allowance for directors for Year 2026

Committee / Subcommittees	2026	
	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)	-	Baht 10,000.-/Meeting (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 2026

The Remuneration Committee proposed the criteria for the payment for Directors' annual bonus for the year 2026 in accordance with the principle approved in year 2025, until there was a change as approved by the Shareholders' Meeting. The details of the criteria were as follows:

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:

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- 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%

With regard to the directors' bonus for the year 2025, which was approved in accordance with the criteria approved by the 2025 Annual General Meeting of Shareholders, the Board of Directors proposed to waive the annual bonus for directors for the year 2025 due to the Company's operating loss.

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 2026 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 2025 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	532,654,396	votes	or %	99.9999
Disapproved	500	votes	or %	0.0001
Abstain	0	votes	or %	-
Voided Ballot	0	votes	or %	-

Agenda 6: To Appoint the Auditors and Approve the Audit Fees for the Year 2026

The Chairman delegated Miss Yada Kasayapanant, Director, as the Chairman of the Audit Committee, to report to the Meeting.

Miss Yada Kasayapanant as the Chairman of the Audit Committee stated that this agenda would be presented in the video form as summarized below.

Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 (1992), the Annual General Meeting of Shareholders is required to appoint the auditor and determine the audit fee of the Company every year.

For the year 2026, the Audit Committee proposed changing the auditor from EY Office Limited to auditors from Dharmniti Auditing Co., Ltd., who were selected through the procurement process in accordance with the Public Procurement and Supplies Administration Act B.E. 2560 (2017). The change was in line with the Auditor Rotation policy prescribed by the State Audit Commission in order to enhance audit independence and reduce risks arising from a long-term auditor relationship.

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The proposed auditors and Dharmniti Auditing Co., Ltd., their affiliated firm, had no relationship with or interest in the Company, its subsidiaries, management, major shareholders, or related persons thereof. Therefore, they were considered independent in performing the audit and expressing an opinion on the financial statements of MCOT Plc.

The Board of Directors of MCOT Plc., with the recommendation of the Audit Committee, considered that all three proposed auditors from Dharmniti Auditing Co., Ltd. possess qualifications in accordance with the criteria prescribed by the State Audit Office, and have appropriate knowledge, competence, and experience relevant to the Company's business. In addition, the proposed audit fee was considered appropriate. Therefore, the Board deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the appointment of any one of the auditors from Dharmniti Auditing Co., Ltd. as the auditor of MCOT Plc. for the review and audit of the financial statements for the year ending December 31, 2026.

- | | |
|------------------------------------|--|
| 1) Miss Wannisa Ngambuathong | Certified Public Accountant No. 6838; or |
| 2) Miss Chotima Kitsirakorn | Certified Public Accountant No. 7318; or |
| 3) Miss Chutinan Korprasertthaworn | Certified Public Accountant No. 9201 |

The audit fee for the year 2026 was proposed at Baht 2,500,000.

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 for changing the auditor from EY Office Limited to Dharmniti Auditing Co., Ltd.

Miss Yada Kasayapanant, Chairman of the Audit Committee, clarified that the change of auditor from EY Office Limited to Dharmniti Auditing Co., Ltd. was in accordance with the Auditor Rotation policy prescribed by the State Audit Commission in order to enhance audit independence and reduce risks arising from a long-term auditor relationship.

The Chairman requested the Meeting to consider and approve the appointment of the auditor and the determination of the audit fee for the year 2026.

Resolution Approved the appointment of the following auditor from Dharmniti Auditing Co., Ltd. to be the Company's auditor for the year 2026:

- | | |
|------------------------------------|--|
| 1) Miss Wannisa Ngambuathong | Certified Public Accountant No. 6838; or |
| 2) Miss Chotima Kitsirakorn | Certified Public Accountant No. 7318; or |
| 3) Miss Chutinan Korprasertthaworn | Certified Public Accountant No. 9201 |

and to approve the auditor's remuneration of Baht 2,500,000.-, having the majority of votes from eligible shareholders present at the Meeting.

Approve	532,654,896	votes	or %	100.0000
Disapprove	0	votes	or %	0.0000
Abstain	0	votes	or %	-
Voided Ballot	0	votes	or %	-

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Agenda 7: To Approve the Appointment New Directors in Replacement of Those Who Are Due to Retire by Rotation

The Chairman informed the Meeting that, for this agenda, he would like to delegate Miss Yada Kasayapanant, Chairman of the Nomination Committee, to propose the details about this agenda.

Miss Yada Kasayapanant, 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. Election of Directors to Replace Those Who Vacated Office before Expiration of Their Terms (During 2025 - 2026)

Following the 2025 Annual General Meeting of Shareholders, the Board of Directors resolved to appoint three directors to replace directors who vacated office before the expiration of their terms. The Nomination Committee conducted the selection process for qualified persons possessing knowledge and expertise consistent with the required skills (Skill Matrix) necessary for the Company's business operations to assume such positions. The replacement directors shall hold office for the remaining term of the directors whom they replaced.

Prior to the 2026 Annual General Meeting of Shareholders, Associate Professor Issara Sereewatthanawut resigned from the position on March 9, 2026. Accordingly, a total of four directors were appointed to replace directors who vacated office before the expiration of their terms, as follows:

Director Vacating Office Before Expiration of Term	Replacement Director	Term of Office
1. Mr. Sutichai Cheunchoosil Resigned on November 4, 2024	Mr. Payungsak Charnduayvidya Board of Directors' Resolution No. 17/2025 Dated September 4, 2025	September 4, 2025 – April 2027
2. Pol.Maj.Gen Thianchai Kamapaso Attaining the age of 65 on July 5, 2025	Associate Professor Issara Sereewatthanawut Board of Directors' Resolution No. 16/2025 Dated August 14, 2025	August 14, 2025 – April 2027
3. Miss Vachira Karasuddhi Resigned on September 30, 2025	Mr. Anurak Wongwattana Board of Directors' Resolution No. 20/2025 Dated October 20, 2025	October 20, 2025 – April 2028
4. Associate Professor Issara Sereewatthanawut Resigned on March 9, 2026	Professor Wilert Puriwat Board of Directors' Resolution No. 8/2026 Dated April 21, 2026	April 2027

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2. Retirement of Directors by Rotation

Pursuant to the Public Limited Companies Act and Article 38 of the Company's Articles of Association, at every Annual General Meeting (AGM), one-third (1/3) of the directors must retire from office. The directors who have been longest in office shall retire. In 2026, only one director was scheduled to retire by rotation. To comply with the proportion required by law, three additional directors, whose terms were originally due to expire in 2027, expressed their intention to voluntarily retire by rotation, resulting in a total of four retiring directors, as follows:

- 1) Mr. Wuttipong Jittungsakul
- 2) Mr. Chatchai Thnarudee
- 3) Associate Professor Puris Sornsaruht
- 4) Miss Sutisa Prathumkul

The Board of Directors of MCOT Plc. (excluding directors having conflicts of interest in this agenda item) agreed with the proposal of the Nomination Committee, which had conducted the nomination process with careful and prudent consideration in accordance with the Board Skill Matrix, taking into account the qualifications and expertise required for the Company's business operations. The consideration was based on three incumbent directors who possess qualifications and expertise consistent with the required skills, as well as their performance of duties as directors and members of sub-committees, to which they have consistently devoted their time and attention. Their re-election for another term would help ensure continuity in implementing the Company's strategies and business rehabilitation plan for the maximum benefit of the organization and shareholders.

In addition, the qualifications of the person nominated as an independent director were considered and deemed to be fully qualified in accordance with the Company's definition of independent directors and the principles of good corporate governance for listed companies. Such person is capable of expressing independent opinions and complies with all relevant regulations. Therefore, the Board considered it appropriate to propose the re-election of three incumbent directors for another term and the election of one external qualified person as directors of MCOT Plc., totaling four directors, as follows:

- | | |
|--|---------------------------------------|
| 1) Mr. Wuttipong Jittungsakul | Director (Re-appointment) |
| 2) Mr. Chatchai Thnarudee | Independent Director (Re-appointment) |
| 3) Miss Sutisa Prathumkul | Independent Director (Re-appointment) |
| 4) Associate Professor Sanyalux Panwattanalikit | Independent Director |
| (Replacing Associate Professor Puris Sornsaruht) | |

In this regard, MCOT Plc. provided shareholders with the opportunity to propose agenda items and nominate qualified persons for consideration in the director nomination process in advance, in accordance with the criteria disclosed on the Company's website during the period from October 1 to November 30, 2025. It appeared that no shareholder proposed any agenda item or nominated any person for appointment as director to the Company.

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

- No question was raised by shareholders -

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

Resolution: The Meeting resolved as follows:

1. To acknowledge the appointment of 4 directors in replacement of those who vacated office prior to the expiration of their terms, namely:

- | | |
|--|---|
| 1) Mr. Payungsak Charnduayvidya | Independent Director |
| 2) Associate Professor Issara Sereewatthanawut | Independent Director
(Resigned on March 9, 2026) |
| 3) Mr. Anurak Wongwattana | Director |
| 4) Professor Wilert Puriwat | Independent Director |

2. To acknowledge that 4 directors retired by rotation, namely:

- | | |
|---|----------------------|
| 1) Mr. Wuttipong Jittungsakul | Director |
| 2) Mr. Chatchai Thnarudee | Independent Director |
| 3) Miss Sutisa Prathumkul | Independent Director |
| 4) Associate Professor Puris Sornsaruht | Independent Director |

3. To elect 4 directors in replacement of those retiring by rotation, as proposed by the Nomination Committee, by a majority vote of the shareholders present at the Meeting and entitled to vote, as follows:

1) Mr. Wuttipong Jittungsakul Director (The incumbent directors were re-elected for another term.)

Approve	532,654,896	votes	or %	100.0000
Disapprove	0	votes	or %	0.0000
Abstain	0	votes	or %	-
Voided Ballot	0	votes	or %	-

2) Mr. Chatchai Thnarudee Independent Director (The incumbent directors were re-elected for another term.)

Approve	532,654,896	votes	or %	100.0000
Disapprove	0	votes	or %	0.0000
Abstain	0	votes	or %	-
Voided Ballot	0	votes	or %	-

3) Miss Sutisa Prathumkul Independent Director (The incumbent directors were re-elected for another term.)

Approve	532,654,896	votes	or %	100.0000
Disapprove	0	votes	or %	0.0000
Abstain	0	votes	or %	-
Voided Ballot	0	votes	or %	-

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4) Associate Professor Sanyalux Panwattanalikit Independent Director
(in replacement of Associate Professor Puris Sornsaruht)

Approve	532,654,896	votes	or %	100.0000
Disapprove	0	votes	or %	0.0000
Abstain	0	votes	or %	-
Voided Ballot	0	votes	or %	-

Agenda 8: To Consider and Approve the Increase in the Number of Directors and the Appointment of New Director

The Chairman informed the Meeting that, for this agenda, he would like to delegate Miss Yada Kasayapanant, Chairman of the Nomination Committee, to propose the details about this agenda.

Miss Yada Kasayapanant, 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:

In order to enhance the efficiency and effectiveness of the Company's corporate governance in alignment with its business strategies, the Board of Directors deemed it appropriate to propose to the shareholders' meeting for consideration and approval to increase the number of directors from 10 to 12 directors.

In this regard, the Nomination Committee conducted the nomination process in accordance with the relevant laws, regulations, and Articles of Association, and selected two qualified persons possessing knowledge, expertise, and suitable qualifications for appointment as new directors, namely:

- | | |
|--|----------------------|
| 1) Assistant Professor Wanwichit Boonprong | Independent Director |
| 2) Mr. Jedsada Pongtanathanawat | Independent Director |

Criteria and Procedures for Director Nomination

1. Possessing qualifications in accordance with the Board composition and qualifications required for the business operations of MCOT Plc. (Skill Matrix), which are necessary for performing duties in support of the Company's vision and in alignment with its strategies and core competencies.

2. Possessing qualifications as prescribed under the relevant laws, regulations, and criteria, including:

- The State Enterprise Directors and Employees Qualifications Standard Act B.E. 2518 (1975), including amendments thereto
- The Public Limited Companies Act B.E. 2535 (1992)
- The Securities and Exchange Act B.E. 2535 (1992)
- The Articles of Association, regulations, and orders of MCOT Plc.

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

- No question was raised by shareholders -

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The Chairman requested the Meeting to consider and approve the increase in the number of directors and the election of new directors.

Resolution: To approve the increase in the number of directors from 10 to 12 and to elect 2 new directors, as proposed by the Nomination Committee, by a majority vote of the shareholders present at the Meeting and entitled to vote, as follows:

1) Assistant Professor Wanwichit Boonprong				Independent Director
Approve	532,654,896	votes	or %	100.0000
Disapprove	0	votes	or %	0.0000
Abstain	0	votes	or %	-
Voided Ballot	0	votes	or %	-

2) Mr. Jedsada Pongtanathanawat				Independent Director
Approve	532,654,896	votes	or %	100.0000
Disapprove	0	votes	or %	0.0000
Abstain	0	votes	or %	-
Voided Ballot	0	votes	or %	-

Agenda 9: 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.

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. Sommai Suwannawong)
Executive Vice President, Marketing and
Sales Group/Acting President of
MCOT Public Company Limited



(Mr. Kittipong Khantiratana)
Shareholder
Chairman in the Meeting