

Key Feature of the Scheme in relation to the offering of newly issued securities to directors, executives and employees of Plan B Media Public Company Limited No.2

(“Plan B ESOP Scheme No.2”)

1. Reason and necessity of Plan B ESOP Scheme No.2

- To be a motivation and reward for the performance of the Company’s directors, executives and employees, so that they will be encouraged to perform their work to the fullest and create the maximum return for the Company and its shareholders.
- To create benefit to shareholders as the Company will have key persons, having suitable skills and capabilities, working in cooperation to the best of their abilities, thus helping the Company to have a good operational result and a financial stability which will enhance the future benefit for all shareholders.
- To further align the value of shareholders and key staff towards the goal of sustainable value creation

2. Details of the warrants to purchase ordinary shares

Name	:	Warrant to purchase the ordinary shares of Plan B Media Public Company Limited (PLANB-WA)
Types	:	Warrants entered in name certificates and non-transferable
Issuing amount	:	30,000,000 units
Offering price per unit	:	Baht 0 (zero Baht)
Exercise ratio	:	1 unit of warrants has the right to purchase 1 ordinary share, except there is an adjustment of right under the right adjustment condition.
Exercise price	:	Baht 6.90 per share, except there is an adjustment of right under the right adjustment condition.
Issuance date	:	Date to be determined by the Board of Directors and/or Managing Director and/or persons authorized by the Board of Directors after the Company granted the approval from the shareholders’ meeting.
Term of the warrants	:	3 years from the issuance date of Warrant. In this regard, after the issuance of warrants, the Company shall not extent the term of warrants.
Allocation method	:	The Company shall issue and allocate 30,000,000 (thirty million) units of the warrants to directors, executives and employees of the Company

		and empower the board of directors and/or Managing Director and/or persons authorized by the board of directors to consider and determine the qualification of directors, executives and employees of the Company who are eligible to receive the Warrants and amount of the Warrant which each directors, executives and employees of the Company shall receive.
Exercise condition and exercise period	:	Save for where the directors and employees are disqualified from exercising the right under the warrants as specified in item 3.2.3, holders of warrants can first exercise their right under the warrants at the end of one year period from the issuance date of warrants. After the completion of the period of 1 year after the issuance date of warrants, holders of warrants can exercise their right to purchase ordinary share on 16 to 30 May of each year until the warrant is maturity. “ Exercise Date ” means 16 to 30 May of each year and the last exercise date shall be 5 days prior to the third anniversary of the issuance date of warrants. “ Business Day ” means business day of the Company.
Period for the notification of the intention to exercise the warrants	:	Holders of warrants who intent to exercise their right to purchase the ordinary shares of the Company shall have to notify the intention to exercise the warrant within 5 business days prior to each exercise date. In the case that the exercise date falls on a day when the Company is closed, the exercise date shall then be the last business day immediately preceding the exercise date. Exceptionally, the notification of the intention for the last exercise must be notified within 15 business days prior to the last exercise date.
Offering period	:	The Company must complete the offering of the warrant within 1 year from the date that the 2016 Annual General Meeting of Shareholders approved the issuance and offering of the warrants under Plan B ESOP Scheme No.2.
Shares accommodated for the exercise of warrants	:	30,000,000 shares

Secondary market of the warrants	:	The Company will not list the warrants on the Stock Exchange of Thailand.
Secondary market of the shares issued upon the exercise of the warrants	:	The Company will list the ordinary shares derived from the exercise of rights under the Warrants on the Stock Exchange of Thailand.
Events that require the issuance of new shares to accommodate the rights adjustment	:	When the Company adjusts the exercise price and/or the exercise ratio pursuant to the provisions concerning the rights adjustment as stipulated in the Terms & Conditions, which resemble the events stipulated in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. TorJor. 34/2551 Re: Application for and Approval of Offer for Sale of Warrants to Purchase Newly Issued Shares and Shares Issuable upon the Exercise of Warrants dated December
Any other right and benefit other than the ordinary benefit of ordinary shares	:	-None-
Dilution effect to shareholders	:	<p>1. Control Dilution</p> <p>In the event that all of 30,000,000 units of warrants are fully exercised, shareholding ratio of the existing shareholders shall be diluted by 0.84 percent. *</p> <p>* Calculated based in the number of the reserved shares divided by the sum of (1) paid-up shares of 3,507,399,813 shares and (2) the shares accommodated for the exercise of warrants issued at this time</p> $0.84 \% = \frac{30,000,000}{3,507,399,813 + 30,000,000}$ <p>2. Price Dilution</p> <p>In the event that all of 30,000,000 units of warrants are fully exercised, shares price shall be diluted by 3.59 percent, based on the assumption that the market price before the offering of shares is 6.13 per shares which is the weighted average price of shares traded for 15 consecutive days prior to the Board of Directors' Meeting No. 1/2559 held on April 18, 2016 (between January 28, 2016 to February 17, 2016 – information from SETSMART www.setsmart.com).</p>

	<p>com). The calculation details are as follows:</p> <p><u>Market Price prior to the offering – Market Price after the offering*</u></p> <p style="text-align: center;">Market Price prior to the offering</p> <p>= <u>6.13 – 5.91</u></p> <p style="text-align: center;">6.13</p> <p>= 3.59 percent</p> <p>*The Market Price after the offering being calculated from:</p> <p>= <u>(Market Price x Amount of paid-up shares) + (Exercise price + Amount of accommodated shares)</u></p> <p style="text-align: center;">Amount of paid-up shares + Amount of accommodated shares</p> <p>= <u>(5.9 x 3,507,399,813) + (6.90 x 30,000,000)</u></p> <p style="text-align: center;">3,507,399,813+ 30,000,000</p> <p>= 5.91</p>
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3. Methods and conditions of the allocation of the warrants and the exercise of warrants

3.1 Method and condition of the allocation of warrants

3.1.1 The Board of Directors and/or Managing Directors and /or person authorized by the Board of Directors to be authorized by the 2016 Annual General Meeting of shareholders shall have an authority to (1) consider and determine the qualification and names of the executives and employees who are eligible to receive the warrants and the amount of warrants each executive and employee shall be received; and (2) amend, increase or decrease amount of the warrants already allocated to the executives and employees.

3.1.2 In the event that any director, executive or employee is unable to exercise the rights under the Warrants as specified in Items 3.2.3, the Company may re-allocate the warrants returned from such director, executive and employee to other director, executives and employee(s). The Board of Directors and/or Managing Directors and /or person authorized by the Board of Directors shall have the power to allocate the warrants by taking into account the criteria, conditions, and methods in compliance with the Notification of the Capital Market Supervisory Board No. TorJor. 32/2551 Re: Offering of Newly Issued Securities to Directors and Employees of a Company dated December 15, 2008.

3.1.3 The qualifications of the executives and employees eligible for the allotment of the Warrants are as follows:

- (1) Being an executive or employee of the Company or its subsidiaries, who (i) do not hold the director position, (ii) whose probation period has passed, and (iii) who is not a temporary executive or employee; and
- (2) In cases other than those stated in item (1) above, a proposal must be submitted to Board of Directors and/or Managing Directors and /or person authorized by the Board of Directors for further consideration.

3.2 Condition on the exercise of the warrant

3.2.1 The warrant holder must retain the status as a director, executive or employee on the Exercise Date except for the case specified in item 3.2.2.

3.2.2 Exception cases are as detailed below:

- (a) In the event that any warrant holder is no longer a directors executive and employee due to death, disappearance, severe illness, or incompetence causing him/her to be incapable of managing his/her own affairs, or any other causes as the Board of Directors and/or Managing Directors and/or person authorized by the Board of Directors deems appropriate, that person or a person specified as an heir or guardian or curator shall be entitled to exercise the rights under the warrants during the term of such warrants.
- (b) In the event that the warrant holder is no longer a director, executive and employee due to retirement, such director or employee shall still be entitled to exercise the rights under the warrants during the term of the warrants.
- (c) In the event that the warrant holder is no longer a directors, executive and employee due to the employment termination or removal from his/her position which is not according his/her fault, or in the event that the warrant holder is no longer a director executive and employee due to the change of control in the Company or any transfer ordered by the Company, or any organizational restructuring, such warrants holder shall still be entitled to exercise the rights under the warrants during the term of the warrants.

3.2.3 Unless the Board of Directors and/or Managing Directors and/or person authorized by the Board of Directors resolves otherwise, in the event that any warrant holder resigns or is dismissed, discharged or terminated as a result of his/her misconduct, such warrant holders shall no longer be entitled to exercise the rights under the warrants and shall immediately return the unexercised warrants to the Company in order that the Board of Directors and/or Managing Directors and/or person authorized by the Board of Directors shall be able to re-allocate the returned warrants to other employees as it deems appropriate.

3.2.4 In the event that the director, executive and employee do not exercise the rights to purchase the ordinary shares under the warrants or do not exercise all of their rights under the Warrants; and the term of warrants is expired, it shall be deemed that the

director, executive and employee of the Company have waived their remaining rights under the warrants and such director, executive and employee shall not have any claim against the Company.

3.2.5 The Board of Directors and/or Managing Directors and/or person authorized by the Board of Directors shall have full authority to consider, determine and amend the conditions for the exercise of rights under the warrants, which may differ from those stated above.

4. Name of directors who will be received the warrant are as follows:

No.	Name	Position	Amount of the allocated warrants (units)	Shares to be received from the exercise of warrants	Percentage of the amount of the allocated warrant per total amount of warrant under Plan B ESOP Scheme No. 2
1	Mr. Palin Lojanagosin	Director/ Executive Director/ Chairman of the Executive Directors	4,850,000	4,850,000	16.17
2	Dr. Pinijsorn Luechaikajohnpan	Director/ Executive Director/ Managing Director	4,850,000	4,850,000	16.17
3	Pol. Gen. Somchai Vanichsenee	Chairman of the Board of Directors/ Independent Director/ Member of Audit Committee	1,000,000	1,000,000	3.33
4	Mrs. Pennapha Dhanasarnsilp	Independent Director/ Member of Audit Committee	1,000,000	1,000,000	3.33
5	Mrs. Monluedee Sookpantararat	Independent Director/ Member of Audit Committee	1,000,000	1,000,000	3.33
6	Mr. EkaPak Nirapathpongporn	Director	1,000,000	1,000,000	3.33
7	Mr. Tanate Lojanagosin	Director	1,000,000	1,000,000	3.33
8	Mr. Jay Jeffrey Wachar	Director	1,000,000	1,000,000	3.33
9	Mr. Adi Wardhana Sariaatmadja	Director	1,000,000	1,000,000	3.33

5. Description and conditions of the warrants

The warrants to be issued and offered to the directors, executives and employees of the Company under Plan B Scheme No. 2 shall be subject to the notification of the Capital Market Supervisory Board No. Tor Chor. 32/2551 Re: The Offering of Newly Issued Securities to Executives and Employees of a Company dated December 15, 2008, and to the notification of the Capital Market Supervisory

Board No. Tor Chor. 34/2551 Re: Application and Approval for the Offering of Warrants to Purchase Newly Issued Ordinary Shares and the Offering of Newly Issued Shares Reserved to Accommodate the Warrants dated December 15, 2008, or to any other notification replacing them and any other relevant rules and regulations.

6. Right of shareholders to oppose the offering

1. The offering of warrants to the directors, executives and employees of the Company must be approved by the shareholders' meeting by not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, and no shareholder(s) having an aggregate shareholding of more than 10 percent of the votes of the shareholders attending the meeting vote in opposition to the issuance and offering of the Warrants.
2. The offering for sale made to the director of over 5% of all the warrants in each offering shall be individually approved by the Shareholders Meeting with the votes of not less than three of fourth of all the votes of the shareholders attending the meeting and having rights to vote and without any objection from shareholders with an aggregation of shareholding exceeding 5% of all the votes of the shareholders attending the meeting vote in opposition to the issuance and offering of Warrant issued to such employee.

7. Obligation between the Company and employees of the Company in the issuance of warrants

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8. List of independent directors whom the shareholders may appoint as their proxies to attend the shareholders' meeting

1. Pol. Gen. Somchai Vanichsenee
2. Mrs. Monluedee Sookpantararat