

(-Translation-)

Opinions of the Nomination and Remuneration Committee in respect of the issuance and offering of Warrants to Purchase newly issued ordinary shares of the Company to be allocated the directors, executives and employees No.2 (PLANB – WA) in the amount of 30,000,000 units for allocating to directors, executives and employees under the ESOP scheme No. 2 at no cost

February 18, 2016

Attn: Shareholders

Attachment: Details of directors, executives and employees who entitled to be offered more than 5 percent of Warrant PLANB-WA together with rationales, necessities and benefits to be received by the Company.

We refer to the fact that Plan B Media Public Company Limited (“**Company**”) will issue and offer of Warrant to purchase newly issued ordinary shares of the Company to be allocated to the directors, executives and employees No.2 (PLANB – WA) (the “**Warrant PLANB-WA**”) in the amount of 30,000,000 units for allocating to directors, executives and employees under the ESOP scheme No. 2 at no cost and the Company has the policy to offer Warrant to purchase newly issued ordinary shares to some directors, executives and employees more than 5 percent of Warrant PLANB-WA which will be issued at this offering.

Accordingly, in compliance with the Notification of the Capital Market Supervisory Board No. TorJor. 32/2008 regarding the offering of the newly issued securities to directors or employees (as amended), the Nomination and Remuneration Committee shall consider rationales, necessities and benefits that the Company will receive from the offering of Warrant to purchase newly issued ordinary shares to some directors, executives and employees more than 5 percent of Warrant PLANB-WA which will be issued.

In this regard, the Nomination and Remuneration Committee have considered the names of directors, executives and employees being allocated more than 5 percent of Warrant PLANB-WA along with their profiles and performances, and resolved to offer the Warrant to purchase newly issued shares to directors, executives and employees, in total of 2 persons, as per the names below, more than 5 percent of all Warrant to purchase newly issued shares which will be issued. The rationales, necessities and benefits that the Company will be receive from the offering to each person are as described in the attachment.

Moreover, the Nomination and Remuneration Committee has an opinion that the issuance and offering of Warrant PLANB-WA shall motivate and award to directors, executives and employees for their performance, so that they will be encouraged to perform their

(-Translation-)

work to the fullest and create the maximum return for the Company and its shareholders and will also keep key persons, who having suitable skills and capabilities, to work 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. The issuance and offering Warrant PLANB-WA will affect to shareholders as details in Key information of the issuance and offering of Warrants to Purchase newly issued shares of the Company to be allocated to the directors, executives and employees under the ESOP scheme No. 2. However, comparing to the morale of directors, executives and employees and benefits which the Company shall receive from the full performance of directors, executives and employees, it shall compensate the effect that may occur to shareholder.

(Pennapha Dhanasarnsilp, Ph.D.)
Chairman of Nomination and Remuneration Committee

Details of directors, executives and employees who entitled to be offered more than 5 percent of Warrant PLANB-WA together with rationales, necessities and benefits to be received by the Company

Name	Position	Amount of Warrant PLANB-WA to be Offered in this Offering (Unit)	Benefits to be received equivalent to cash (Baht)	Rationales, Necessities and Benefits to be Received by the Company	Number of attending the board of director meeting in the year 2015
1. Mr. Palin Lojanagosin	Director, member of Executive Committee and Chairman of Executive Committee	4,850,000	Please see remark below	As Mr. Palin Lojanagosin is the top management of the Company and a personnel with skills and capabilities in the area of the Company's business operation, and is the person who has an important role for the success of the Company, the Nomination and Remuneration Committee are confident that the offering of the Warrant PLANB-WA will not only be the reward for Mr. Palin Lojanagosin, but it will also help retaining such key personnel to work for the Company for a long period which will benefit the operation and performance of the Company and creating motivation for such personnel to make contributions to create additional values for the Company in the future.	Total number of the Board of Director meeting 12 times attending 12times
2. Dr. Pinijsorn Luechaikajohnpan	Director, member of Executive Committee and Managing Director	4,850,000	Please see remark below	As Dr. Pinijsorn Luechaikajohnpan is the top management of the Company and a personnel with skills and capabilities in the area of the Company's business operation, and is the person who has an important role for the success of the Company, the Nomination and Remuneration Committee are confident that the offering of the Warrant PLANB-WA will not only be the reward for Dr. Pinijsorn Luechaikajohnpan, but it will also help retaining such key personnel to work for the Company for a long period which will benefit the operation and performance of the Company and creating motivation for such personnel to make contributions to create additional values for the Company in the future.	Total number of the Board of Director meeting 12 times attending 12times

Remark: The Company cannot calculate the benefits that each director shall receive in cash because the exercise price of Warrant PLANB-WA, Baht 6.90 per share, is higher than the market price, Baht 6.13 per share. Thus, such two directors do not have any benefits in cash from the issuance and allocation of Warrant PLANB-WA. However, such two directors may receive benefits in cash when they exercise their right under the Warrant PLANB-WA at the exercise date, which the amount of benefits shall depend on the market price of the Company's share at the exercise date of the Warrant PLANB-WA and the exercise price of Warrant PLANB-WA.