

Key Feature of the Scheme in relation to the offering of newly issued shares to directors, executives, and employees of Plan B Media Public Company Limited (the “Company”) and/or its subsidiaries (“ESOP”)¹

Securities Name	:	Ordinary shares of Plan B Public Company Limited
Sort of Securities	:	Newly issued shares
Type of Securities	:	Ordinary shares entered in name certificate
Offering Method	:	The Company will offer the newly issued shares by allocating the newly issued shares of the Company (“Offering of Newly Issued Shares”) to directors, executives and/or employees of the Company and/or its subsidiaries
Term of Continuing Scheme	:	3 years from the date that the shareholders’ meeting approved (December 11, 2014 to December 10, 2017).
Nos. of offering shares	:	In the amount of not exceeding 40,000,000 shares, with a par value of Baht 0.1 each. The Company will offer the newly issued shares on the continuance scheme basis (please refer to the details of Offering Newly Issued Shares in article “Offering Period”.
Offering price per shares	:	<p>Offering price of newly issued shares to directors, executives and/or employees under this scheme shall be equal to 90 percent of market price before the date that the shares being offer each time.</p> <p>After the Company has been listed on the Stock Exchange of Thailand, the Offering price of newly issued shares which will be calculated shall not be price lower than 90 percent of market price as prescribed under the Notification of the Office of the Securities and Exchange Commission in relation to the pricing calculation method and determination of newly issued shares’ offering price.</p> <p>In this regards, in case the offering price of newly issued shares, at any times, is lower than its par value, the Company must offer the shares to the employees at the par value price pursuant to the requirements of section 52 of Public Company Limited Act B.E. 2535 (including its amendments).</p> <p>“Market price” means the weighted average price of the shares traded on the Stock Exchange of Thailand for 7-15 consecutive business days <u>prior to</u> each offering date of the newly issued shares.</p> <p>“Offering date of Newly Issued Shares” means the date on which the Board of Directors resolves to offer the newly issued shares to the directors, executives and/or employees under this</p>

¹ Obtained approval from the Extraordinary Shareholders’ Meeting No. 1/2557 dated December 11, 2014.

		scheme.
Offering period	:	<p>The Company will offer the newly issued shares as a continuing scheme by making the first offering of the newly issued shares within one year from the date that the shareholders meeting approves the offering of the newly issued shares to the directors, executives and/or its employees, which means that the Company will offer the newly issued shares after three months since the Company has been listed on the Stock Exchange of Thailand and the Company shall allocate such shares within December 11, 2015. The portion of shares to be allocated shall be at the same amount each year from total period of 3 years (First period is December 11, 2014 to December 10, 2015, second period is December 11, 2015 to December 10, 2016 and third period is December 11, 2016 to December 10, 2017) or equivalent to 1/3 of total newly issued shares to be offered under this scheme. The allocation of shares shall be done at the same proportion during such 3 years or equivalent to 1/3 of newly issued shares which will be allocated to each entitled person under this scheme. The details of directors, executives and numbers of newly issued shares to be allocated are as prescribed in the article “Names of entitles person and amount of newly issued shares to be allocated”.</p>
Conditions for Subscription for the newly issued shares offered	:	<p>Directors, executives and/or employees who are entitled to be offered the newly issued shares shall have the following qualifications:</p> <ol style="list-style-type: none"> <li data-bbox="670 1115 1437 1276">(1) Being the directors, executives and/or employees of the Company and/or subsidiaries at least 1 years before the allocation of newly issued shares and shall remain such position in the Company and/or subsidiaries during the time that the allocation of shares has been done each year; <li data-bbox="670 1297 1437 1528">(2) Entitled numbers of shares to be allocated to each directors, executives and/or employees may be different amount. The numbers of shares to be received depends on position, experience, responsibility, work product, capability, efficiency and performance, including the benefit which the Company expects to obtain form such person.

Details of entitled person and the number of newly issued shares to be offered	<p>: List of directors and executives who are entitled to be offered the newly issued shares of the Company and number of newly issued shares as follows:</p> <table border="1" data-bbox="669 323 1435 1556"> <thead> <tr> <th data-bbox="669 323 924 407">List of directors and executives</th> <th data-bbox="932 323 1175 407">Position</th> <th data-bbox="1183 323 1435 407">Amount of allocated shares</th> </tr> </thead> <tbody> <tr> <td data-bbox="669 417 924 848">Dr. Pinijsorn Luechaikajohnpan</td> <td data-bbox="932 417 1175 848">Director/ Executive Director/ Managing Director/ Acting Director of Operating Department/ Acting Director of Support Department</td> <td data-bbox="1183 417 1435 848">20,000,000</td> </tr> <tr> <td data-bbox="669 858 924 1052">Ms. Nittaya Permsuwan</td> <td data-bbox="932 858 1175 1052">Executive director/ Vice president/ Director of Sale and Marketing Department</td> <td data-bbox="1183 858 1435 1052">2,200,000</td> </tr> <tr> <td data-bbox="669 1062 924 1203">Ms. Phakwan Wongpoltawee</td> <td data-bbox="932 1062 1175 1203">Director of Business Development Department</td> <td data-bbox="1183 1062 1435 1203">2,000,000</td> </tr> <tr> <td data-bbox="669 1213 924 1354">Mr. Prasong Jarongbenjatham</td> <td data-bbox="932 1213 1175 1354">Director of Accounting and Finance Department</td> <td data-bbox="1183 1213 1435 1354">2,000,000</td> </tr> <tr> <td data-bbox="669 1365 924 1505"></td> <td data-bbox="932 1365 1175 1505">Other employees who are entitled to be offered the newly issued shares in the amount of not exceeding 5 percent of this allocation.</td> <td data-bbox="1183 1365 1435 1505">13,800,000</td> </tr> <tr> <td data-bbox="669 1516 924 1556"></td> <td data-bbox="932 1516 1175 1556">Total</td> <td data-bbox="1183 1516 1435 1556">40,000,000</td> </tr> </tbody> </table>	List of directors and executives	Position	Amount of allocated shares	Dr. Pinijsorn Luechaikajohnpan	Director/ Executive Director/ Managing Director/ Acting Director of Operating Department/ Acting Director of Support Department	20,000,000	Ms. Nittaya Permsuwan	Executive director/ Vice president/ Director of Sale and Marketing Department	2,200,000	Ms. Phakwan Wongpoltawee	Director of Business Development Department	2,000,000	Mr. Prasong Jarongbenjatham	Director of Accounting and Finance Department	2,000,000		Other employees who are entitled to be offered the newly issued shares in the amount of not exceeding 5 percent of this allocation.	13,800,000		Total	40,000,000
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Secondary market of the newly issued shares	<p>: The Company will list the newly issued shares on the Stock Exchange of Thailand.</p>																					
Dilution effect to shareholders	<p>: <u>Price Dilution</u></p> <p>In the event that all of 40,000,000 shares are allocated to directors, executives and/or employees of the Company and/or subsidiaries in the amount of 40,000,000 shares, the Market Price of shares of the Company will be decreased at the ratio 0.1 on the consumption that the Market Price of the Company is the Initial</p>																					

	<p>Public Offering Price and the price of newly issued shares to be offered to the directors, executives and/or employees of the Company and/or its subsidiaries equals to 90 percent of the Market Price.</p> <p><u>Earning per share dilution and control dilution</u></p> <p>In the event that all of 40,000,000 shares are allocated to directors, executives and/or employees of the Company and/or subsidiaries in the amount of 40,000,000 shares, the earning per shares or the voting right of the shareholders of the Company will be decreased at the ratio 1.1 of earning per shares or voting right of the shareholders comparing with the amount of total issued shares of the Company which is 3,535,000,000 shares (such amount is the paid-up capital amount after the Company has fully offered the newly issued share on the initial public offering process and offered the newly issued shares to director, executives and/or subsidiaries (ESOP)).</p>
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In addition, the rules, conditions, and other details of the allocation of such newly issued ordinary shares shall be at the discretion of the Board of Directors to consider, determine, or amend any details as it deems appropriate. Furthermore, the Board of Directors or the person authorized by the Board of Directors shall be authorized to prepare the terms and conditions and the duties of the directors, executives, and/or employees of the Company and/or its subsidiaries, including to determine or amend the rules, conditions, and other details with respect to the allocation in order to be in compliance with the laws and the notification of the relevant agencies.