



Licensed Rights Holder

Plan B Media Public Company Limited

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CRITERIA FOR SELECTION AND APPOINTMENT OF BOARD OF DIRECTORS CHIEF EXECUTIVE OFFICER AND MANAGEMENT

1. Selection and Appointment of Directors and Independent Directors

The Nominating and Remuneration Committee is responsible for selecting and screening directors, considering diversity in qualifications, experience, suitability, and ability to perform the duties of a company director. The nomination of new directors must comply with the laws and regulations of the Public Limited Companies Act. The criteria for selecting candidates for directorship are as follows:

- 1) Candidates for board membership must possess knowledge, abilities, and experience in business operations. They should have professional skills, expertise in specific areas, educational background, and an appropriate age.
- 2) Leadership qualities, including a broad vision, integrity, ethical conduct, and a positive attitude toward the organization, along with the ability to dedicate sufficient time to the company's operations.
- 3) Not being a person listed on any organization's blacklist or having been convicted of any criminal offence by the Securities and Exchange Commission or the courts.
- 4) In the case of independent directors, the candidates must meet the qualifications for independent directors.
- 5) Consideration of other suitable qualifications that are aligned with the composition and structure of the board in accordance with the company's business strategy through a transparent process to instill confidence in shareholders.

After selecting suitable candidates for board membership, the Nominating and Remuneration Committee will propose the names to the Board of Directors for appointment according to legal procedures. If the appointment requires approval from the shareholders' meeting, the Board of Directors will submit the names for consideration and approval. The appointment process follows the following criteria and procedures:

- 1) Each shareholder is entitled to one vote per share.
- 2) Each shareholder can use their votes according to item 1) to elect one or more individuals as directors. If multiple directors are elected, the distribution of votes among the candidates is not required.
- 3) The individuals with the highest number of votes in descending order will be elected as directors, equal to those appointed or elected in that session.

If individuals who receive the same number of votes exceed the required number of directors, the chairman of the meeting will cast the deciding vote.

The process of recruitment and appointment of the committee

The selection of individuals to be appointed as company directors must go through the recruitment process of the Nomination and Remuneration Committee and be approved by the shareholder meeting. There is no specification of the number of directors according to the proportion of shares held by each shareholder or group. The committee allows all shareholders, regardless of group, an equal opportunity to nominate individuals they consider suitable for the director



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position. Nominations can be made through specified channels on the company's website well before the annual general meeting, typically within three months before the end of the fiscal year. The qualifications for a potential director, as determined by the committee, include having a high level of education, expertise from various professional fields, leadership qualities, vision, ethics, a good work history, and the ability to express independent opinions. The election of directors is conducted through individual ballots, with criteria and methods of election as regulated by the company's bylaws as follows:

- 1) Each shareholder has one vote per share.
- 2) Shareholders will use all their votes according to 1) to vote for the candidates they choose by the method.
- 3) The election can select individuals or multiple people; shareholders cannot split their votes among different candidates in the election of directors. The candidates receiving the highest votes in descending order will be elected directors for that term.

In the annual general meeting of shareholders, it's stipulated that one-third of the directors must retire from their positions. If the number of directors is not divided evenly by three, the number closest to one-third must retire. The directors who will retire are determined by drawing lots for the first and second years after the transformation. In subsequent years, the directors who have served the longest will retire. The shareholder meeting may re-elect directors who retire from their positions. Besides retiring at the end of their term, directors leave their positions if they pass away, resign, lose their qualifications, or are disqualified by law. The shareholder meeting can also vote to remove a director, requiring a vote of no less than three-fourths of the attending shareholders entitled to vote and holding not less than half of the shares held by eligible voting shareholders. Additionally, a court order can mandate a director's removal.

The recruitment and appointment of independent directors

Companies establish criteria for selecting independent directors when recruiting independent directors. These criteria must align with the company's definition of an independent director and include qualifications that are equivalent to the standards set by the Securities and Exchange Commission, the Stock Exchange of Thailand, and the Office of the Insurance Commission, as follows:

Qualifications of independent directors

The company's board has defined the criteria for independent directors to be equivalent to the standards set by the Securities and Exchange Commission, announced by the Stock Exchange of Thailand, and the announcements of the Office of the Insurance Commission, as follows:

- 1) Owns no more than 1% of the total voting shares of the company, its parent, subsidiaries, affiliates, or any legal entity that may have conflicts of interest, including shares held by related persons.
- 2) Is not an executive director, employee, paid advisor, or anyone in control of the company, its parent, subsidiaries, affiliates, or any legal entity that may have conflicts of interest unless he or she has been free from such relationships for at least two years.
- 3) Has no familial relationship by blood or by law (such as parent, spouse, sibling, or child, including the



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spouse of the child) with the company's executives, major shareholders, controllers, or persons proposed as executives or controllers of the company or its subsidiaries.

- 4) Has no, or has had no, business relationship with the company, its parent, subsidiaries, affiliates, or any legal entity that may have conflicts of interest in a manner that could interfere with independent judgment, nor has been a major shareholder, non-independent director, or executive of any business having such relationships with the company, unless having been free from such relationships for at least two years. Business relationships include everyday commercial transactions, leasing or renting of real estate, asset or service transactions, or receiving or providing financial assistance through borrowing or lending, guaranteeing, or similar actions that account for 3% or more of the net tangible assets of the applicant or 20 million baht or more, whichever is lower.
- 5) Has not been an auditor of the company, its parent, subsidiaries, affiliates, or any legal entity that may have conflicts of interest, nor has been a major shareholder, non-independent director, executive, or partner of an auditing firm that holds auditors of the company or entities that may have conflicts of interest, unless having been free from such relationships for at least two years.
- 6) Has not been, or has not been, a professional service provider (including legal or financial advisor) receiving fees exceeding two million baht per year from the company, its parent, subsidiaries, affiliates, or any legal entity that may have conflicts of interest. Suppose the service provider is a legal entity. In that case, this includes being a major shareholder, non-independent director, executive, or managing partner of the service provider, unless having been free from such relationships for at least two years.
- 7) Is not appointed to represent the company's directors, major shareholders, or shareholders related to major shareholders.
- 8) Does not engage in any business operations identical to and competitive with those of the company or its subsidiaries, or is not a partner in a partnership, or a director who is a manager, employee, or consultant with a regular salary, or holds more than 1% of the voting shares of another company engaging in business operations identical to and competitive with those of the company or its subsidiaries.
- 9) No other characteristics make them incapable of expressing independent opinions regarding the company's operations.

After being appointed as independent directors who meet the qualifications outlined, independent directors may be tasked by the company's board with making decisions regarding the operations of the company, its parent, subsidiaries, affiliates, or entities under the same control, major shareholders, or controlling parties through collective decision-making.

In cases where the person appointed by the company to be an independent director has had or currently has a business relationship or has provided professional services beyond the value limit specified in points 4 or 6, the company may seek exemption from the prohibition of having or having had such business relationships or professional service provision beyond the specified value. This exemption can be granted when the company's board of directors provides an opinion indicating that such an appointment does not impact the performance of duties or independent views.

Additionally, the following information must be disclosed in the shareholder meeting invitation when considering the appointment of such an independent director:

- 1) The nature of the relationship or services that exceed the specified value limits.
- 2) An explanation from the board of directors on why the appointment of such a person does not affect their independent decision-making ability.
- 3) Any other relevant information that supports the board's opinion and the exemption request.

The company's board appoints independent directors to serve on the audit committee or the shareholders' meeting from among the board members who meet the independence criteria set by the Securities and Exchange Commission (SEC) and adhere to corporate governance principles. At least one member of the audit committee must have expertise in accounting and/or finance to oversee and monitor the company's operations, including financial reporting, internal control systems, auditor selection, and conflict of interest consideration.

Audit committee members who retire at the end of their term may be reappointed to fill any vacancy not due to the expiration of their term. In such cases, the company's board is responsible for appointing a qualified individual as an audit committee member to ensure the committee has the requisite number of members as determined by the board. A replacement audit committee member will serve for the remaining term of the member they are replacing. Specifically, suppose the number of audit committee members falls below three. In that case, the company's board or the shareholders' meeting must appoint additional members to reach the required number within three months from the date the audit committee has fewer than three members.

The company's board has carefully considered and determined that all independent directors possess the necessary qualifications specified by the company. Furthermore, the consecutive terms of independent directors do not affect their ability to perform their duties and offer independent opinions.

2. Recruit and Appointment of Chief Executive Officer

The process of selecting and appointing executive officers is carried out by the Recruitment and Compensation Committee using the following procedures and criteria:

Process of Selecting Executive Officers

- 1) The Recruitment and Compensation Committee selects suitable candidates from both internal and external sources.
- 2) The Recruitment and Compensation Committee may employ various methods in selecting executive officers, including searching for individuals with relevant knowledge, skills, and experience and considering nominations from the company's committee or senior executives.
- 3) Once the suitable candidates have been identified, the Recruitment and Compensation Committee presents their names to the Board of Directors for further consideration and appointment.

Criteria for Selecting Executive Officers

- 1) The Chairman of the Executive Officers must possess knowledge, abilities, skills, and experience in managing and overseeing the company's operations and conducting business aligned with the company's interests and strategies, without discrimination based on gender, age, race, etc.
- 2) The Chairman must demonstrate leadership qualities, possess a broad vision, exhibit ethical conduct, and have a positive attitude towards the organization. They should be able to dedicate sufficient time that benefits the company's business operations.
- 3) The Chairman should have a transparent work history, not be listed in any organization's blacklist, including the Securities and Exchange Commission or have been convicted of any criminal offences. Moreover, they must comply with all relevant laws and regulations.

3. Recruitment and Appointment of Management

The recruitment and appointment of management

Based on the recommendation of the Nomination and Remuneration Committee, the company's board is responsible for considering the appointment of executive management at the level of Chief Executive Officer (CEO) to oversee the business operations. The consideration is based on the qualifications appropriate for holding executive positions and by the succession plan (Succession Plan)

Process of Selecting Management

The Nomination and Remuneration Committee recruits individuals to serve as the Chief Executive Officer (CEO) by filtering candidates with suitable qualifications, knowledge, skills, and experience that benefit the company's operations. They understand the company's business well and are capable of managing and achieving the company's objectives. After selecting suitable candidates, the committee will propose the appropriate individual for the company's board to consider and approve.