Plan B Media Public Company Limited
1700 Plan B Tower, New Petchburi Road, Makkasan, Ratchathewi, Bangkok 10400
Tel.+662 530 8053-6 Fax.+662 530 8057 E-mail: info@planbmedia.co.th Tax ID. 0107556000507
www.planbmedia.co.th

CHARTER OF THE BOARD OF DIRECTORS

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1. Objective

This Charter ensures that all Directors know their duties and responsibilities to the company's shareholders and perform such duties effectively, efficiently, and transparently.

The Board of Directors plays a pivotal role in establishing policies, visions, strategies, goals, and business directions which is considered to play a key role in creating value for the Company and its various stakeholders for the ultimate benefit of the company. good corporate governance, the Board of Directors effectively oversees and monitors the performance of management. Directors must adhere to the highest ethical standards in performing their duties and exercising honesty, diligence, and prudence. This commitment to ethical conduct should inspire and motivate the management team. Guided by the principles of Good Corporate Governance, the Board of Directors effectively oversees and monitors the performance of the management team, steering the company towards achieving its objectives within the confines of established policies, applicable laws, the Company's Articles of Association, Board resolutions, and shareholder resolutions.

2. Definition

- **"Charter"** means the Charter of the Board of Directors.
- **"Director"** means a member of the Board of Directors of Plan B Media Plc.
- **"BOD"** means the Board of Directors of Plan B Media Plc.
- **"SET "** means the Stock Exchange of Thailand.
- **"Company"** means Plan B Media Plc.
- **"Subsidiary"** means a subsidiary as defined by the Securities and Exchange Commission.
- **"Chairman"** means the Chairman of the Board of Directors of Plan B Media Plc.
- **"Executive"** means an executive as defined by the Securities and Exchange Commission.
- **"Management"** means executives holding the position of Vice President or equivalent and above.
- **"SEC"** means the Office of the Securities and Exchange Commission.

3. Composition and Qualifications

1. The shareholders' meeting shall determine the number of directors but shall not be less than five (5). At least half of the directors must be domiciled in the Kingdom of Thailand.

2. The BOD shall comprise at least one-third (1/3) of the total number of directors as independent directors, with a minimum of three (3) independent directors. Independent directors must meet all the qualifications specified in the relevant regulations of the SEC and shall have the scope of duties and responsibilities as prescribed by SET.

3. The BOD shall elect one director as Chairman. The Chairman should preferably be an independent director and not the same person as the Chief Executive Officer or Managing Director. Suppose the Chairman is not an independent director. In that case, the BOD shall promote a balance of power between the BOD and the management by ensuring that at least one independent director is involved in setting the agenda for BOD meetings. If deemed appropriate, the BOD may elect one or more directors as Vice Chairman

4. The BOD should comprise individuals with diverse skills, knowledge, experience, gender, age, and other relevant characteristics. BOD members should thoroughly understand the Company's business operations, demonstrate unwavering honesty and integrity, adhere to ethical business practices, and dedicate sufficient time to fully contribute their expertise and fulfil their duties to the Company.

5. All directors must meet the qualifications and avoid disqualifications as stipulated by the Public Company Limited Act, the Securities and Exchange Act, and the relevant regulations issued by the SEC, along with any other applicable laws, regulations, or standards related to the Company's business, its Articles of Association, and/or relevant internal policies and procedures.

6. Each director may hold directorships in a maximum of five (5) other listed companies, including the Company. This limit aims to ensure the effectiveness of directors' performance and their ability to fully dedicate their time to fulfilling their duties at the Company. This restriction does not apply to subsidiaries, affiliates, and joint ventures of the Company where the Company has a necessary role in overseeing operations and managing affairs to protect the Company's interests.

7. Directors must not be individuals engaged in directly or indirectly competitive businesses with the Company's or its subsidiaries' businesses. They must not hold partnerships or directorships in other entities that engage in such competing businesses. This prohibition extends to actions taken for personal gain or the benefit of others. Exceptions may be granted only upon prior disclosure to and approval by the shareholders' meeting before the appointment.

4. Appointment

Appointment Process

The Nomination and Remuneration Committee shall oversee the rigorous process of appointing directors. This process must gather comprehensive and relevant information to support the informed decision-making of the BOD and/or shareholders.

Term of Office

1. At each annual general meeting of shareholders, one-third (1/3) of the directors shall retire. If the number of directors cannot be divided evenly into three (3), the number closest to one-third (1/3) shall retire. Directors who retire due to their term of office may be re-elected. For the first and second years after the Company's listing, the directors to retire shall be determined by drawing lots. In subsequent years, the directors who have served the longest shall retire.
2. If a director's position becomes vacant for reasons other than reaching the end of their term and at least two (2) months remain in the term, the BOD shall elect a replacement director at the next BOD meeting. The person appointed to the vacant position shall serve only for the remaining term of the director they replaced.
3. Independent directors may serve a maximum of nine (9) consecutive years from their first appointment as independent directors. However, the BOD may consider extending the term of an independent director beyond nine years if it deems that such individual's continued service is in the Company's best interests.

Retirement

1. In addition to retirement by the end of the term, Directors can be vacated with
   - Resignation
   - Death
   - Lacking qualifications or having prohibited characteristics according to the law or company regulations.
   - Has characteristics that show a lack of suitability. To be trusted to manage a business in which the public is a shareholder, as announced by the SET.
   - The shareholder meeting resolved to remove them from office.
   - The court so orders.
   - The resolution of the Shareholders' Meeting shall be passed by a vote of not less than three-fourths (3/4) of the shareholders present and entitled to vote, representing not less

than one-half (1/2) of the total shares held by the shareholders present and entitled to vote;

2. Directors who resign before the end of their term of office must submit a letter of resignation to the company. Their resignation is effective from the date the resignation letter reaches the company, and the registrar may also be notified of their resignation according to the law on public limited companies.

5. Meetings

1. To convene a meeting of the BOD, the Chairman or a person designated by the Chairman shall determine the date, time, method of the meeting, venue, and agenda. A meeting notice along with sufficient supporting documents shall be sent to the directors at least seven days before the meeting date, except in cases of urgent necessity to protect the rights or interests of the company, where the meeting may be notified by other means and convened sooner.

   The meeting venue may be set at a location other than the company's headquarters, in a nearby province, or through electronic means. If the Chairman or the person designated by the Chairman does not specify the meeting venue, the company's headquarters shall be used as the meeting venue.

2. The BOD must meet at least once every three months. Additional meetings may be called as appropriate. In cases of necessity, two or more directors may request the Chairman or the person designated by the Chairman to convene a meeting of the BOD. In such cases, the person who calls the meeting must set the meeting date within 14 days from the date of the request.

3. In the meeting of the BOD. At least half of the company directors must be present at the meeting, including the total number of company directors, to form a quorum if the Chairman of the BOD is not present at the meeting or cannot perform his duties. If there is a vice chairman of the BOD, the vice-chairman of the BOD shall be the chairman. If there is no vice chairperson of the BOD or he is unable to perform his duties for company directors, those who came to the meeting chose one company director to be the chairman of the meeting.

4. A majority vote of the directors present at the meeting shall pass resolutions of the BOD meeting. Each director has one vote. However, any director with a vested interest in the matter under consideration shall not have the right to express an opinion or vote. In the case of a tie, the Chairman of the meeting shall cast an additional deciding vote, except in cases where the law provides otherwise for voting.

5. The secretary of the BOD or a person designated by the BOD must keep copies of the meeting notices and supporting documents and prepare meeting minutes as evidence. These documents may be stored in electronic format. Additionally, they must monitor the progress of the actions taken according to the BOD's meeting reports, including any issues and obstacles encountered in implementing the BOD's opinions or observations, and report these to the BOD at the next meeting.

6. While the BOD is passing a resolution, at least two-thirds of all directors should be present at the meeting.

7. Directors should attend at least 75% of all BOD meetings held in each year, unless there is a reasonable cause.

6. Scope of Duties and Responsibilities

1. Perform duties by the law, announcements, rules, regulations, acts, and other applicable laws governing the Company, as well as the Company's objectives, the company's regulations, the resolutions of the BOD, and the resolutions of the shareholders' meetings with responsibility, due care, and honesty.

2. Define details, review, and approve the vision, business strategies, business direction, business policies, business plans (both annual and medium-term), and budgets, as well as major transactions, including capital expenditures, significant intercompany transactions, mergers and acquisitions, demergers, and joint ventures of the Company and its subsidiaries, as prepared by management.

3. Consider and approve the appointment of qualified individuals with no prohibited characteristics as required by law to fill a director position in case of a vacancy for reasons other than the end of the term. Also, consider and approve the appointment of a replacement director for one whose term has ended and determine the directors' remuneration to be presented to the shareholders' meeting for approval.

4. Appoint the Audit Committee or sub-committees and define the authority and duties of such sub-committees to assist and support the performance of the BOD's duties.

5. Consider and determine or amend the names of the directors who have the authority to sign on behalf of the company.

6. Consider appointing executives as defined by the SEC or the Capital Market Supervisory Board and appoint the company secretary.

7. Directors must promptly notify the company or its subsidiaries if they have any direct or indirect interest in any contracts made by the company or its subsidiaries or if there is any increase or decrease in their shareholding in the company or its subsidiaries.

8. Report on holdings and changes in holdings of company securities held by oneself, spouse, and children who are not yet of legal age, and juristic persons in which such persons collectively hold more than 30%, to the SEC and the company's BOD meeting.

9. Report to the company about one's or related persons' profits and losses related to the management of the company or subsidiaries, according to criteria, conditions, and methods specified by the SEC.

10. Supervise subsidiaries by considering the suitability of individuals appointed as directors to ensure management complies with company policies and ensure all transactions are legally compliant with securities laws and Securities Market Board announcements.

11. Continuously monitor the company's performance to ensure alignment with the company's operational plans and budget.

12. Ensure that the company and its subsidiaries implement appropriate and efficient accounting systems, including internal control and internal audit systems, and provide opinions on the adequacy and suitability of the internal control system in the annual report.

13. Review and approve the selection and appointment of the auditor and consider the appropriate remuneration as proposed by the audit committee before presenting it to the shareholders' meeting for approval.

14. Consider and approve the payment of interim dividends to shareholders when the Company is deemed to have sufficient profits to do so, and report such dividend payments to the Shareholders' Meeting at the next scheduled meeting.

15. Establish a risk management policy that covers the entire organization and supervise the implementation of a risk management system or process, with measures and controls in place to appropriately mitigate business impacts, and regularly monitor the effectiveness of risk management.

16. Establish corporate and business ethics policies according to principles of good governance. These policies should cover stakeholder relations, anti-fraud and anti-corruption measures, anti-money laundering, conflict of interest prevention and management, the use and protection of internal information, confidentiality, and whistleblower (complaint) mechanisms. Ensure strict

compliance and communicate these policies to employees, promoting adherence and monitoring the implementation of the company's corporate governance and business ethics policies.

17. Set the framework for information technology management policies and measures to ensure IT system security. Continuously review and update these policies to align with IT risk. Promote the development and appropriate use of innovation and technology to enhance operational efficiency and resource utilization, benefiting the company, partners, stakeholders, society, and the environment, including establishing Data Governance and personal data protection policies.

18. Establish a system for the retention of documents and evidence related to the disclosure of information, and ensure that such documents or evidence are properly and completely maintained and can be inspected for a period of not less than five (5) years from the date of their creation. For the purposes of this provision, the retention of documents and evidence shall include storage in a computer system or any other system that allows retrieval without alteration of the content.

19. Encourage the company's directors and executives to participate in various seminar courses offered by the Thai Institute of Directors Association, particularly those related to their roles and responsibilities.

20. Establish policies and oversee sustainable development in environmental, social and governance (ESG) aspects, including climate change strategies, in line with sustainable value creation for the business.

21. Evaluate the performance of the Chief Executive Officer annually.

22. Ensure that the disclosure of the company's financial and material information is accurate, complete, timely and transparent.

The delegation of authority, duties, and responsibilities of the company's BOD shall not constitute a delegation of authority or sub-delegation that enables the BOD or individuals authorized by the BOD to approve transactions in which they or persons with potential conflicts of interest (as defined in announcements by the SEC or the Capital Market Supervisory Board) may have an interest, benefit in any form, or have other conflicts of interest with the company or its subsidiaries, except for approvals of transactions that comply with policies and criteria previously approved by the shareholders' meeting or the BOD' meeting.

7. Authority

1. The BOD has the authority to appoint a company secretary to assist with the BOD's operations.
2. The BOD has the authority to seek independent opinions from other professional advisors when deemed necessary, at the company's expense, and the hiring process must adhere to the company's procedures.
3. The BOD can request information from various company departments and its subsidiaries to supplement their consideration of matters.

8. Reporting

The BOD prepares an annual report on the BOD's responsibility for the financial report, which is disclosed in the company's annual report.

9. Assessments

The BOD conducts an annual and individual performance evaluation of the board. This evaluation reviews performance, issues, and obstacles encountered during the past year, and the results are disclosed in the company's annual report.

10. Remuneration

The remuneration of the BOD shall be by the resolutions of the shareholders' meeting.

11. Charter Review

The BOD will review and assess the adequacy of the Board of Directors 's charter at least once a year to ensure that it remains suitable under changing circumstances.

The Board of Directors charter was approved and amended by the resolution of the Board of Directors' Meeting No. 10/2026 held on 12 November 2026, replacing the previous Charter approved by the Board of Directors' Meeting No. 8/2025 held on 11 November 2025, and shall be effective from 12 November 2026 onwards.