



Licensed Rights Holder



Plan B Media Public Company Limited

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March 22, 2024

Re: Invitation to the 2024 Annual General Meeting of Shareholders
To: Shareholders

- Enclosures:**
1. The Annual Report (56-1 One Report) for the year 2023 and copy of the statements of financial positions and the comprehensive income statements of the Company for the fiscal year ended December 31, 2023 (in the form of QR Code)
 2. Profiles of the persons who will be nominated as the directors of the company
 3. Articles of Association in relation to the meeting of shareholders
 4. Details of amendments of the Articles of Association of the Company for agenda 7 and 8
 5. Profiles of the independent directors for the appointment of proxy by shareholders and the definition of the independent directors
 6. Proxy forms (Form A, Form B and Form C)
 7. Verification and procedure for attending the 2024 Annual General Meeting of Shareholders via electronic means (E-AGM)
 8. Electronic meeting system handbook for the shareholders' meeting

By this letter, Plan B Media Public Company Limited (“**the Company**”) would like to inform you that the Board of Directors' Meeting No. 1/2024 of the Company resolved to convene the 2024 Annual General Meeting of Shareholders on April 23, 2024, at 2.00 p.m., by arrange the shareholders' meeting via electronic means (E-AGM) under the Emergency Decree on Electronic Meeting B.E. 2563 (2020), and other laws and regulations related to consider the following agenda items:

Agenda 1 To acknowledge the operating results of the Company for the year 2023

Objective and Rationale: The Company has summarized the operating results and the significant changes that occurred during the year 2023 in the annual report (56-1 One Report) for the year 2023, as detailed in Enclosure 1 (the annual report (56-1 One Report) for the year 2023 in the topic of significant operation during the year 2023) which has been sent to the shareholders together with this invitation.

Opinion of the Board of Directors: The Board of Directors deems appropriate to propose to the shareholders' meeting to acknowledge the operating results and the significant changes that occurred during the year 2023 as detailed above.

Voting Requirement: This agenda is for acknowledgement and no voting is required.

Agenda 2 To consider and approve the statements of financial positions and comprehensive income statements of the year 2023 for the fiscal year ended December 31, 2023

Objective and Rationale: In order to be in accordance with Section 112 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (the “Public Limited Company Act”) and Article 36 of the Articles of Association of the Company which prescribes that the Company have to prepare the financial statements and the



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comprehensive income statements at the end of each fiscal year for proposing to the Annual General Meeting of shareholders for consideration and approval.

In this regard, the Company has prepared the statements of financial positions and the comprehensive income statements of the year 2023 for the fiscal year ended December 31, 2023 as detailed in Enclosure 1 (the annual report (56-1 One Report) for the year 2023 in the topic of the statements of financial positions and the comprehensive income statements of the year 2023 for the fiscal year ended December 31, 2023) which has been sent to the shareholders together with this invitation. The statements of financial positions and the comprehensive income statements of the year 2023 for the fiscal year ended December 31, 2023 have been audited by the certified auditor, reviewed by the Audit Committee, and approved by the Board of Directors.

Opinion of the Board of Directors: The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the statements of financial positions and the comprehensive income statements of the Company of the year 2023 for the fiscal year ended December 31, 2023 which have been audited by the certified auditor, reviewed by the Audit Committee, and approved by the Board of Directors.

Voting Requirement: Resolution for this agenda requires the majority votes of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 3 To consider and approve the suspension of dividend payment and acknowledge the interim dividend payment.

Objective and Rationale: Pursuant to Section 115 of the Public Limited Company Act and Article 44 of the Articles of Association of the Company, the Company shall not pay dividends other than out of profits, and dividends shall be distributed in accordance with the number of shares, with each share being accorded equal distribution.

In addition, pursuant to Section 116 of the Public Limited Company Act and Article 45 of the Articles of Association of the Company, the Company shall allocate no less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount of no less than 10 percent of the registered capital.

As at December 31, 2023 the Company has allocated reserves in full accordance with the laws and the Articles of Association of the Company. Thus, the Company is not required to allocate additional amount as a reserve fund.

The Company has the policy to pay dividend at the rate of not less than 50 percent of the net profit after taxes and legal reserve. In consideration of dividend payment each time, the Company shall mainly consider the dividend payment by taking into account the shareholders' benefits.

During 2023, the Board of Directors' Meeting No. 7/2023, held on December 14, 2023 resolved to approve the interim dividend payment to the shareholders of the Company at the rate of THB 0.0748 per share, or amounting to the total number of dividends of THB 320,856,930 which were paid from the net profits and retained



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earnings from the Company’s operating results according to the separated financial statements of the Company for the period ending September 30, 2023. The Company already paid such interim dividend to the shareholders on January, 12 2024. In this regard, the interim dividend payment made to the shareholders is equivalent to 59.69 percent of the net profits of the separated financial statements of the Company for the period ending September 30, 2023 after taxes and legal reserve which is in accordance with the Company’s dividend payment policy.

Nevertheless, the Company requires to reserve the capital for future investments, as well as for being utilized as working capital and as a reserve for uncertain circumstances. Therefore, deems appropriate to propose to the shareholders’ meeting to consider and approve the suspension of additional dividend payment in the 2024 Annual General Meeting of Shareholders.

In this regard, the comparison of the dividend payment from the operating results in 2023 and 2024 is detailed as follows:

Details of the dividend payment	Year 2023 (Interim Dividend Payment)	Year 2024 (Interim Dividend Payment)
Net profits (Baht per share)	0.076	0.126
Total Issued shares of the Company	4,279,343,768	4,289,565,212
Dividend per share (Baht)	0.0701	0.0748
Total dividend (Baht)	299,981,998	320,856,930

Opinion of the Board of Directors: The Board of Directors deems appropriate to propose to the shareholders’ meeting to consider and approve the suspension of dividend payment and to acknowledge the interim dividend payment as detailed above.

Voting Requirement: Resolution for this agenda requires the majority votes of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 4 To consider and approve the appointment of directors in place of the directors who will retire by rotation

Objective and Rationale: Pursuant to Section 71 of the Public Limited Company Act and Article 17 of the Articles of Association of the Company, in each Annual General Meeting of shareholders, one-third of the total number of the directors must retire by rotation and if the number of directors cannot divide into three proportions, a number of directors closest to one-third shall retire. Directors retiring by rotation may be re-elected.

In this regard, there are 3 directors who will retire by rotation at the 2024 Annual General Meeting of Shareholders as follows:

No	Name of directors who shall retire by rotation	Position	Term of directorship
1.	Ph.D. Pennapha Dhanasarnsilp	<ul style="list-style-type: none"> - Independent Director - Vice Chairman - Chairman of the Audit Committee - Chairman of the Nomination and Remuneration Committee - Chairman of the Corporate Governance and Sustainability Committee 	10 years 7 months
2.	Mr. Palin Lojanagosin	<ul style="list-style-type: none"> - Director - Chairman of the Executive Committee - Chief Executive Officer 	10 years 7 months
3.	Mr. Mana Jantanayingyong	<ul style="list-style-type: none"> - Independent Director - Audit Committee Member - Chairman of the Risk Management Committee 	4 years 4 months

In this regard, the individuals nominated in this instance have undergone evaluation according to the company's prescribed procedures and possess qualifications in accordance with relevant regulations. They are deemed suitable for the company's business operations, as approved by the Nomination and Remuneration Committee, has deliberately considered that the above 3 directors who will retire by rotation at the 2024 Annual General Meeting of Shareholders are qualified, experienced, and possess expertise which will be beneficial to the Company's business operation, as well as possess qualifications and not having any prohibited characteristics pursuant to the Public Company Limited Act and the Securities and Exchange Act B.E. 2535 (1992) (as amended), and other relevant notifications. Thus, the Board of Directors deems appropriate to propose the shareholders' meeting to consider reappointment of the 3 directors to act as the directors for another term. The profiles of the 3 persons are detailed in Enclosure 2 (Profiles of the persons who will be nominated as the directors of the company).

The Company invited shareholders to nominate persons to be appointed as new directors of the Company between October 10, 2023 to December 28, 2023. However, there is no person nominated by the shareholders to be appointed as the Company's directors.

Opinion of the Board of Directors: The Board of Directors (not including the directors who have conflict of interest), has deliberately considered the qualifications of the 3 persons, and determined that the person to be nominated as an independent director meets the qualifications stipulated by relevant laws and requirements regarding independent directors. With thoroughness and prudence, deems appropriate to propose to the shareholders' meeting to approve the appointment of (1) Ph.D. Pennapha Dhanasarnsilp (2) Mr. Palin Lojanagosin and (3) Mr. Mana Jantanayingyong as the directors for another term.

In the case of Ph.D. Pennapha Dhanasarnsilp, who is an independent director and has held the position of independent director for more than 9 years, The Board of Directors has carefully considered that Ph.D. Pennapha Dhanasarnsilp has suitable qualifications and provide opinions independently in accordance with the relevant criteria. In addition, she has a lot of experience that could lead the business to grow up a lot of experience that could lead the business to grow up and expand, and it is beneficial to all shareholders, including minority shareholders.

Voting Requirement: Resolution for this agenda requires the majority votes of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base (consideration and approval will be based on an individual basis).

Agenda 5 To consider and approve the remuneration of Directors for the year 2024

Objective and Rationale: Pursuant to Section 90 of the Public Limited Company Act and Article 36 of the Articles of Association of the Company, the annual general meeting of shareholders must determine the remuneration of the directors. In this regard, the Nomination and Remuneration Committee has deliberately considered various factors for determining the remuneration, i.e., the operating results of the Company and size of the Company's business, duties and responsibilities of the Board of Directors and Sub-Committees of the Company, by comparing with the remuneration rate of the businesses which have the similar size as the Company in the same industry. After due consideration, the Board of Directors has the same opinion as the Nomination and Remuneration Committee, therefore, it deems appropriate to propose to the shareholders' meeting to consider and determine the remuneration of the Board of Directors and the Sub-Committees of the Company for year 2024 in the amount of not exceeding THB 4,800,000 with the details as follows:

Monthly Remuneration of the Board of Directors of the Company (in the case that the directors are appointed during the month, the remuneration shall be calculated on pro-rata basis).

No.	Position	2024 (Proposed year)	2023
1.	Chairman of the Board of Directors	THB 50,000/month	THB 50,000/month
2.	Directors	THB 30,000/month	THB 30,000/month

Monthly Remuneration of the Audit Committee (in the case that the directors are appointed during the month, the remuneration shall be calculated on pro-rata basis).

No.	Position	2024 (Proposed year)	2023
1.	Chairman of the Audit Committee	THB 30,000/month	THB 30,000/month
2.	Audit Committee Member	THB 20,000/month	THB 20,000/month

Meeting Allowance of the Nomination and Remuneration Committee

No.	Position	2024 (Proposed year)	2023
1.	Chairman of the Nomination and Remuneration Committee	THB 20,000/time/person	THB 20,000/time/person
2.	Nomination and Remuneration Committee Member	THB 15,000/time/person	THB 15,000/time/person

Meeting Allowance of the Risk Management Committee

No.	Position	2024 (Proposed year)	2023
1.	Chairman of the Risk Management Committee	THB 20,000/time/person	THB 20,000/time/person
2.	Risk Management Committee Member	THB 15,000/time/ person	THB 15,000/time/person

Meeting Allowance of the Corporate Governance and Sustainability Committee

No.	Position	2024 (Proposed year)	2023
1.	Chairman of the Corporate Governance and Sustainability Committee	THB 20,000/time/person	THB 20,000/time/person
2.	Corporate Governance and Sustainability Committee Member	THB 15,000/time/ person	THB 15,000/time/person

In addition, the Company deems appropriate to determine the yearly bonus for the directors of the Company for the year 2024 in the amount of not exceeding THB 7,200,000. Moreover, the Board of Directors deems appropriate to propose to the shareholders' meeting to authorize the Nomination and Remuneration Committee to allocate such remuneration to each director and subcommittee members within the budget as approved by the shareholders' meeting without any other benefits.

Opinion of the Board of Directors: The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the determination of remuneration of the directors of the Company for the year 2024 in the amount of not exceeding THB 4,800,000 and to determine the yearly bonus for the directors in the amount of not exceeding THB 7,200,000, as detailed above.

Voting Requirement: Resolution for this agenda requires the votes of not less than two-thirds of the total votes of the shareholders attending the meeting, including abstentions in the calculation base.

Agenda 6 To consider and approve the appointment of auditors and the determination of audit fee for the year 2024

Objective and Rationale: Pursuant to Section 120 of the Public Limited Company Act and Article 36 of the Articles of Association of the Company, the Annual General Meeting of shareholders must appoint the auditors and determine the audit fee of the Company every fiscal year. In addition, pursuant to the Notification of



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the Capital Market Supervisory Board No. Tor Chor. 44/2556 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers (as amended) prescribes that the Company shall arrange for auditor rotation in case any auditor has performed his/her duties for 7 consecutive fiscal years, whereas the changed auditor who vacated from his/her duty can be re-appointed as an auditor after 5 consecutive fiscal years from the date on which such auditor has vacated from his/her duty.

In this regard, the Board of Directors deems appropriate to propose to the shareholders’ meeting to consider and approve the appointment of auditors from EY Office Company Limited (“EY Office”) to be the auditors of the Company for the year 2024, whereby one of the following auditors shall review and provide his/her opinions on the Company’s financial statements:

1. Mr. Termphong Opanaphan Certified Public Accountant No. 4501 (has been the Company’s auditor for 6 years and signed the financial statements of the Company for 6 years); and/or

2. Mr. Khitsada Lerdwana Certified Public Accountant No. 4958 (has been the Company’s auditor for 6 years and signed the financial statements of the Company for 6 years); and/or

3. Mrs. Kunlapee Piyawannasuth Certified Public Accountant No. 6137 (has been the Company’s auditor for 2 years before but has never signed the financial statements of the Company)

In the case that the aforementioned auditors are unable to perform their duties, EY Office shall appoint any of its auditors who possesses appropriate qualifications to be the auditor of the Company.

In this regard, the auditors of the subsidiaries of the Company are from the same auditing firm as the Company.

In addition, the Board of Directors deems appropriate to propose to the shareholders’ meeting to determine the audit fee of the Company and its subsidiaries for the fiscal year 2024 in the amount of not exceeding THB 9,548,000 which is exclusive of non-audit fee, as detailed as follows:

Auditor Fee	2024 (Proposed year)	2023 Incurred	2023 Approved by the shareholders
Auditor Fee of the Company	THB 2,700,000	THB 2,700,000	THB 2,700,000
Audit Fee of subsidiaries	THB 6,848,000 (18 companies)	THB 7,811,500 (21 companies)	THB 9,651,500 (22 companies)
Increased Audit Fee of subsidiaries	-	THB 1,840,000	-
Total Audit Fee of the Company and subsidiaries	THB 9,548,000	THB 10,511,500	THB 12,351,500
Non-audit fee	None	None	None



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In this regard, the audit fee of the Company for the year 2024 proposed to the shareholders' meeting for approval decreases from the previous fiscal year due to the reduction in the number of subsidiaries and the size of accounts for some subsidiaries in certain companies.

The appointment of auditors and determination of audit fee as mentioned above has been approved by the Audit Committee, by taking into consideration the qualifications and experience of the auditors. After due consideration, it was of the opinion that EY Office is independent and has expertise in auditing and the proposed audit fee is reasonable. In addition, the 3 auditors do not have any relationship or interest with the Company, subsidiaries of the Company, directors, executives, major shareholders, or his/her related persons. Moreover, none of the proposed auditors is being the Company's auditor for more than 7 years.

Opinion of the Board of Directors: The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the appointment of the auditors from EY office to be the auditors of the Company for the year 2024, and the determination of the audit fee in the amount of not exceeding THB 9,548,000, as detailed above.

Voting Requirement: Resolution for this agenda requires the majority votes of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 7 To consider and approve the amendments of the Articles of Association of the Company by amending 5 (Five) Articles, in order to align with the amendments to the Public Limited Company Act B.E. 2535 (including its amendments)

Objective and Rationale: According to the PLC Act (No. 4) B.E. 2565 (2022) which has been promulgated in the Royal Thai Government Gazette, and is effective as of May 24, 2022, the Act has been amended to support the management of conducting meeting via electronic approach, and convening the meeting to be modern, enhance efficiency, reduce unnecessary expenses, and facilitate the investors. Therefore, to amend the Articles of Association of the Company to be in line with the PLC Act as amended in B.E. 2565 (2022), The Board of Directors deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the amendment of the Articles of Association of the Company by amending 5 (Five) Articles, which are Article 25, 29, 32, 33 and 44 by cancelling the provisions of Articles 25, 29, 32, 33, and 44 in their entirety and replacing them with the following text;

"Article 25. To summon a board of directors' meeting, the chairman of the board of directors or the person entrusted with that responsibility shall send a written notice summoning a meeting to directors not less than three (3) days before the date of the meeting. Except in case of necessity or urgency to protect the Company's rights or benefits, a meeting may be summoned by a shorter notice which may be sent via electronic means or other means, and the meeting date may be set to be earlier.

When there is a reasonable cause to protect the rights or benefits of the Company, two or more directors may jointly request the chairman to call for a meeting of the board of directors by specifying the agenda and the reason to be proposed to consider at such meeting of the board of directors. The chairman shall call and



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schedule the meeting of the board of directors within fourteen (14) days from the date of receipt of such request.

If the chairman is absent for any reason, the vice-chairman shall be the person to call the meeting of the board of directors. In the absence of the vice chairman for any reason, two or more directors may jointly call a meeting of the board of directors”

“Article 29. The board of directors meeting must be held at least one (1) time in every three (3) months at the province where the Company's head office is located, or nearby provinces, or at any other places. The board will determine the date, time, and location based on its discretion of the Chairman of directors.

The meetings of the board of directors under paragraph one may be conducted via the electronic media, provided that such meeting of the board of directors held via the electronic media, and the security standard of the meeting shall comply with the related laws and regulations. In this regard, the location of the head office of the Company shall be considered as the place of the meeting.”

“Article 32. The Board of Directors shall summon a shareholders meeting by sending a notice, specifying the place, date, time, agenda item (s) of the meeting and the subject matters to be submitted to the meeting with appropriate details together with the clearly specify that the matter is proposed to acknowledgement, approval, or consideration as the case maybe, with the Board of Directors’ comments, to all shareholders not less than seven (7) days prior to the date of the meeting and this notice shall be published in a newspaper or electronics means on the website that is accessible publicly or under the regulations prescribed by the Registrar for not less than three (3) consecutive days not less than three (3) days prior to the date of the meeting.

The notice of calling for the shareholders’ meeting may send to the shareholders via the electronic means, upon the shareholders’ request or the shareholders’ written consent or the shareholders’ consent via the electronic method to any channels, methods within the period stipulated by the Company or under the regulation prescribed by the Registrar.

The place for the meeting shall be in the same area as with the head office or any other place based on its discretion of the board of directors.”

“Article 33. A quorum of the meeting shall consist of shareholders or proxies (if any) who represent no less than twenty-five (25) persons or no less than one-half of the total number of shareholders, holding in aggregate no less than one-third (1/3) of the total number of issued shares to constitute a quorum.

If after an hour (1) from the time stated for the start of any meeting, the number of shareholders present does not constitute a quorum as specified in the paragraph one, such meeting shall be cancelled if such meeting was requested by shareholders.

However, in some other cases, the meeting shall be called again and notice for a new meeting shall be sent to shareholders not less than seven (7) days before the date of the meeting. In this new meeting, no quorum be required.



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The proxy may be made via electronics means, provided that the method is secure and reliable, and that proxy is made by the shareholder. In this regard, as prescribed by the Registrar, the Company shall deliver, receive and store any documents relevant to the proxy via electronic means in accordance with the laws on electronic transactions.”

“**Article 44.** Dividends shall not be paid from any sources other than from the profits. If the Company has an accumulated loss, no payment of dividends shall be made.

Dividends shall be allocated to each share equally, unless the Company issues preference shares with a different specification on receiving of dividend payment from the ordinary shares then such allocation of dividend payment shall be specified provided that such dividend payment must be approved by the shareholders’ meeting.

The Board of Directors may from time to time pay to the shareholders an interim dividend if it views that the profits of the Company justifies such payment. One such interim dividend payment is made, it shall be reported at the shareholders’ meeting at the next shareholders’ meeting.

The payment of dividends shall be made within one month from the date that a resolution is passed by the shareholders’ meeting or the Board of Directors, as the case may be and a written notice shall be delivered to the shareholders and the notice of such dividend payment shall be published in newspaper or electronics means via website that accessible publicly or under the regulations prescribed by the Registrar not less than three (3) consecutive day”

In addition, the details of the comparison between the original text and the proposed additional amendments to the above articles are detailed in Enclosure 4 (Details of amendments of the Articles of Association of the Company for agenda 7 and 8).

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose to the shareholders’ meeting to consider and approve the amendment to Articles 25, 29, 32, 33 and 44 of the Articles of Association of the Company to be in line with the PLC Act as amended in B.E. 2565 (2022), and to improve the methods for conducting the Board of Directors’ Meeting and the Shareholders’ Meeting to be modern, up-to date, and efficient, reducing burden and unnecessary expenses, and facilitating shareholders, by cancelling the provisions of Articles 25, 29, 32, 33, and 44 in their entirety and using the proposed text instead. Additionally, approving the authorization of the person, whom the Directors seem appropriate to the registration of the amendment of the Articles of Association of the Company, including amending and/or changing, adding the context to be in accordance with the Registrar’s orders as necessary and appropriate, without affecting the substantial content of the amendment of the Articles of Association of the Company in order to complete the registration of the amendment of the Articles of Association of the Company.

Voting Requirement: Resolution for this agenda requires the votes of not less than three-fourths of the total votes of the shareholders attending the meeting, excluding abstentions from the calculation base.

Agenda 8 To consider and approve the amendments of the Articles of Association of the Company, Article 30 regarding the powers of the Directors and amendment the powers of the Directors of the company to align with the additional amended of the Articles of Association of the Company.

Objective and Rationale: In order to reduce the operating procedures of the company's management to be more flexible, adapting to the changing size and value of the Company's business, thereby enabling the management to better achieve the company's objectives, it is deemed appropriate to propose to the Shareholders' meeting for consideration and approval the amendment of Article 30 regarding the powers of the directors. This includes amending the powers of the directors of the company to align with the amended and additional provisions of the Articles of Association of the Company. The details are as follows:

1. The existing text of Article 30 of the Articles of Association of the Company shall be cancelled and the following text shall be used instead.

"The directors authorized to sign to bind the company are two (2) directors who sign together with the Company's seal affixed. Except in the following cases Have three (3) directors sign together with the Company's seal affixed.

1. Any contract with over 200,000,000 liability or any guarantee on that liability
2. Any acquisition or sales of assets worth over 200,000,000 baht
3. Any lease contract, service contract, concession contract or real-estate lease contract with rental fees throughout contract duration of over 200,000,000 baht
4. Any contract worth over or with expenses or obligations of over 200,000,000 baht
5. Any loan made worth over 200,000,000 baht by the Company
6. Any pledge of Company's assets

The board of directors is entitled to prescribed and amend the name(s) of director(s) who shall be authorized to sign his/her name to bind the Company."

2. Amend the powers of the directors of the company to align with the amended and additional provisions of the Articles of Association of the Company as follows:

"Number or names of directors authorized to affix signature and be binding on the company are Mr. Palin Lojanagosin who can jointly sign with Mr. Pinijsorn Luechaikajohnpan or Mr. Arnon Porndhiti with the company's common seal affixed, except the following cases specified below, three directors shall jointly sign their names which are Mr. Palin Lojanagosin signs his name jointly with Mr. Pinijsorn Luechaikajohnpan and Mr. Arnon Porndhiti with the company's common seal affixed.

1. Any contract with over 200,000,000 liability or any guarantee on that liability
2. Any acquisition or sales of assets worth over 200,000,000 baht
3. Any lease contract, service contract, concession contract or real-estate lease contract with rental fees throughout contract duration of over 200,000,000 baht
4. Any contract worth over or with expenses or obligations of over 200,000,000 baht
5. Any loan made worth over 200,000,000 baht by the Company

6. Any pledge of Company's assets

The board of directors is entitled to prescribed and amend the name(s) of director(s) who shall be authorized to sign his/her name to bind the Company.”

In addition, the details of the comparison between the existing text and the proposed additional amendments to the above articles are detailed in Enclosure 4 (Details of amendments of the Articles of Association of the Company for agenda 7 and 8).

Opinion of the Board of Directors: The board of directors propose to the Shareholders' meeting to consider and approve the amendment to Article 30 regarding the powers of the directors by cancelling the entirety of the original Article 30 and using the proposed text, including the amendment of the powers of directors to align with the amended and additional provisions of the Articles of Association of the Company. The purpose is to increase flexibility and reduce the operating procedures of the company's management. Additionally, approving the authorization of the person, whom the Directors seem appropriate to the registration of the amendment of the Articles of Association of the Company, including amending and/or changing, adding the context to be in accordance with the Registrar's orders as necessary and appropriate, without affecting the substantial content of the amendment of the Articles of Association of the Company in order to complete the registration of the amendment of the Articles of Association of the Company.

Voting Requirement: Resolution for this agenda requires the votes of not less than three-fourths of the total votes of the shareholders attending the meeting, excluding abstentions from the calculation base.

Agenda 9 Other matters (if any)

Opinion of the Board of Directors: The Board of Directors deems appropriate to provide the opportunity for the shareholders who wish to propose any other matter beyond the agenda items prescribed by the Board of Directors in this invitation, provided that the proposal of such matter shall be in accordance with the criteria and method stipulated by the laws.

The Company determined the names of shareholders who have the right to attend the 2024 Annual General Meeting of Shareholders (Record Date) on March 13, 2024.

In addition, the Company has published the invitation to shareholder's meeting with enclosures on the Company's website at www.planbmedia.co.th since March 22, 2024 and hereby invites all shareholders to attend the 2024 Annual General Meeting of Shareholders on Tuesday, April 23, 2024 at 2.00 p.m. via electronic means (E-AGM). The Company will proceed the meeting pursuant to Chapter 6 of the Articles of Association of the Company regarding the meeting of shareholders as per the details set out in Enclosure 3 (Articles of Association in relation to the meeting of shareholders).

The Company would like to request for the cooperation from the shareholders and/or proxies to study the registration procedure and prepare documents for verification, as well as the voting method and the meeting procedure, as set out in Enclosure 7 (Verification and procedure for attending the 2024 Annual General Meeting of Shareholders via electronic means (E-AGM)), and Enclosure 8 (Electronic meeting system handbook for the shareholders' meeting).



Licensed Rights Holder



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

Individual shareholders who would like to use the identification cards to verify themselves can register for verification for attending the 2024 Annual General Meeting of Shareholders during April 8, 2024 at 9.00 a.m. to April 19, 2024 at 4.00 p.m. at **URL:** <https://portal.eservice.set.or.th/Account/Login?refer=t0f1EBHYylwCsYVPpj8KaVAe9kdab-s0cVuh0BnxK9or89JDsw1WX%2Bw%3D%3D>

or QR Code:



Individual shareholders who would like to use other documents to verify themselves, such as passports, or juristic person shareholders or shareholders who would like to appoint proxies to attend the meeting, please courier verification documents together with the proxy forms (in case there is appointment of proxy) as the details set out in Enclosure 7 (Verification and procedure for attending the 2024 Annual General Meeting of Shareholders via electronic means (E-AGM)). In this regard, after the Company verify the list of shareholders pursuant to the information as of the record date, the Company will send the username and password to the emails submitted to the Company by shareholders or proxies so that the shareholders or proxies can log in to the shareholders' meeting system via electronic means (E-AGM). However, the Company would like to request for the shareholders' cooperation to appoint the independent directors of the Company as their proxies instead of attending the electronic meeting by themselves. In case shareholders would like to receive the proxy form in hard copy, the shareholders can inform the company by sending the name of the shareholders and the address for sending the proxy form to Email: companysecretary@planbmedia.co.th.

In this regard, shareholders may appoint Mrs. Monluedee Sookpantarat, independent directors, as the proxy to attend the meeting and cast the votes on the shareholder's behalf, as per the details set out in Enclosure 5 (Profiles of the independent director for the appointment of proxy by shareholders and the definition of the independent directors). Shareholders can deliver the signed proxy with Baht 20 stamp duty affixed together with supporting documents to the Department of Company Secretary, Plan B Media Public Company Limited, No. 1700, Plan B Tower, New Petchburi Road, Makkasan, Ratchathewi, Bangkok 10400, Telephone No. (662) 530-8053-6, extension 420 or Email: companysecretary@planbmedia.co.th within April 19, 2024

Sincerely yours,

- *Pennapha Dhanasarnsilp* -
(Ph.D. Pennapha Dhanasarnsilp)
Vice Chairman