

Part 2

Corporate Governance

6. Corporate Governance Policy

6.1 Overall Corporate Governance Policy and Practice

6.1.1 Policy and Practices on the Board of Directors

Authorized director of the Company is Mr. Palin Lojanagosin to jointly sign with Dr. Pinijsorn Luechaikajohnpan or Mr. Arnon Porndhiti and affix with the Company's seal except the following cases that require all 3 directors to jointly sign that is Mr. Palin Lojanagosin to jointly signs with Dr. Pinijsorn Luechaikajohnpan and Mr. Arnon Porndhiti and affix the Company's seal.

1. Any guarantee or any repayment
2. Any contract with the liability of over THB 25,000,000 or the guarantee of such a contract.
3. Any acquisition or disposition of assets worth over THB 25,000,000.
4. Any lease contract, employment contract, concession contract or real estate lease contract that has lease fees throughout the contract term of over THB 25,000,000.
5. Any contracts with value or obligation or expenses of more than THB 25,000,000
6. Any loan made by the Company
7. Provision of any collateral of the Company's assets
8. Entering of joint venture contract or any contract to set up a new company as a subsidiary or an affiliate.
9. Arrangement of power of attorney for the mentioned cases above.

Authority of the Board of Directors

1. Approve annual business and investment plans
2. Approve entering into contracts for normal business operations such as contracting with customers/suppliers and acquisition and disposition of assets.
3. Approve investments in an acquisition of business or shares of other businesses, mergers and acquisitions and investments in assets or any acquisition to obtain assets or businesses.
4. Approve borrowing and contracting under the name of the Company that is binding to Company.
5. Approve issuances of financial instruments or any other securities of the Company.
6. Approve establishment of subsidiaries, investment in purchase and sales of stocks, assets or businesses from or jointly with companies, partnerships or any other persons in the format of a joint venture, acquisition or disposition of assets, stocks or businesses in the form of mergers and acquisitions (excluding acquisitions or dispositions of assets or services that

are normal business operations), transaction structure consideration and reasonableness of the transaction and prices.

7. Approve procurement and purchasing of materials, services including employment and assets.

Practices of the Board of Directors

The Board of Directors holds responsibilities to the shareholders in conducting, supervising and directing business to meet the goals and guidelines in the best interest of shareholders while taking into consideration interest of all stakeholders.

The Board of Directors has a duty to ensure compliance with laws, objectives, the Company's Articles of Association and resolutions of the shareholders' meeting by performing their duties with integrity and honesty to protect interests of shareholders and stakeholders in the short run and long run. This is to ensure that the Company's business conduct is in the direction to deliver the best interest of shareholders and all stakeholders. The Board of Directors sets vision, mission, goals, policies, directions, strategic plans, work plans and annual budget of the Company. Besides, the Board of Directors expresses their opinions to ensure understanding of the overall business before approval and monitors operations to be according to the goals under guidelines recommended by the Stock Exchange of Thailand and the Securities and Exchange Commission.

Structure of the Board of Directors

The Board of Directors consists of 8 members; 3 of which are independent directors and 2 of them are female. There is more than 1 non-executive director who has direct working experience related to the business of the Company. Noted that there is no director or independent director who holds directorship in more than 5 public companies to ensure that a director can perform their roles and duties efficiently and that a director can devote sufficient time in performing their roles and duties as the Company's director. In addition, a director should not act as a director of any listed company that may cause a conflict of interest with the Company and the ability to perform a director role and the Company has the policy of the directorship in other listed company by executive directors, Chief executive Officer, Managing Director and Top Management no more than 2 directorship positions in publicly listed companies, excluding subsidiaries, affiliates and joint-venture companies of the Company where supervisions is required for the benefit of the Company

To ensure transparency and accordance with corporate governance principles and for independent directors to exercise their discretion freely in making decisions on different matters or to object in case of disagreement for the matter that affect the interest of shareholders of stakeholders without being under influence of any particular party, the Board of directors has limited the term of office of independent directors not exceeding nine years consecutively. The Board may consider extending the term of independent directors as deemed necessary, appropriate and beneficial to the Company and to be proposed to the Board of Directors and the shareholders' meeting for consideration.

Roles and Responsibilities of the Board of Directors

The Board of Directors comprises knowledgeable individuals with expertise and experience in conducting business who are responsible for formulating, setting, and reviewing policies, vision, strategies, goals, missions, business plans as well as determining budgets of the Company. The Board of Directors is also responsible for supervising the Management to conduct business efficiently and effectively according to its goals and in compliance with laws, objectives, rules and regulations and resolutions of the shareholders' meeting and resolutions of the meeting of the Board of Directors. The directors must perform their duties with accountability, honesty and prudence in accordance with good business conducts in order to add highest economic values to the business and for highest stability to the shareholders. Each director shall perform his/her duties and maintain their independent discretion in making decisions on various issues as well as questioning, commenting or objecting in case of conflicts pertaining to issues affecting interests of stakeholders without being under influence of any particular party.

Scope of Authority and Responsibilities of the Board of Directors

Members of the Board of Directors are required to conform to laws, objectives, the Articles of Association of the Company, resolutions of the Board of Directors, resolutions of the shareholders' meetings with and perform their duties with accountability, prudence and honesty.

1. Review and approve visions, business strategies, business direction, goals, guidelines, work plans and budgets of the Company and its subsidiaries as proposed by the Management.
2. Supervise overall management and performance of the CEO, management, or any person assigned to perform managerial duties as stipulated by the Board of Directors' policy.
3. Monitor the Company's operating performance constantly and ensure that it is in line with business plan and budgets.
4. Ensure that the Company and its subsidiaries adopt proper and efficient accounting systems including internal control and internal audit systems.
5. Assure that balance sheets and income statements are prepared and complete at the end of accounting year and sign off those financial statements before presenting to shareholders' meetings for approval.
6. Consider and approve selection and nomination of Company's auditor including proper remunerations as proposed by the Audit Committee before presenting to shareholders' meeting for approval.
7. Ensure that corporate governance policies under good governance are put in place in writing and applied efficiently throughout the Company to affirm accountability and fairness to all stakeholders.
8. Review and approve qualified individuals whose qualifications abide by Public Company Act BE 2535 (and its amendments) and the Securities and Exchange Act BE 2535 (and its amendments) including announcements, rules and regulations or procedures related to the appointment in case that a directorship position is vacant due to other causes apart from official end of term. Review and approve directors to replace ones who complete their terms including their remunerations and propose to the shareholders' meetings for approval.

9. Appoint the Audit Committee or any other sub-committees and define their roles and responsibilities of those sub-committees to assist and support the Board of Directors' duties.

10. Identify, authorize and adjust the list of authorized directors who can sign and bind the Company.

11. Review and appoint executives as defined by the Securities and Exchange Commission and the Capital Market Supervisory Board including Company Secretary and determine proper remunerations for those executives.

12. Ask for professional opinions from external organizations when necessary for decision-making purposes.

13. Encourage directors and executives of the Company to participate in various seminars organized by the Thai Institute of Directors (IOD) for the curricula related to roles and responsibilities of directors or executives.

Note that delegations of roles and responsibilities of the Board of Directors shall not be in the manner that the delegation of authority or granting of sub-power of attorney allows the Board of Directors or its delegates to approve any transaction that they have a conflict of interest with the Company or its subsidiaries or there is personal interest involved (as defined in the announcements of the Securities and Exchange Commission or the Capital Market Supervisory Board) The exception can be made in case of transactions that comply with policies and practices approved by the shareholders' meetings or the Board of Directors.

Scope of Authority and Responsibilities of the Chairman of the Board

1. Summon the Board of Director's meetings: The Chairman of the Board or any delegates who are assigned to send a meeting invitation to directors must send the meeting invitation to all directors at least 7 days before the meeting date, except for the case of emergency case. The meeting invitation must include venue, time, and agenda of each meeting.
2. Preside over Board of Director's meeting and shareholder's meeting: Other than acting as a chairman of the meetings, the Chairman must oversee the meetings to ensure that the meetings are conducted in accordance with the Articles of Association of the Company and planned agendas.
3. Cast the vote in the Board of Director's meeting in an event of tie votes.
4. Take any action that laws require such action to be a duty of the Chairman of the Board. Such actions must be in line with the Company's rules and good corporate governance policy.

Self-Evaluation of Directors

The Board of Directors shall have the Board Self-Assessment for the Board as a whole committee and as an individual director on an annual basis to assess the performance of the Board of Directors and to review and gather opinions on the Company's issues in the past year. Such assessment shall be sent to the Company Secretary

who shall later summarize and present the assessment result to the Board of Directors' meeting for further solutions and efficiency improvement.

Note that performance evaluation of the committees will be conducted both as a whole committee and as an individual director. Criteria, processes and overall evaluation results will be disclosed in the annual report before Corporate Governance Policy part in those 5 sections as mentioned earlier. Performance evaluation form for individual evaluation is divided into 3 topics as follow

(1) structure and qualification of the board member, (2) the Board of Directors' meeting, (3) roles and responsibilities of the Board of Directors.

The Nomination and Remuneration Committee is in charge of the annual performance assessment of the Chief Executive Officer and directors at the end of every year and propose to the Board for endorsement. There are 2 parts of the assessment which are Part 1 Progress of Work Plans and Part 2 Performance Measurement. The performance appraisal outcome will be used to determine merit increase of the Chief Executive Officer and directors before presenting to the Board for further approval.

The reporting of the sub-committee self-assessment to the Board of Directors shall be on an annual basis to assess the performance of sub-committee as well as to review and gather opinions on the Company's issues in the past year. The summary of the sub-committee self-assessment shall be used for further solution and efficiency improvement. An individual self-assessment form shall be made in accordance with the charter of such sub-committee and the framework of good corporate governance by the Stock Exchange of Thailand adapted with the Company's structure and business nature.

Board of Directors' Meeting

The Company has set out the following rules for the meeting of the Board of Directors:

- The Board of Directors shall generally convene at least 6 times in an accounting year in accordance with the meeting calendar scheduled a year in advance. Extra meetings can be arranged if necessary and appropriate. In that case, notifications must be made at least 7 days before the meeting. For all meetings, a quorum is complete when at least half of the directors attend the meeting.
- Agenda must be determined in advance. Company Secretary is assigned to ensure that all directors receive meeting documents at least 5 days before the meeting date that allows them to have enough time to review and consider agenda items in order to comment or vote.
- Chairman of the Board of Directors must allocate sufficient time for the management to present documents or information for discussions and for the Board of Committee to discuss important issues as well as allow and encourage each director to express their opinions before the Chairman summarizes all comments from the meeting.
- In deliberating issues and agenda items, directors with a potential conflict of interest regarding that particular agenda item are not entitled to vote and shall not be present in the meeting while that agenda item is being considered.

- For every meeting, minutes of the meeting must be kept in writing and documented after certified by the Board of Directors so that directors and related parties can review if needed.
- In addition, non-executive directors can summon a meeting among themselves as deemed appropriate in order to give opportunities for non-executive directors to discuss common issues without presence of executive directors. In 2021, the Audit Committee had 2 meetings with the Company's auditor without presence of the Management.

Director and Executive Development

The Board of Directors encourages its people who are related to the corporate governance systems of the Company such as directors, members of sub-committees, Management, Company Secretary, Investor Relations Department, Accounting Department, etc. to attend training sessions or activities organized by the Thai Institute of Directors (IOD), the Securities and Exchange Commission, the Stock Exchange of Thailand, Thai Listed Companies Association, Thai Investors Association and other professional associations on a regular and continuous basis in order for them to have a continuous learning which will enable them to improve their work in a way that shall be beneficial to performance. The Company shall notify directors and related individuals of various training curricula deemed relevant and beneficial to them to better perform their duties as directors.

Furthermore, the Company realizes the importance of organizing an orientation program for new directors by establishing a policy that requires a new director who comes on board to attend the orientation program. The Company Secretary is responsible for presenting related documents and information that a new director needs to know to perform his/her duties properly such as a good corporate governance and business ethics manual, the Articles of Association of the Company, company structure, shareholding structure, operating performance, laws, guidelines, related regulations, board training courses, and other information related to the Company's business to enable a newly-joining director to understand the business and operations of the Company.

Succession Plan for Top Executives

The Board of Directors attaches significance to the ability to run the Company efficiently, effectively, and continuously which will lead to the Company's sustainable growth and advancement. Therefore, the Company has put in place its succession plan for top executives with the following objectives.

- (1) Replace/succeed key positions for continuity of operations
- (2) Support its business plans related to workforce planning.
- (3) Promote professional career progress and engage employees as the internal recruitment is a top priority. The Company identifies key positions where succession plans are required based on various factors such as age, experience, knowledge and expertise, and past performance, etc.

Annual Report of the Board of Directors

The Board of Directors is responsible for financial reporting of the Company including financial information appeared in annual reports. The reporting of financial statements must be in accordance with the International

Financial Reporting Standards (IFRS) and accounting policies must be carefully selected and consistently applied. Adequate disclosure of important information in the notes to financial statements must be ensured. The Board of Directors authorized the Audit Committee to supervise the quality of financial statements and provide opinions to the Board of Directors.

Supervision of Subsidiaries and Affiliates

In the past, the Company appointed its directors to hold directorship in committees of its subsidiaries. Appointed directors to the subsidiaries has duties to conduct business in the best interest of the subsidiaries. The Company also requires the appointed director to have an approval from the Board of Directors before casting their votes for matters with the same level of significance as the matters that must be approved from the Board of Directors for the Company's own undertaking.

6.1.2 Policies and Practices Related to Shareholders and Stakeholders

The Board of Directors places the importance on compliance with good corporate governance principles and realizes that it is the Board of Directors' responsibilities to foster good corporate governance practices to promote the Company's competitiveness and create trust among shareholders, investors and other stakeholders. Efficient and transparent management will lead to sustainable growth. With that realization, the Company has formulated and disseminated the following corporate governance policy for executives and other employees to acknowledge and conform to. The policy covers key 5 sections in accordance with good corporate governance principles below:

- (1) Rights of Shareholders
- (2) Equitable Treatment of Shareholders
- (3) Roles of Stakeholders
- (4) Disclosure and Transparency
- (5) Board Responsibilities

Section 1: Rights of Shareholders

The Company ensures that all shareholders have rights to receive the Company's information correctly, adequately, equally in a timely manner in order to properly make an informed decision. Therefore, the Board of Directors, stipulated the following policies.

1. Shareholders' Meeting

1.1) The Company shall send out notice of shareholders' meeting including supporting documents related to meeting agenda. The invitation letter must contain objectives, reasons and opinions from the Board of Directors for all agenda items and must be sent to shareholders at least 21 days (or any duration as specified by law) before the scheduled meeting for the shareholders to sufficiently review the information in advance. In case that the shareholders cannot attend the meeting in person, the Company shall allow proxy voting either from the independent directors or other delegates as assigned by the shareholders using the proxy form attached with the meeting notice.

1.2) The Company shall facilitate all shareholders equally in participating the meeting including a proper venue and timing of the meeting. The meeting venue shall be in a good location where shareholders who drive have sufficient parking spaces and where other shareholders can access easily via public transportation. The map to the meeting venue shall be attached with the notice of meeting.

Note that during the recent COVID-19 pandemic, the Board of Directors was concerned of health and safety of all shareholders and meeting attendees and approved to organize the Annual General Meeting of Shareholders for 2021 on 22 April 2021 through electronic means (E-AGM) to mitigate the risk of the COVID-19 infection. Shareholders can attend the meeting without physically going to the meeting in person. This also saved time for shareholders and meeting attendees as well as helping the environment through the reduction of carbon dioxide emissions from vehicles. The Company sent the notice of meeting and supporting information for each agenda item to shareholders in advance including the Proxy Form in case that shareholders could not attend the meeting themselves so they can assign a proxy to represent them at the meeting. The meeting was run according to the agenda items sent to shareholders without any addition or shuffling of agenda items and shareholders were given opportunities to make inquiries and comments freely and fully for agenda items that require voting.

1.3) At the shareholders' meeting, the Company stipulated that the Chairman of the meeting informs and explains the attendees of the voting process for each agenda item before the meeting officially commences. The voting will be conducted according to the order of the agenda items and no abrupt change of important information or additional agendas are allowed. The shareholders shall have equal rights to review the performance of the Company, make inquiries, comments and recommendations at the meeting. Relevant directors and executives shall attend the meeting to answer questions. Moreover, the Board of Directors will arrange independent persons such as independent directors or Company's auditors to count the votes or verify the voting results at the meeting.

1.4) The Company shall add more channels for the shareholders to gain access to news and information by posting and updating related news and information on the Company's website. Notice of meeting, meeting agenda and supporting documents must be easily available for download before the meeting date.

1.5) The Company requires all directors to attend the meeting to respond to inquiries from shareholders.

1.6) The meeting minutes must be recorded with completeness, speed, accuracy and transparency as well as including all the important questions and comments for further reviews of the shareholders. Additionally, the meeting will be video recorded for future reference and the shareholders meeting reports will be posted on the Company's website available for the shareholders to access as well as submitting to the Stock Exchange of Thailand within 14 days after the shareholders' meeting.

1.7) The Company shall facilitate shareholders in receiving dividend distributions through banking account transfers (in case of dividend payment) to ensure on timeliness without the risks of delayed delivery or loss or damaged cheques.

Section 2: Equitable Treatment of Shareholders

The Company shall act impartially to all shareholders and formulate policies to reserve the rights of all shareholders. The shareholders' meeting will be conducted based on the agenda specified in the meeting notice and no agenda shall be added without notice. The Company shall send out meeting notice at least 21 days (or any duration as specified by law) and publish on the Company's website at a proper time at least 30 days before the scheduled meeting so that the shareholders to have sufficient time to review the information before the meeting.

Proposing Agenda Items and Nominating Candidates for Directorship in Advance.

At the Annual General Meeting of Shareholders, all shareholders are invited to exercise their rights to propose matters to be included as meeting agenda items and nominate candidates for director position in advance in order to promote fair and equal treatment. The rights will be given to single shareholder or a group of shareholders who own at least 5% of the traded shares and continuously hold the shares for the minimum time of 12 months at the meeting date. The Company disclosed the rule on its website and through RSS feeds on SET's website. The shareholders can propose meeting agenda items and nominate candidates for directorship within the period given by the Company through the following channels i.e., Company Secretary's email at companysecretary@planbmedia.co.th (for informal submissions of copies of documents) and registered mails to Company Secretary (for formal submissions of original documents for consideration). However, there was no shareholder proposing agenda items and/or nominating candidates for directorship in advance in 2021.

Proxy voting

To reserve the rights of the shareholders who are not able to attend the meeting, the Company will send a Proxy Form B with clear details of items for proxy voting including required documents together with the notice of the meeting. The shareholders can assign their representations to a proxy or an independent director to attend and cast the votes on their behalf. The Company shall include in the meeting notice at least a name of an independent director that the shareholders intend to appoint as a proxy. Note that the Company shall make the meeting notice, proxy forms and other details and processes available on the Company's website.

Furthermore, the Company has policies to facilitate and encourage all shareholders to attend the meeting by allowing the shareholders to submit proxy forms to delegate independent directors to vote on their behalf in advance before the meeting day, not just only on the meeting day. Besides, to encourage institutional investors and custodians to participate in the shareholders' meeting, the shareholders can beforehand check the list of names, information and supporting documents for meeting registration as well as arranging with the Company's officers to pick up the proxy form and supporting documents from institutional investors if needed. The Company will provide stamp duties for the shareholders who submit the proxy forms without charge.

The Company will disclose the voting results on its website for each agenda item in the Annual General Meeting and Extraordinary General Meeting within the next day after the meeting.

Access to Company's Information

The Company shall not discriminate against any particular group of shareholders such as majority shareholders, minority shareholders, Thai or foreign shareholders. All shareholders have the equal rights to access information disclosed to shareholders and general public through its website at www.planbmedia.co.th or contact Investor Relations Department at +66 (0) 2530-8053 extension 131 or email to irplanb@planbmedia.co.th

Section 3: Roles of the Stakeholders

The Company realizes and acknowledges the rights of all stakeholders for both internal stakeholders such as shareholders and employees and external stakeholders such as customers, suppliers, creditors, competitors, government and other related agencies including communities. Knowing that supports from the respective shareholders will give the Company a competitive edge and generate profits that allow a long-term value creation, the Company stipulated the following policies

1) Policies and Practices on Director and Executive Treatment

The Company has put in place policies to prevent directors and executives from using their positions for personal benefits. Directors and executives must refrain from any transaction with a potential conflict of interest with the Company. Moreover, directors and executives with a significant potential conflict of interest that could affect the independence of their opinions are not permitted to participate in any related decision-making process. Especially, these directors or executives will be prohibited from considering or voting of any agenda item they have a conflict of interest with the Company and its subsidiaries.

2) Policies and Practices on Employee Treatment

The Company values its employees as the key success factor to achieve its goals and therefore emphasizes the fair treatment of its employees in terms of career opportunity, compensation, appointment, relocation and competency development by issuing the following practices

- Treat the employees with politeness and respect their individuality.
- Compensate the employees fairly and properly at par with the industry as well as providing and arranging welfares and benefits above the levels required by laws such as provident fund, 5S activity, safety, hygiene and environmental management for the workplace including annual health check-up for employees.
- Maintain working environment for the safety of lives and assets of employees. In 2021, there was no report of severe accidents that led to death or critical injuries under Company's operations.
- Appointment and relocation including rewarding and punishment must be conducted with honesty based on each employee's knowledge, abilities and appropriateness.
- Company shall foster knowledge and competency development of employees in an inclusive and consistent fashion. The Company organizes various training programs both internally and externally that are in line with Company's business and its employees' needs in order to develop their competencies to be able to perform their jobs professionally. Samples of provided training programs include Creative and Innovation thinking, Strategic

Creative, Magnetic & Audience Measurement, Professional Sales Workshop, Upward Feedback for Leadership, etc. For 2021, the average training hours of all employees of the Company and its subsidiaries from both internal curricular and external curricula are listed below:

Number of Employees (Person)	Total Annual Training Hours For All Employees (Hour)	Average Hour of Training Per Employee Per Year
603	11,033.15	18.30

*This is calculated based on total training hours of all employees divided by average of the number of employees at the beginning and ending of 2021 (as of 31 December 2021)

- Listen to employees' opinions and recommendations based on their professional knowledge.

- Strictly abide by laws, rules and regulations related to employees

3) Policies and Practices on Shareholder Treatment

Bearing in mind that the Company belongs to the shareholders, the Company is committed to delivering added values to the shareholders in the long term and thus stipulated the following practices:

- Perform duties with honesty and make decisions based on professional conduct with prudence and fairness to both majority and minority shareholders in the best interest of all shareholders.

- Provide fact-based reports on the Company's status, performance, financial position as well as accounting and other related reports consistently and adequately.

- Inform all shareholders equally of Company's future directions and trends for both positive and negative sides based on realistic possibilities with sufficient supporting information and reasons.

- Prohibited from seeking personal benefits for oneself and other parties through the use of inside information of the Company or refrain from any action that has a potential conflict of interest with the Company.

4) Policies and Practices on Customer Treatment

The Company issued the following policy on customer treatment stressing the importance of customers to the Company's business.

- Deliver services to the customers with politeness and enthusiasm. Always be ready to take care of customers as close relatives with honesty, willingness and full attention as well as ensuring right, quick and trustful services.

- Maintain confidentiality of customers' information and refrain from using the information for personal benefits or the benefits of related others.

- Provide correct, adequate and up-to-date information to customers regarding the Company's services. False advertising that can lead to misunderstandings on quality or conditions of Company's services is prohibited.

- Recommend the most efficient and beneficial ways for customers to receive the services from the Company.

5) Policies and Practices on Supplier Treatment

Under its policies and practices on supplier treatment, employees are required to treat suppliers with fairness and honesty and act in the best interest of the Company under fair compensation for both sides. Supplier selection should be conducted fairly based on reputation, capacity, expertise, experience, financial status and lawfulness. Moreover, equitable treatment, transparency and straightforwardness must be ensured while suppliers must be treated in accordance with agreements, contracts and the Code of Conduct. The Company must avoid situations that can potentially lead to a conflict of interest. Negotiation and settlement of issues must concern relationships with suppliers. The following practices are applied.

- Do not solicit, accept or pay any wrongful benefit in dealing business with its suppliers.
- Information involving solicitation, acceptance or payment of any wrongful benefit must be disclosed and both parties must mutually resolve the problem instantly and fairly.
- Strictly conform to agreed conditions and in case of any breach of the condition, notify the suppliers in advance in order to seek mutual solutions.

6) Policies and Practices on Creditor Treatment

In conducting business, the Company is obliged to treat the creditors with fairness, responsibility and transparency and strictly comply with conditions in contracts or financial obligations. The Company honors its obligations of repayment, guarantee conditions and capital management. The Company shall not be involved in fraudulent activities such as concealing information or facts that can lead to any damage to its creditors. In case of any breach of contract, the Company must notify the creditors in advance to seek mutual solutions to the issue.

7) Policies and Practices on Competitor Treatment

The Company encourages fair competition with its competitors and is against wrongfully obtaining or using trade secrets of its competitors. The following practices are applied.

- Conduct business under proper competition rules.
- Do not wrongfully obtain trade secrets or other confidential information of competitors.
- Do not sabotage reputation of the competitors through false accusation.
- Promote and support free market and fair trade and do not encourage monopoly or exclusive agreement.
- Encourage collaborations with competitors in the format that benefits consumers, not for the purpose to monopolize revenue streams or market shares that can result in lower quality of products and services or pricing of products of services that are not in favor of the interest of consumers in general.

8) Policies and Practices on Community/Society Treatment

The Company implemented policies that make it accountable for the economy and the society and commit to good citizenship practices and compliance with applicable laws, rules and regulations. The Company strives

to grow its business while enhancing the quality of life of the society and communities it operates in. Social responsibility is encouraged in every part of the Company from policy/directional level to operational level. The Company truly believes that the business conduct with social responsibility is the key driving force for sustainable development of the community and the country.

9) Environmental Policy

The Board of Directors has a policy to adhere to good ethics and corporate governance framework together with social and environmental responsibility by integrating those values into the Company's vision, mission, strategy, and corporate goal to pave the way to the Company's sustainable growth. The Company shall respect human rights, treat all employees fairly, treat customer and consumers responsibly, participate in socially responsible activities for causes such as environment conservation, religion preservation, natural resource and energy conservation, as well as supporting educational and social events for the benefits of the society and the underprivileged to ensure their sustainable self-reliance.

Moreover, the Company also runs other supporting activities that help promote quality of life, hygiene and environment including safety of lives and assets in the workplace. The Company also encourages efficient resource utilization through energy saving measures and recycling/reuse initiatives aiming to enhance environmental awareness of the employees in the Company.

The Company has set clear goals and objectives in its environmental management to be applied company wide. This goal is implemented through the employee training sessions to cultivate a social and environment responsibility mindset of employees of all levels. In addition, the Company also encourages its employees to join socially responsible activities hosted by the Company,

Code of Conduct

Policies regarding ethical business conduct (Code of Conduct) that promotes good corporate governance are summarized below:

1) Violation of Human Rights

The Company has set clear policies and practices that offer all stakeholders fairness under applicable law, rules and regulations related to employees and basic human rights according to the universal declaration. This includes no discrimination against birthplace, nationality, age, color, religion, disability, wealth and social status, educational institution or other statuses and conditions that are not relevant to their abilities to perform their professional duties. Additionally, respects to individuality and human dignity are rigorously encouraged.

2) Anti-corruption and Bribery Policy

The Company is strongly against all forms of corruptions and bribes and imposed policies to ensure the compliance with laws and good citizenship for the society and the country of its employees. Besides, the Company encourages its suppliers to legally conduct their businesses under shared goals of promoting sustainable social development. In order to show its commitment in anti-corruption initiatives, the Company has set out clear rules

and guidelines regarding the matter for directors and employees to follow and published them on the Company's website.

3) Giving and Acceptance of Gifts

Employees must not solicit gifts, assets or any benefit from constructors, traders, suppliers, joint ventures or any party related to the Company business.

Employees must not give or accept gifts, assets or any benefit that could influence their decision-making except in case of normal gift-giving traditions with reasonable values. Supervisors have the authority to return the gifts if the acceptance is deemed dubious.

4) Donation to Charities

To give back to the society, donations to charitable organizations are permitted either in monetary format or other formats. However, employees and/or related departments must provide documents detailing the charity causes to the Managing Director for approval to ensure that the donations will not be used as a means to avoid outright bribery.

Apart from publishing policies and practices on anti-corruption and bribery on its website, the Company also includes the content in its new employee orientation program to communicate and reiterate these policies to its new executives and employees.

In case of any dubious action that may incurs risks of corruption and bribery, ones must notify the authority or send complaints to companysecretary@planbmedia.co.th as a direct channel to high-level concerned persons. The whistleblowers can rest assured that the complaint or tip-off will be kept confidential and anonymous to protect the rights of the whistleblowers or complainants. Suitable persons will be appointed to examine and follow up on all cases and the Company will consistently evaluate the potential risks from activities prone to corruption and bribery.

5) No Infringement of Intellectual Property Rights or Copyrights

The Company has set out policies that prohibit intellectual property infringement. All directors, executives and employees must not violate computer software copyrights by downloading and/or installing any software programs that are not undertaken by the Company's IT department. Additionally, regular inspections from the IT department will be conducted to prevent any kind of software copyright infringement. Also, the Company has offered training sessions to educate and train employees at all levels to cultivate a mindset to respect intellectual properties and copyright works and also encourage employees to participate in any related activities for this cause.

6) Use of Information and Communication Technology

The Company puts the use of information and communication technology as a priority. Therefore, information security measures and guidelines are implemented to defend valuable or confidential information from intentional or imprudent disclosure to external parties. All confidential or private information and documents are stored

and protected in the respective departments' systems. Access is only limited to authorized departments or persons who are a member of working team as a part of access control policy.

Besides, the Company requires its IT department to store applicable user information according to Thailand Computer Crime Act BE 2550 and announcements from the Ministry of ICT on rules regarding computer traffic data storage of service providers.

7) Whistleblowing Policy

The Company encourages its executives and employees to run business on a proper, transparent, fair, and accountable basis. This shall be in compliance with the Company's good corporate governance and the Company's Code of Conduct. As a result, the Company has set out the Whistleblowing Policy per following.

The Company offers whistleblowing processes or channels for all stakeholders to file their complaints directly to independent members of the Audit Committee as follow:

- 1) By post to Audit Committee, Plan B Media Public Company Limited. 1213/420 Soi Lad Prao 94, Plabpla, Wangthonglang, Bangkok, 10310
- 2) By email at auditcommittee@planbmedia.co.th
- 3) Or send directly through Company Secretary at companysecretary@planbmedia.co.th Tel: +66 (0) 2530-8053-6 #422). Complainants can rest assured that the Company has a policy to keep information of the whistleblowers confidential and to protect such whistleblowers or complainants against any retaliatory action.

To ensure justice and fairness for its employees who are valuable human capital, the Company established channels for the employees to send their complaints or whistleblowing as well as informing them of the whistleblowing approaches and procedures. The Company has procedures to protect the complainants/whistleblowers or witnesses of unfair relocations/demotions or disciplinary actions. These conducts must be published in writing in Human Resource Management Guidelines and announced to all employees.

Whistleblower Protection Procedures

The Board of Directors has set out the whistleblower protection policy and procedures aiming to keep information of the whistleblowers confidential. The recipient of such confidential information has responsibility to keep information and evidence related to the complaints, and the information of the whistleblowers strictly confidential. Such confidential information shall not be disclosed to irrelevant parties unless required by laws.

8) Interest and Conflict of Interest

The Board of Directors formulated following policies and guidelines to prevent conflicts of interest that may occur

- To avoid any conflict of interest, the Board of Directors must be prudent in supervising all transactions with potential conflicts of interest. Policies and procedures regarding related party transactions must be published

in writing in the Delegation of Authority Manual and/or get approvals from shareholders as required by the Stock Exchange of Thailand. Moreover, Arm's Length Basis must be applied in compliance with the Stock Exchange of Thailand's rules that ensure independence and equality of transactions in terms of prices and conditions.

- In case that the Board of Director is authorized to approve related party transactions, independent directors or members of the Audit Committee must attend the meeting of the Board of Directors.

- The Audit Committee will report to the Board of Directors of transactions with potential conflicts of interest including related party transactions on a regular basis while interested persons have no right to vote or approve those transactions.

- In case that there exist related party transactions that are subject to information disclosure or shareholders' approval according to the Stock Exchange of Thailand, details of the transactions regarding the nature of relationship between related parties, transaction pricing policies, rationales behind the transaction as well as respective comments from the Board of Directors on the transactions must be disclosed to the shareholders.

- In case of related party transaction in the format of financial assistance, the Board of Directors has set out guidelines regarding this kind of transaction in the Delegation of Authority Manual approved by the Board of Directors.

- The Board of Directors prohibits directors, executives and employees who have inside information from engaging in any purchase/sales of Company's shares during the period of one month prior to the public disclosure of its financial statements.

- The Board of Directors stipulates that director, executives and interested persons (as defined by SEC and SET) prepare and submit their conflict-of-interest reports to the Company and the Company Secretary summarizes and presents the report of conflict of interest of directors, executives and interested persons including changes in the relevant items to the meeting of the Board of Directors on a semi-annual basis.

- The Board of Directors requires significant related party transactions be disclosed in the information reports and/or Form 56-1 One Report of the Company. The details must contain lists of names, relationship, type of transaction, conditions, pricing policies, transaction's value, rationales and opinions from the Audit Committee and/or the Board of Directors.

9) Anti-Corruption Policy

The Company is committed to conducting business with morals, ethics, transparency and accountability for all stakeholders and emphasizing the importance of anti-corruption actions. To ensure that the directors, executives and employees of the Company shall perform their duties with those values, the Company stipulated the Code of Conduct and employee ethics as a part of its "Corporate Governance Policy".

Corruption is defined as "an action or inaction that involves the misuse of power/authority including violations of laws, ethics, rules and regulations or Company's policies to seek inappropriate benefits in forms of solicitation, acceptance, proposal, or offer of assets or other benefits from government officials or other parties that conduct business with the Company"

Section 4 Disclosure and Transparency

The Board of Directors established clear policies to disclose financial and other information related to the Company's business and performance that are accurate, complete, adequate, consistent and timely as well as representing its true financial and operational status including its future business trends.

The Board of Directors strives to ensure strict compliance with related laws, rules and regulations pertaining to disclosure of information and transparency. The Company shall disclose its information in both Thai and English through various channels including its website, press' channels and distributed media of the Stock Exchange of Thailand so that its investors and other stakeholders can get an easy and inclusive access to the information. Continuous improvement of information disclosure is expected under the guidelines announced by the Stock Exchange of Thailand and the Securities and Exchange Commission.

Investor Relations

The Company is dedicated to nurturing its relationships with investors as well as maintaining information disclosure standards for shareholders and other groups of investors based on equality, consistency, accuracy, completeness, thoroughness, transparency and timeliness. Therefore, the Company set up its Investor Relations Department to specifically handle issues regarding the matters.

Investor Relations Department directly reports to the Managing Director and acts as a contact point for investors, shareholders, institutional investors and minority shareholders. Meetings are conducted regularly to analyze business performance of the Company while organization and financial information and other general information are disclosed to shareholders, analysts, credit rating agencies and related parties through various channels such as reports to the Stock Exchange of Thailand or the Securities and Exchange Committee and the Company's website. Furthermore, information on the Company's website is posted and updated in both Thai and English on a regular basis for example: vision, mission, financial statements, public relations news, annual reports, organizational structure, management structure, shareholding structure and majority shareholders to ensure accurate and most current information for investors.

Additionally, the Company focuses on providing financial statements that represent its true financial status and business performance with accuracy, completeness and adequacy under International Financial Reporting Standards (IFRS). The Company will publish information on its directors including roles and responsibilities of the Board of Directors and other sub-committees in the annual report (Form 56-1 One Report) as well as remuneration of directors and top executives in its annual report and annual registration statement.

Information will be published and updated in both Thai and English on its website (<http://investor-th.planbmedia.co.th>) on a regular basis. Information on the Company's website shall include but not limited to

- 1) Vision and mission
- 2) Nature of business
- 3) Lists of directors of the Board of Directors, sub-committees and executives

- 4) Financial statements and reports related to financial position and business performance of current year and previous year
- 5) Annual report (Form 56-1 One Report) which is downloadable
- 6) Direct and indirect shareholding structure
- 7) Group of companies' structure including subsidiaries and affiliates
- 8) Direct and indirect majority shareholders who own more than 5% of outstanding shares with voting rights
- 9) Notice of the Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders
- 10) Corporate governance policy
- 11) Corporate charter or roles and responsibilities, qualifications, and term of office of the Board of Directors, sub-committees including issues that require approvals from the Board of Directors
- 12) Code of Conduct for employees and directors
- 13) Contact information of units or persons responsible for investor's relation such as telephone numbers

Board of Directors Report on Financial and Non-Financial Matters

The Board of Directors has a responsibility to disclose both financial and non-financial information with adequacy, credibility and timeliness in order that the shareholders and other stakeholders have an equal access to the information. The Board of Directors must ensure that the information on the Company's website is updated, complete, consistent and current. Contents must be carefully prepared and published in easy-to-understand and concise language as well as in a clear, accurate and transparent manner.

The Company has a policy to disclose important information to the general public ranging from financial position and operating performance, organizational shareholding structure, list of names and biographies of the Board of Directors, sub-committees and management team, risk factors and risk management policies for predictable risks related to both operations and finance, corporate governance structures and policies to roles and responsibilities of the Board of Directors in financial reporting and Audit Committee's report from the Chairman. In addition, important information also covers attendance reports of directors and members of sub-committees, remuneration criteria for the Board of Directors and high-level executives, remuneration for each individual director, information report on the Company's operating performance, related information that can influence prices of the Company's shares or investment decisions or shareholders' interests according to notifications of Stock Exchange of Thailand and other applicable laws, rules and regulations and other required information including financial statements, annual reports, corporate objectives and long term goals. The purpose of this public disclosure is for investors or potential investors to make informed decisions on their investments in the Company while the information disclosure can be conducted through different channels of the Stock Exchange of Thailand and the Company's website.

6.2 Code of Conduct

The Company has established a Code of Conduct as a part of its corporate governance policy covering standards and guidelines in manufacturing products and services to compensate for the value of investment as well as being fair to all stakeholders with economic relations. The Code of Conduct will help build trust and enhance competitive advantage to drive the Company towards sustainable growth.

On this regard, the Company has communicated guidelines for all directors, executives and employees to acknowledge and comply with the Code of Conduct through different channels. It is the responsibility of the supervisors to monitor and ensure compliance with the Code of Conduct.

Note that the Code of Conduct applies to the Board of Directors, executives, employees and all stakeholders including government agencies, private agencies, competitors, suppliers, customers, creditors, debtors, directors, executives, employees as well as society, communities and environment which are involved in the business operations of the Company. Details can be found in Attachment 5

6.3 Key Changes and Developments Related to Policies, Practices and Corporate Governance Systems During the Past Year

6.3.1 Information on Key Changes and Developments Related to Policies, Practices and Corporate Governance Systems During the Past Year

To comply with the rules imposed by the Stock Exchange of Thailand according to the Corporate Governance Code (CG Code) for listed companies as well as the evaluation criteria of the Corporate Governance Report of the Thai Institute of Directors (IOD), the Company has reviewed details of the Corporate Governance Policy every year. In 2021, the Company conducted a review and took the following actions.

1) Revised the Corporate Governance Policy of the Company in Section 5 Board Responsibilities to be "To ensure transparency and accordance with corporate governance principles and for independent directors to exercise their discretion freely in making decisions on different matters or to object in case of disagreement for the matter that affect the interest of shareholders of stakeholders without being under influence of any particular party, the Board of directors has limited the term of office of independent directors not exceeding nine years consecutively. The Board may consider extending the term of independent directors as deemed necessary, appropriate and beneficial to the Company and to be proposed to the Board of Directors and the shareholders' meeting for consideration"

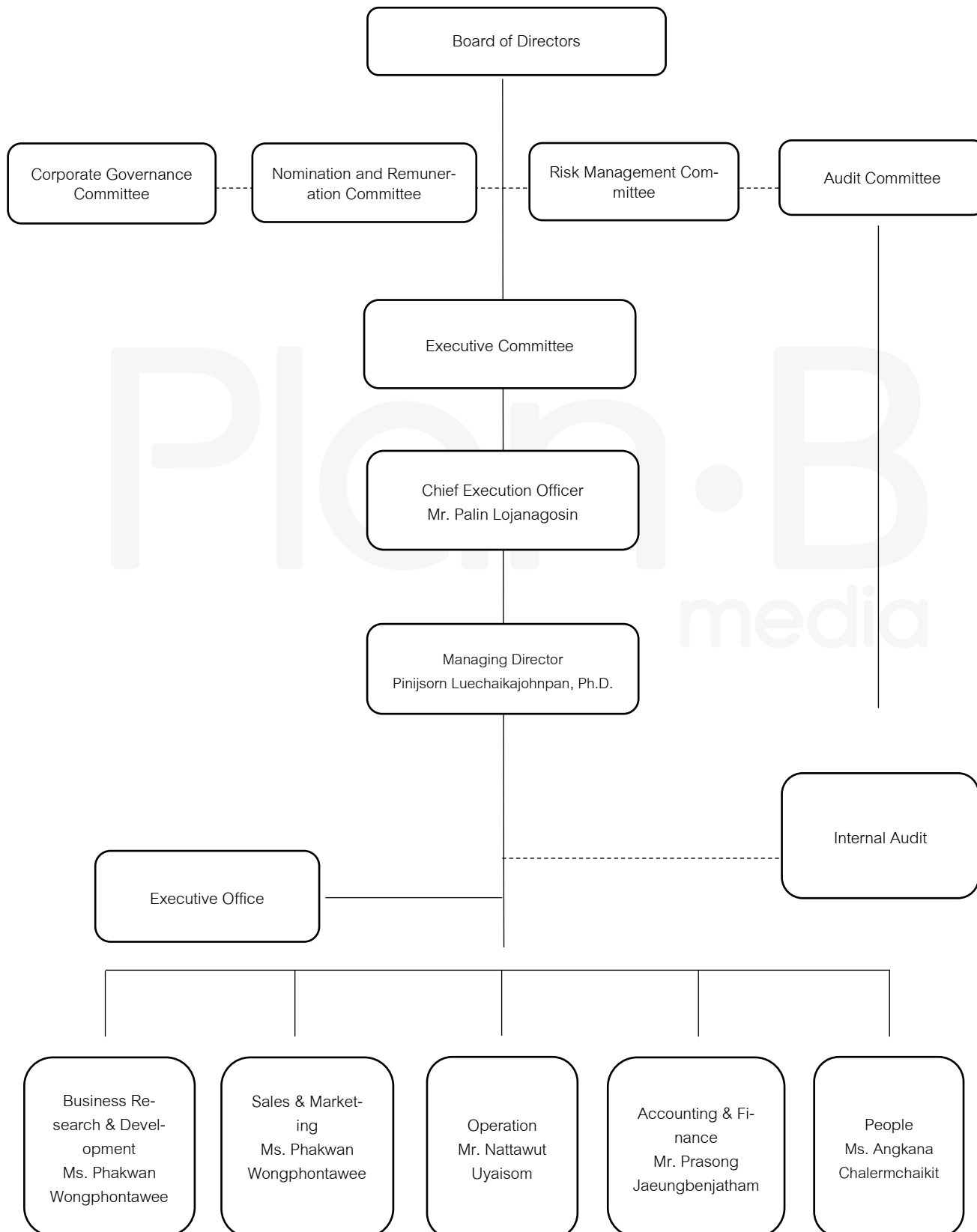
2) Prepared the Sustainability Report as a part of the 56-1 One Report. For 2021, the Company identified key performance indicators of the organization covering sustainable development goals which will be included as corporate KPIs shared with all functions. This is to encourage all employees to realize the importance of their participation in sustainable development to achieve common business goals with social and environmental consideration.

6.3.2 Case of Incomplete Adoption of the 2017 Corporate Governance Code (CG Code) for Listed Companies

- None-

7. Corporate Governance Structure and Material Facts Related to the Board of Directors, Sub-Committees, Executive, Employees and Others

7.1 Corporate Governance Structure



7.2 Information on the Board of Directors

7.2.1 Composition of the Board of Directors

Management structure of the Company comprises the Board of Directors and 5 sub-committees which are Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Corporate Governance Committee and Executive Committee. The management structure was designed to supervise and drive the organization to achieve maximum efficiency in conducting business

The Board of Directors of Plan Media Public Company Limited according to the certificate issued by Ministry of Commerce dated 29 December 2021 consisted of 8 directors, of which 2 were female and 6 were male. All directors were qualified individuals with knowledge in various fields including business administration, economics, marketing, advertising, accounting and audit, law and engineering as well as related experience in advertising media industry. Names of 8 directors are listed below

Director	Executive Director	Non-Executive Director	Independent Director
Mr. Palin Lojanagosin	✓		
Mr. Pinijsorn Luechaikajohnpan	✓		
Mr. Arnon Porndhiti		✓	
Mr. Ekapak Nirapathpongporn		✓	
Mr. Mana Jantanayingyong		✓	
Pol.Gen. Somchai Vanichsenee			✓
Mrs. Pennapha Dhanasarnsilp			✓
Mrs. Monluedee Sookpantararat			✓

Authorized Director Who Can Bind the Company

Authorized director of the Company is Mr. Palin Lojanagosin to jointly sign with Dr. Pinijsorn Luechaikajohnpan or Mr. Arnon Porndhiti and affix with the Company's seal except the following cases that require all 3 directors to jointly sign that is Mr. Palin Lojanagosin to jointly sign with Dr. Pinijsorn Luechaikajohnpan and Mr. Arnon Porndhiti and affix the Company's seal.

- Any guarantee or any repayment
- Any contract with the liability of over THB 25,000,000 or the guarantee of such a contract.
- Any acquisition or disposition of assets worth over THB 25,000,000.
- Any lease contract, employment contract, concession contract or real estate lease contract that has lease fees throughout the contract term of over THB 25,000,000.
- Any contracts with value or obligation or expenses of more than THB 25,000,000
- Any loan made by the Company
- Provision of any collateral of the Company's assets

8. Entering of joint venture contract or any contract to set up a new company as a subsidiary or an affiliate.
9. Arrangement of power of attorney for the mentioned cases above.

Term of Office of Directors

- At the Annual General Meeting of the shareholders each year, one third (1/3) of the Board of Directors must retire from office and in case that the total number is not a multiple of 3, the nearest number to one third (1/3) of the total number of directors must retire.

- Directors to be retired from their office in the first and second year after the registration of the Company, they shall be retired by drawing, after that the Directors who have stayed in the office longest shall be retired. Directors who retired may be re-elected.

7.2.2 Information on Committees and Individual Controlling Persons

As of 31 December 2021, the Board of Directors consisted of 8 directors per following

No	Name	Position	Appointment Date
1	Pol.Gen. Somchai Vanichsenee	Chairman of the Board of Directors / Independent Director / Chairman of the Audit Committee / Chairman of the Corporate Governance Committee	1 August 2556
2	Mr. Palin Lojanagosin	Director and Chief Executive Officer	1 August 2556
3	Dr. Pinijsorn Luechaikajohnpan	Director / Managing Director/ Member of the Risk Management Committee	1 August 2556
4	Mr. Mana Jantanayingyong	Director	27 February 2563
5	Mr. Ekapak Nirapathpongporn	Director / Member of the Nomination and Remuneration Committee / Member of the Corporate Governance Committee	1 August 2556
6	Dr. Pennapha Dhanasarnsilp	Independent Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee / Member of the Corporate Governance Committee	1 August 2556
7	Mrs. Monluedee Sookpantararat	Independent Director / Member of the Audit Committee / Chairman of the	1 August 2556

		Risk Management Committee / Member of the Nomination and Remuneration Committee	
8	Mr. Arnon Pornthiti	Director / Member of the Risk Management Committee	16 September 2563

7.2.3 Information on Roles and Responsibilities of Directors

Scope of Authority and Responsibilities of the Board of Directors

1) Perform duties in accordance with laws, objectives, the Articles of Association of the Company, resolutions of the Board of Directors, resolutions of the shareholders' meetings with accountability, prudence and honesty.

2) Review and approve visions, business strategies, business direction, goals, guidelines, work plans and budgets of the Company and its subsidiaries as proposed by the Management.

3) Supervise overall management and performance of the CEO, management, or any person assigned to perform managerial duties as stipulated by the Board of Directors' policy.

4) Monitor the Company's operating performance constantly and ensure that it is in line with business plan and budgets.

5) Ensure that the Company and its subsidiaries adopt proper and efficient accounting systems including internal control and internal audit systems.

6) Assure that balance sheets and income statements are prepared and complete at the end of accounting year and sign off those financial statements before presenting to shareholders' meetings for approval.

7) Consider and approve selection and nomination of Company's auditor including proper remunerations as proposed by the Audit Committee before presenting to shareholders' meeting for approval.

8) Ensure that corporate governance policies under good governance are put in place in writing and applied efficiently throughout the Company to affirm accountability and fairness to all stakeholders.

9) Review and approve qualified individuals whose qualifications abide by Public Company Act BE 2535 (and its amendments) and the Securities and Exchange Act BE 2535 (and its amendments) including announcements, rules and regulations or procedures related to the appointment in case that a directorship position is vacant due to other causes apart from official end of term. Review and approve directors to replace ones who complete their terms including their remunerations and propose to the shareholders' meetings for approval.

10) Appoint the Audit Committee or any other sub-committees and define their roles and responsibilities of those sub-committees to assist and support the Board of Directors' duties.

11) Identify, authorize and adjust the list of authorized directors who can sign and bind the Company.

12) Review and appoint executives as defined by the Securities and Exchange Commission and the Capital Market Supervisory Board including Company Secretary and determine proper remunerations for those executives.

13) Ask for professional opinions from external organizations when necessary for decision-making purposes.

14) Encourage directors and executives of the Company to participate in various seminars organized by Thai Institute of Directors (IOD) for the curriculum related to roles and responsibilities of directors or executives.

Note that delegations of roles and responsibilities of the Board of Directors shall not be in the manner that the delegation of authority or granting of sub-power of attorney allows the Board of Directors or its delegates to approve any transaction that they have a conflict of interest with the Company or its subsidiaries or there is personal interest involved (as defined in the announcements of the Securities and Exchange Commission or the Capital Market Supervisory Board) The exception can be made in case of transactions that comply with policies and practices approved by the shareholders' meetings or the Board of Directors.

15) Approve procurement and purchasing of materials, services including employment and assets.

Scope of Authority and Responsibilities of the Chairman of the Board

1) Summon the Board of Director's meetings: The Chairman of the Board or any delegates who are assigned to send a meeting invitation to directors must send the meeting invitation to all directors at least 7 days before the meeting date, except for the case of emergency case. The meeting invitation must include venue, time, and agenda of each meeting.

2) Chair the Board of Director's meeting and shareholder's meeting: Other than acting as a chairman of the meetings, the Chairman must oversee the meetings to ensure that the meetings are conducted in accordance with the Articles of Association of the Company and planned agendas.

3) Cast the vote in the Board of Director's meeting in an event of tie votes.

4) Take any action that laws require such action to be a duty of the Chairman of the Board. Such actions must be in line with the Company's rules and good corporate governance policy.

7.3 Information on Sub-committees

7.3.1 Information on Each Appointed Sub-Committee

The Board of Directors appointed a number of directors from the Board of Directors to be members of sub-committees to perform specific duties under those committees. Each sub-committee will have specific terms of office as the Board of Committee and have roles and responsibilities as assigned by current Board of Directors. The Board of Directors appointed 5 sub-committees consisting of Audit Committee, Nomination and Remuneration Committee, Executive Committee, Risk Management Committee and Corporate Governance Committee.

Sub-committees of the Company are

- 1) Audit Committee
- 2) Nomination and Remuneration Committee
- 3) Executive Committee

- 4) Risk Management Committee
- 5) and Corporate Governance Committee

Audit Committee

The Audit Committee's composition and qualifications fully conform to the SET and the SEC's guidelines as it is composed of no fewer than 3 directors, at least one of whom has knowledge and understanding or experience in accounting or finance field sufficient for reviewing a financial statement.

The Audit Committee holds or calls a meeting as deemed appropriate at least once every quarter (4 times a year). The meeting agenda is clearly pre-determined and relevant documents are delivered in advance to the committee members and other attendees to allow them sufficient time to consider the issues or request additional information. The agenda covers all matters as assigned by the Board of Directors and as required by laws and/or regulations of the regulatory authorities.

Scope of Authority and Responsibilities of the Audit Committee

1. Ensure the accuracy and adequacy of the Company's financial reporting.
2. Foster appropriateness and effectiveness of internal control and internal audit system. Review independence of Internal Audit Department and approve, appoint or terminate the Head of Internal Audit department and/or hire internal audit companies or other agencies responsible for internal audit of the Company.
3. Verify that the Company conducts its business in compliance with securities and exchange laws, rules and regulations from the Stock Exchange of Thailand as well as other laws related to Company's business.
4. Consider, select, nominate or terminate an independent individual as the auditor for the Company and determine proper remuneration for the auditor as well as attend meetings with the auditor at least once a year without the presence of the Management.
5. Review related party transactions or transactions with potential conflicts of interest to be in accordance with laws, rules and regulations of the Stock Exchange of Thailand and ensure that those transactions are reasonable and undertaken in the best interest of the Company.
6. Prepare the Audit Committee's reports and publish in the Company's annual reports. The reports must be signed by the Chairman of the Audit Committee and contain the following information.
 - (1) Opinions on accuracy, completeness and credibility of financial statements of the Company.
 - (2) Opinions on the adequacy of internal control systems of the Company.
 - (3) Opinions compliance to Securities and Exchange laws, rules and regulations of the Stock Exchange of Thailand and other laws related to Company's business.
 - (4) Opinions on suitability of the auditor.
 - (5) Opinions on transactions with potential conflicts of interest.
 - (6) Number of meetings of the Audit Committee and attendance of each member.

- (7) Opinions or overall observations the Audit Committee receives from performing their duties according to the Charter.
- (8) Other information that shareholders and general investors should know under roles and responsibilities assigned by the Board of Directors.

7. In performing the duties, the Audit Committee must report the Board of Directors in case of any dubious transaction or activity that can significantly affect the Company's financial status and performance so that actions are be taken to tackle the problems in a timely manner as the Audit Committee deems appropriate.

- (1) A transaction with a conflict of interest.
- (2) A Corruption or an irregularity or an error of internal control systems.
- (3) A violation of securities and exchange laws, rules and regulations of the Stock Exchange of Thailand and other laws related to Company's business.

If the Board of Directors or executives do not take immediate actions responding to the mentioned cases, a member of the Audit Committee shall report the above incident to the Securities and Exchange Commission or the Stock Exchange of Thailand.

8. Perform the duties as assigned by the Board of Directors with the approval of the Audit Committee.

Nomination and Remuneration Committee

Scope of Authority and Responsibilities of the Nomination and Remuneration Committee

1. Consider and provide opinions on the structure of the Board of Directors including optimal size and composition of the Board of Directors based on the Company's scale and business strategies compared to the current size and composition on the Board of Directors as well as the independence of each independent director and adjust the composition to align with the Company's strategies.

2. Stipulate procedures for nominations of directors based on the following criteria

- Qualifications of directors that align with the Company's strategies and are in harmony with structure, size and composition of the Board of Directors as mandated by the Board of Directors.
- Suitability of knowledge, experience, expertise and dedication of time including qualifications according to laws or rules and regulations of government authorities.

3. Select and nominate individuals with qualifications according to the criteria.

- In case that a director completes his term of office for the Board of Directors to acknowledge and nominate at the shareholders' meeting for approval of appointment.
- In case of other reasons of retirement (apart from expiration of term of office) for the Board of Directors to consider and approve a new director to fill in the vacant director position.
- In case that an additional director has to be appointed corresponding to the structure of the Board of Directors for the Board of Directors to acknowledge and nominate at the shareholders' meeting for approval of appointment.

4. Review the appropriateness of structures, amounts, forms, and criteria for both financial and non-financial remuneration of the Chairman of the Board of Directors, directors and sub-committees by considering the suitability of current criteria compared with remuneration information of other companies in the same industry as well as other comparable listed companies with similar market capitalization. This is to attract and retain quality directors to be proposed to the Board of Directors to acknowledge for further nomination at the shareholders' meeting for approval of appointment.

5. Review the evaluation criteria of the Chairman of the Board of Directors and the Managing Director and present the results of the evaluations to the Board of Directors for approval. Propose amounts and forms of remuneration of the Chief Executive Officer and executive directors that are consistent with the evaluation results to the Board of Directors for approval.

6. Assess the appropriateness and conditions of an offering of shares, warrants and other securities to directors and employees to incentivize them to perform their duties to create value added to the shareholders in the long run and to retain quality workforce under fair practices to shareholders.

7. Report performance results to the Board of Directors and/or the shareholders' meeting.

8. Perform other tasks related to nomination and remuneration as assigned by the Board of Directors or as mandated by laws or rules and regulations from government authorities.

Executive Committee

Scope of Authority and Responsibilities of the Executive Committee

1. The Executive Committee is responsible for undertaking the Company's business to achieve set objectives and goals. The management must be in accordance with policies, rules and regulations or any orders stipulated by the Board of Directors. In addition, the Executive Committee is required to deliberate agenda items/issues before presenting to the Board of Directors for approval or agreement.

2. Formulate vision, business strategies, directions, goals guidelines, work plans and budgets of the Company and its subsidiaries to present to the Board of Directors for approval.

3. Examine and monitor policy implementation and management practices on various matters to ensure effectiveness as assigned by the Board of Directors.

4. Has the authority to review and approve any case or action that is considered as a business as usual or a normal operation of the Company under financial limit or annual budget as approved by the Board of Directors. The Executive Committee is entitled to exercise its authority as mandated while any taken action must not incur debts or other obligations with the amount exceeding THB 25 million including project finance loans from any financial institution.

5. The Executive Committee shall report following performance to the Board of Directors in specified time periods.

5.1 Quarterly performance reports within the timeline specified by the Stock Exchange of Thailand.

5.2 Auditor's report on the Company's financial statements including annual and quarterly financial statements every quarter within the timeline specified by the Stock Exchange of Thailand.

5.3 Other reports as deemed appropriate by the Board of the Directors.

6. For the meeting of the Executive Committee to consider and take on any authorized execution, a quorum is constituted when at least half of the members of the Executive Committee participate.

7. In casting votes, each member of the Executive Committee is entitled to one vote. In case of a tie vote, the Chairman of the Executive Committee has the right to cast a final vote to determine the result.

8. A resolution on an agenda item of the Executive Committee meeting is reached when at least 50% of the votes casted are in favor.

9. Meetings of the Executive Committee shall be arranged as necessary and appropriate. A director can call for a special meeting apart from ordinary meetings while other members must be informed of the agenda in advance at a proper period of time that is sufficient for all directors to review those respective agenda.

10. The Executive Committee can appoint a working group and/or a person to review matters presented to the Executive Committee or assist in any task beneficial to its duties or perform any assignment as required by the Executive Committee under the scope of responsibilities of the Executive Committee.

11. The Executive Committee is entitled to authorize and delegate a sub-power of attorney to any person to perform a specific task on its behalf while the delegation of authority must be under the scope as specified in the power of attorney and/or in compliance with rules, regulations or orders mandated by the Board of Directors. In granting authorities and responsibilities of the Executive Committee to others, it must not be in the way that the Executive Committee or delegates who received a power of attorney can approve any transaction that has a potential conflict of interest or personal interests (as defined in the announcements of the Capital Market Supervisory Board or the Securities and Exchange Commission) with the Company or its subsidiaries.

Corporate Governance Committee

Scope of Authority and Responsibilities of the Corporate Governance Committee

1. Consider, determine, review and improve the Corporate Governance Policy and the Code of Conduct of the Company to be in line with international standards and propose to the Board of Directors for approval as well as ensuring strict compliance with the Corporate Governance Policy and the Code of Conduct of the Company.

2. Consider, determine, review and improve the Corporate Social Responsibility (CSR) Policy and propose to the Board of Directors for approval as well as ensure compliance to the CSR policy.

3. Consider, determine, review and improve the Anti-Corruption and Bribery Policy and propose to the Board of Directors for approval as well as ensure compliance to the Anti-Corruption and Bribery Policy.

4. Report performance results to the Board of Directors and/or the shareholders' meeting.

5. Evaluate the performance of the Corporate Governance Committee on an annual basis and report the evaluation results to the Board of Directors.

6. Establish working groups to assist in any duty of the Corporate Governance Committee and appoint independent consultants with relevant knowledge and expertise to give advice and recommendations as well as supporting any duty of the Corporate Governance Committee.

7. Perform any duty or undertaking as assigned by the Board of Directors as well as acting in accordance with laws, rules and regulations stipulated by government authorities.

Risk Management Committee

Scope of Authority and Responsibilities of the Risk Management Committee

1. Formulate and review risk management policies and frameworks.
2. Supervise and promote risk management practices of the organization to be in alignment with business strategies and goals including changing environment.
3. Provide suggestions, monitor and evaluate risk management practices for the Risk Management Department to implement and execute
4. Review risk management reports of the Company and provide opinions on possible risks including risk mitigation plan and risk management system development to ensure an effective risk management of the Company.
5. Support all related tasks and executions to meet risk management objectives of the Company.
6. Report risk management performance to the Board of Directors. In case that there is a factor or an incident significantly affecting the business operations of the Company, the Board of Directors must be notified for further deliberation and immediate actions.
7. Consider and approve investments in foreign countries
8. Perform any duty as assigned by the Board of Directors.

7.3.2 List of Directors in Sub-Committees

Director	Audit Committee	Nomination and Remuneration Committee	Executive Committee	Risk Management Committee	Corporate Governance Committee
Pol.Gen. Somchai Vanichsenee	Chairman / Independent Director				Chairman
Mrs. Pennapha Dhanasarnsilp	Member / Independent Director	Chairman			Member

Mrs. Monluedee Sookpantararat	Member / Independent Director	Member		Chairman	
Mr. Ekapak Nirapathpongporn		Member		Member	Member
Mr. Palin Lojanagosin			Chairman		
Mr. Pinijorn Luechaikajohnpan			Managing Director	Member	
Mr. Arnon Pornthiti				Member	

7.4 Information on Executives

7.4.1 List of Executives and Positions

Chief Executive Officer acts as head of the Management with the organization structure divided into 5 departments which are Business Research & Development Department, Sales & Marketing Department, Operation Department, Accounting & Finance Department and People Department.

As of 31 December 2021, the list of executives is as follows

No	Name		Position
1	Mr. Palin	Lojanagosin	Chairman of the Executive Committee / Chief Executive Officer
2	Dr. Pinijorn	Luechaikajohnpan	Executive Director / Managing Director
3	Mr. Prasong	Jarungbenjatham	Chief Finance Officer
4	Ms. Phakwan	Wongphontawee	Chief Business Development Officer and Acting Chief Marketing and Partnership Officer
5	Mr. Nuttawut	Uyaisom	Chief Operating Officer
6	Ms. Angkana	Chelermchaikit	Chief People Officer

7.4.2 Remuneration Policy for Executive Directors and Executives

Remuneration of executives according to the definitions from the Securities and Exchange Commission and the Stock Exchange of Thailand are in compliance with principles and policies stipulated by the Board of Directors by linking corporate performance to individual performance of each executive in the form of key performance indicators (KPI). KPIs are assigned to individual executive and their functions to be associated with remuneration including the annual merit increase and annual bonuses according to the Company's criteria. Executive remuneration consists of monthly salary, bonus and contributions to the provident fund. In 2021, total remuneration of executives of the Company stood at THB 32 million.

7.4.3 Total Remuneration of Executive Committee and Executives Including the Company and Its Subsidiaries

Details on executive remuneration for 2020 and 2021 are as follow

Type	2020		2021	
	Number (People)	Remuneration (THB Million)	Number (People)	Remuneration (THB Million)
Monthly salary and annual bonus	6	41.6	6	45.8
Other compensation including social security fund, provident fund and commissions.	6	0.6	6	1.6
IPO shares and ESOP shares	-	-	-	-
Total		42.2		47.4

7.5 Information on Employees

As of 31 December 2021, the Company had a total of 466 employees (only employees who earn fixed salaries) which can be categorized by department per following

Department	Number of Employees	
	As of 31 December 2020	As of 31 December 2021
1. Management	5	6
2. Business Research & Development Department	27	22
3. Sales & Marketing Department	60	62
4. Operation Department	278	276
5. Finance & Accounting Department	31	29
6. Corporate Services Department	61	71
Total	462	466

For 2021, total remuneration of employees including salaries and bonuses stood at THB 175 million and other remuneration was THB 60 million.

Human Resources Development Policy

Employee Compensation

1) Monthly Salary and Bonus

The Company stipulated policies aiming to pay its employees in form of compensation based on appropriateness and fairness according to their knowledge, abilities and individual performance. The Company implemented key performance indicator (KPI) as a system to evaluate employees' performance depending on a matrix of important indices together with competency assessment to evaluate employees' competencies in various aspects that reflect their knowledge, skills, attitudes, beliefs and personalities. Moreover, employee compensation must be competitive and consistent with the averages of other companies in similar industries and in line with the COVID-19 pandemic, business expansion and growth of the Company in the long run.

2) Other Compensation

The Company and its subsidiaries have put in place a policy promoting voluntary saving of employees by setting up a provident fund according to the Provident Fund Act B.E.2530. The Company and its subsidiaries together with the employees will make monthly contributions to the provident fund at the rates ranging from 3-5% of base salaries. The provident fund is managed by Kasikorn Asset Management Company Limited, SCB Asset Management Company Limited and BBL Asset Management Company Limited and the money will be paid to the employees after their resignation from the provident fund or the termination of employment in accordance with practices related to provident fund of the Company and its subsidiaries.

Proportion of Employees Participating in the Provident Fund of the Company and Subsidiaries

Company/Subsidiary	With/Without PVD	Number of Employees Participating in PVD	% Of Employees Participating in PVD to Total Employees
Plan B Media Public Company Limited and subsidiaries	With PVD	366	61%

3) Employee Welfare and Benefits

To elevate its employees' quality of life at work, the Company not only provides welfare and benefits as required by law but also offers better welfare and benefits corresponding its business conduct. Additional welfare and benefits include:

- Benefits related to health insurance, life insurance, disability insurance, and accident insurance to accommodate employees in getting medical services and create life security for employees and their families. Moreover, annual health check-up is also provided for employees to further promote physical hygiene of its employees. During 2020-2021, the Company also provided COVID-19 insurance to support employees under the COVID-19 pandemic.
- Benefits in the form of financial assistance or grants for various occasions such as marriage, death of a family member and childbirth.
- Employee relations activities arrangements such as a thank you party activity for employees

The Company arranged various kinds of compensation for its employees. Compensations for employees (excluding executive levels) for 2020 and 2021 are detailed below.

Compensation (THB Million)	2020	2021
Monthly salary	150.70	174.96
Annual bonus	22.67	-
Other compensations such as commissions and welfare	45.63	59.56
ESOP shares	-	-
Total	219	234.52

Significant Changes in Number of Employees for the Past 3 Years

Number of employees working for the Company changed continuously and significantly following business expansion of the Company from 2020-2021 as shown below.

- As of the end of 2019, total number of employees was 411 or equivalent to a 11% increase from the previous year.
- As of the end of 2020, total number of employees was 463 or equivalent to a 4% increase from the previous year.
- As of the end of 2021, total number of employees was 466 or equivalent to a 0.7% increase from the previous year

Important Labor Disputes for the Past 3 Years

-None-

Human Resources Development Policy

The Company is committed to developing and enhancing its employees' values as a philosophy for its human resources management and development to achieve its goal of creating mutual success and sustainability. The Company established clear policies and strategies for its human resources development that align with strategic policies in conducting business. The key policies related to human resources development are mentioned below.

- 1) Ensure an effective human resources management system covering selection, recruitment, placement, appointment, hiring, performance evaluation for promotion and salary adjustment under morality, transparency, reasonableness and defined standards.
- 2) Adhere to fairness, equality, honesty, work discipline and good relationship and friendly treatment towards employees.

- 3) Assure that employees' compensation, welfare and benefits are appropriate, fair and comparable to other leading companies. The compensation must be sufficient for them to live a quality life happily as well as keeping their morale high and make them engaged with Company
- 4) Promote career advancement of all employees focusing on holistic human resources management in enhancing their capabilities including knowledge, abilities, expertise and attitude towards work. Quality of life of employees must also be concerned.
- 5) Establish a sense of good governance in employees continuously and sustainably.
- 6) Bear in mind that human resources management is a responsibility of executives of all levels.

Organization Structure and Management System

In addition to its human resources development, the Company regards efficient organization structure and management system as another top priority to enable the Company to attain continuous and sustainable growth. Management system and structure must readily respond to changes in economic factors, consumer lifestyles, market trends and changing demands of advertising media users under varying environment and intense competition. For the past few years, the Company underwent an organization transformation with the purpose to lay a strong foundation for the business under long-term strategic plan. The key developments included restructuring of its human resources department, innovation development structure and management structure as follow

- 1) Develop planning, execution and supervision to facilitate policy implementation according to the Company's strategic plan.
- 2) Enhance relationships, understanding of customer needs as well as public relations to be in harmony with the Company's marketing strategies.
- 3) Ensure clear and proper career advancement for capable personnel.
- 4) Design a clear and efficient organization structure and encourage performance evaluation and appropriate compensation to incentivize employees to deliver better quality of work.
- 5) Foster employee participation of all units of the Company in media innovation creation including media maintenance formats and customer service of the Company.
- 6) Adopt technology and necessary tools to support work systems inside the Company to optimize efficiency.
- 7) Develop planning, execution and supervision to facilitate policy implementation according to plans, for example, accounting system, human resources management system, IT system and risk management system.

7.6 Other Important Information

7.6.1 Assigned Persons with Direct Responsibility in Accounting & Finance, Company Secretary, Head of Internal Audit or External Auditor

- (1) Assigned Person with Direct Responsibility and Accounting and Finance
 Mr. Prasong Jarungbenjatham Chief Finance Officer
- (2) Company Secretary
 Kasemsan Itthithamwinit Company Secretary and Vice Precedent, Legal
- (3) External Auditor

The Audit Committee considered and appointed P&L Internal Audit Company Limited as an external consultant to perform the duty of internal auditor of the Company for the year 2021. P&L Internal Audit Company Limited assigned Ms. Sukalya Manolert as the key person responsible for the Company's internal audit. The Audit Committee deliberated the independence of the internal auditor, the scope of responsibility, the annual audit plan and the audit report as well as following upon results of corrective actions taken for significant issues raised in the audit report. Also, the Audit Committee was required to provide advice necessary to improve efficiency of the internal audit of the Company.

7.6.2 Head of Investor Relations and Contact Information

Name: Mr. Tanaporn Teachawiwat
 Address: 1213/420 Soi LatPhrao 94 (Panchamitra), Plubpla,
 Wangthonglang District, Bangkok 10310
 Telephone: (662) 530-8053-6 Ext. 131 or 134
 Facsimile: (662) 530-8057
 E-mail: irplanb@planbmedia.co.th

7.6.3 Audit Fees

At the 2021 Annual General Meeting of Shareholders on 22 April 2021, the shareholders' meeting reached a resolution to approve auditor's fees for 2021 of no more than THB 7,621,500 excluding non-audit fees. In 2021, the Company and its subsidiaries paid the audit fees including the review of financial statements for the accounting year ended 31 December 2021 to EY Office Limited with the total amount of THB 7,621,500, of which THB 6,451,500 was the accounting audit fees and THB 1,170,000 was the fees for the review of quarterly financial statements.

Non-Audit fee

-None-

8. Report of Corporate Governance Performance

8.1 Summary of the Board Performance in the Past Year

8.1.1 Nomination, Development and Performance Evaluation of the Board.

- (1) Independent Directors

The Company has a policy to nominate members of the Audit Committee and independent directors in accordance with the Notification of the Office of the Securities and Exchange Commission No. ThorJor.28/2551 re: Application for and Approval of Offer for Sale of Newly Issued Shares dated December 15, 2008 (including any further amendment) per following

The Company has a policy to nominate audit committee and independent director in accordance with the Notification of the Office of the Securities and Exchange Commission No. ThorJor.28/2551 re: Application for and Approval of Offer for Sale of Newly Issued Shares dated December 15, 2008 (including any further amendment).

The Company's qualifications for audit committee are as follows:

1. Shall not hold shares exceeding 1.0% of the total number of voting shares of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, including shares held by related persons of such independent director.
2. Shall neither be nor have ever been a director with management authority, employee, staff member, advisor who receives a salary or is a controlling person of the Company, its parent company, subsidiary, associate, same-tier subsidiary company, major shareholder or controlling person unless the foregoing status has ended not less than two years prior to the date of becoming a director. Such prohibitions shall not, however, include cases where the independent director previously served as a government officer or an advisor to a government agency which is a major shareholder or controlling person of the Company.
3. Shall not be a person related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of child of other directors, of an executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary.
4. Shall neither have nor have ever had a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of becoming an independent director. The term "business relationship" shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the applicant or his/her counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the applicant or

THB 20 million or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions. The consideration of such indebtedness shall include indebtedness incurred during the period of one year prior to the date on which the business relationship with the person commences.

5. Shall not be nor have ever been an auditor of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of submission for approval to the Securities and Exchange Commission.
6. Shall not be nor have ever been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding THB 2 million per year from the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to prior to the date of submission for approval to the Securities and Exchange Commission.
7. Shall not be a director appointed as representative of the Board of Directors, a major shareholder or a shareholder who is related to a major shareholder of the Company.
8. Shall not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary.
9. Shall not have any other characteristic that limits his or her ability to express independent opinions regarding the Company's operations.
10. Shall not be a director who is assigned by the Board of Directors to make decisions relating to business operations of the Company, its parent company, subsidiary, associate, same-tier subsidiary, major shareholders, or controlling persons.
11. Shall not be a director of subsidiary or same-tier subsidiary with listed company status.

Currently, the Company has 3 independent directors representing 1 out of 3 or 37.5% of all directors namely, (1) Pol.Gen. Somchai Vanichsenee, (2) Dr. Pennapha Dhanasarnsilp, (3) Mrs. Monluedee Sookpantararat. These

independent directors are independent from major shareholders and management and pass all the qualifications listed above. For the past accounting period, the independent directors neither had any business relationship nor provided any professional services to the Company.

In addition, at least one independent director who also undertakes roles in the Audit Committee must have a sufficient understanding of, and experience in, accounting or finance to take a responsibility in reviewing the Company's financial statements. Furthermore, the Company may consider other qualifications including business experience, specialization related to business, and ethical qualification, etc.

(2) Selection and Nomination of Directors and Top Executives

The Board of Directors is composed of at least 5 directors; at least half of all directors must be domiciled in Thailand. The Board member may or may not be a shareholder of the Company.

For nominating and appointing directors, the Nomination and Remuneration Committee is responsible for nominating new directors to the Board of Directors and the Board is responsible for appointing or proposing the nomination in the shareholders' meeting for shareholders to vote for the appointment (as the case may be). The criteria in consideration for nominating new directors are the structure of the Board of Directors including appropriate number of directors, board diversity, qualification, knowledge, capability, and experience in media business, missing director skills, profession, specialization, and gender. The nomination process may also start from the list of major shareholders who has business experiences beneficial to the Company. From the process, the Board Skill Matrix shall be developed to determine the qualification of the new board member and the Nomination and Remuneration Committee may nominate new directors from recommendation other directors of the Company, nomination by shareholders, professional search firm, director pool of other organizations, or from other ways as deemed appropriate. Such nominated individual must have qualification according to Public Limited Companies Act, B.E. 2535, the Securities and Exchange Act, the Notification of the Office of the Securities and Exchange Commission, the Notification of the Capital Market Supervisory Board as well as related rules and regulations. However, the nomination of new director must be approved by the Board of Directors' meeting and/or shareholders' meeting (as the case may be). Per the company's rules, the shareholders' meeting can approve the appointment of new director using the following rules and procedures.

- (1) A shareholder shall have one vote for each share he holds or represents.
- (2) Each shareholder can use all the voting rights per (1) to elect one individual director or multiple directors but cannot allocate voting rights unequally for each individual candidate. In the other words, the votes shall not be distributed.
- (3) The candidates shall be ranked in descending order from the highest number of votes received to the lowest and shall be appointed as directors in that order until all of the director positions are filled. If the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the chairman of the meeting shall cast the deciding vote.

At the Annual General Meeting of Shareholders each year, one-third of the total directors must retire from office. If it is not possible to divide the total number of directors evenly by three, the number closest to one-third must retire from the Company. In the first year and second year after the Company became a listed company, the way to determine retiring directors is by drawing lots. For the following years, the length of service on the Board should be considered, so that those who have served longest are most eligible to retire. Nevertheless, a retiring director is eligible for re-election. Other than retiring from completing the directorship term, a director is considered retired from the Board due to

- (1) Death
- (2) Resignation
- (3) Lack of qualifications or prohibitions by laws
- (4) The shareholders' meeting votes of no less than 75% of the number of shareholders who are present in the meeting and eligible to vote and holding an aggregate number of shares of no less than half of total number of shares held by all shareholders who are present in the meeting and eligible to vote or
- (5) Retirement order by the court

In addition, the Company set a policy to prohibit its directors from undertaking the same nature of business or any business that may be in competition with the Company's business, or becoming limited partners or partners with unlimited liabilities in partnerships, or undertaking directorship role in any limited company or public companies which undertake the same nature of business or any business that may be in competition with the Company's business unless this is transparently notified in the shareholders' meeting before the voting to appoint such director. Furthermore, directors must notify the Company as soon as possible when knowing of their direct and indirect interests in any contracts that the Company entered or about to enter into and when acquiring or divesting of the shares or debentures of the Company or its subsidiaries.

Note that at least one director must be individual with knowledge and experience in media business with a capability to review the Company's financial statements. In addition, the Company shall consider other qualifications as well such as business experience, specialization in an area related to the business, ethical qualifications, etc.

8.1.2 Meeting Attendance and Remuneration of Individual Directors

Attendance to the Board of Director's meetings, the Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders for 2021 of individual directors can be summarized per table below.

No	Director's Name	Meeting Attendance						
		The Board Directors (11 Times)	Audit Committee (11 Times)	Corporate Governance Committee (2 Times)	Nomination and Remuneration Committee (2 Times)	Risk Management Committee (6 Times)	Annual General Meeting (AGM)	Extraordinary General Meeting (EGM) 1/2021
1	Pol.Gen. Somchai Vanichsenee	11	11	2			1	1
2	Mr. Palin Lojanagosin	9					1	1
3	Dr. Pinijsorn Luechaikajohnpan	11				5	1	1
4	Mr. Mana Jantanyingyong	11					1	1
5	Mr. Ekapak Nirapathpongporn	11		2	2	6	1	1
6	Mrs. Pennapha Dhanasarnsilp	11	11	2	2		1	1
7	Mrs.Monluedee Sookpantararat	11	11		2	6	1	1
8	Mr. Arnon Porndhiti	11				6	1	1

Mr. Kasemsan Itthithamwinit was appointed as the Company Secretary. Note that for the meetings of the Board of Directors, the Company stipulated a policy that requires a quorum to be constituted when at least two thirds of all directors are present during the voting of a resolution.

In 2021, the Company held a total of 11 meetings of the Board of Directors and the meeting attendance rate was 97.72%. Moreover, non-executive directors convened once without the attendance of the Management to discuss on matters with mutual interest related to the business of the Company.

Director Remuneration

The Company considered and determined remuneration for the Board of Directors and sub-committees based on each director's roles and responsibilities in overseeing the Company's business operations and suitability in the best interest of the Company without non-monetary remuneration. Details on the remuneration to directors and are as follow

Remuneration for directors and sub-committees in 2021 is according to the resolution of the 2021 Annual General Meeting of Shareholders with the following details.

Remuneration		
Monthly Compensation	2020	2021
Board of Directors		
- Chairman	THB 50,000 / month	THB 50,000 / month
- Member	THB 30,000 / month	THB 30,000 / month
Audit Committee		
- Chairman	THB 30,000 / month	THB 30,000 / month
- Member	THB 20,000 / month	THB 20,000 / month
Meeting Allowance	2020	2021
- Chairman	THB 20,000 / meeting / person	THB 20,000 / meeting / person
- Member	THB 15,000 / meeting / person	THB 15,000 / meeting / person

Annual Bonus

The Company offers an annual bonus as a one-time payment per year according to the resolution of the shareholders' meeting. The criteria of the annual bonus allocation are based on the limit approved by the 2021 Annual General Meeting of the shareholders of maximum THB 7,200,000 subtracted by monthly compensation paid to directors in that particular year. Then, the final amount will be allocated by the proportion of his/her monthly compensation each individual director receives.

Details of the remuneration and the annual bonus of each director and sub-committee's member in 2021 are based on the limit approved by the 2021 Annual General Meeting of the Shareholders of maximum THB 4,800,000 and THB 7,200,000 respectively. Note that the Company did not pay annual bonus for 2021 to directors as the Company must reserve cash for the future investments that are expected to generate satisfactory return to the

Company and the shareholders and for being used as working capital and reserves to respond to current situations with uncertainties.

No	Name	Position	Monthly Compensation and Meeting Allowance (THB)	Annual Bonus (THB)
1	Pol. Gen. Somchai Vanichsenee	Chairman of the Board, Independent Director and Chairman of the Audit Committee	1,000,000	-
2	Dr. Pennapha Dhanasarnsilp	Independent Director and Member of the Audit Committee	670,000	-
3	Mrs. Monluedee Sookpantararat	Independent Director and Member of the Audit Committee	730,000	-
4	Mr. Palin Lojanagosin	Director and CEO	360,000	-
6	Dr. Pinijsorn Luechaikajohnpan	Director and Managing Director	420,000	-
7	Mr. Ekapak Nirapathpongpon	Director	495,000	-
9	Mr. Mana Jantanayingyong**	Director	360,000	-
10	Mr. Arnon Pornthiti***	Director	405,000	-
Total			4,440,000	-

8.1.3 Supervision of Subsidiaries and Affiliates

(1) Governance Mechanism to Supervise Business Conduct of Subsidiaries and Affiliates to Protect the Interest of the Company

The Board of Directors has put in place a governance mechanism to supervise and be responsible for business conduct of subsidiaries and affiliates to protect the interest of the Company's investments per below.

Appointment of Persons as Representatives of the Company in Subsidiaries

The Company appointed representatives to be directors in subsidiaries per following details

Company	Mr. Palin Lojanagosin	Dr. Pinijsorn Luechaikajohnpan	Mr. Arnon Porndhiti
1) Verisign Company Limited	Director	Director	-
2) Ads Cuisine Company Limited	Director	Director	-
3) Master Standard Display Company Limited	Director	Director	-
4) SRPB Media Company Limited	Director	Director	Director
5) The One Plus Company Limited	Director	Director	-
6) Mercy Plus Company Limited	Director	Director	-
7) Maxview Media Group Company Limited	Director	Director	-
8) Triple Play Company Limited	Director	Director	-
9) Tuna Advertising Company Limited	Director	Director	-
10) Plan B Eleven Company Limited	Director	Director	Director
11) Bright Sky Media Company Limited	Director	Director	-
12) W.P.S. Media Company Limited	Director	Director	-
13) Independent Artist Management Company Limited	Director	Director	-
14) Sign Work Media Company Limited	Director	Director	-
15) Digital Factory Company Limited	Director	-	-
16) Atmos Sports Lab Company Limited	Director	-	-
17) Atmos Apparel Company Limited	Director	-	-
18) Splash Media Public Company Limited	Director	Director	Director
19) Starks Multimedia Company Limited	Director	Director	-
20) Plan B CS Company Limited	Director	Director	-
21) Panyathip Plan B Media Lao Company Limited	Director	-	-
22) Plan B Malaysia Sdn. Bhd.	Director	Director	-
23) Global Sport Venture Company Limited	Director	Director	Director

Governance Mechanism for Subsidiaries Supervision

The Company requires persons appointed by the Company to supervise subsidiaries to set policies that are aligned with the Company's policies. Moreover, they must ensure that the subsidiaries put in place rules on related party transactions, acquisition and disposition of assets or other significant transactions of the Company in a complete and accurate manner including criteria in disclosure of information and basic transaction making to be similar to the Company's practices. In addition, accounting practices of the subsidiaries must allow the Company to verify and collect for the preparation of consolidated financial statements within specified timeline.

(2) Agreement between the Company and Other Shareholders in Managing Subsidiaries and Affiliates (Shareholders' Agreement)

In the past, the Company appointed its directors to hold directorship in committees of its subsidiaries. Appointed directors to the subsidiaries have duties to conduct business in the best interest of the subsidiaries. The Company also requires the appointed directors to have an approval from the Board of Directors before casting their votes for matters with the same level of significance as the matters that must be approved from the Board of Directors for the Company's own undertaking. Note that subsidiaries with significance to the operations of the group of companies and with agreements between shareholders of subsidiaries with material impacts to operations and controlling power are SRPB Media Company Limited ("SRPB") in which the Company owns 45.0% of paid-up capital. The agreement between the Company and other shareholders of SRPB stipulated that the Company's directors, namely, Mr. Palin Lojanagosin, Dr. Pinijsorn Luechaikajohnpan and Mr. Arnon Pornthiti perform their duties as directors for SRPB to exert the voting rights for important matters and approve all resolutions of the meetings. At the shareholders' meeting, it is required that a resolution must be approved by the majority vote from the attending shareholders and approved by the Company. Regarding management, the shareholders stipulated that the subsidiaries prepare a balance sheet to show details of assets and liabilities as well as an income statement for every fiscal year. Moreover, SRPB will commission an auditor of the same standards as the Company's auditor as well as preparing and submitting information or documents related to budget and accounting of SRPB to the Company per the Company's request.

8.1.4 Monitoring of Compliance with Corporate Governance Policy and Practice

(1) Prevention of Conflicts of Interest

The Board of Directors formulated following policies and guidelines to prevent conflicts of interest that may occur.

1. To avoid any conflict of interest, the Board of Directors must be prudent in supervising all transactions with potential conflicts of interest. Policies and procedures regarding related party transactions must be published in writing in the Delegation of Authority Manual and/or get approvals from shareholders as required by the Stock Exchange of Thailand. Moreover, Arm's Length Basis must be applied in compliance with the Stock Exchange of Thailand's rules that ensure independence and equality of transactions in terms of prices and conditions.
2. In case that the Board of Director is authorized to approve related party transactions, independent directors or members of the Audit Committee must attend the meeting of the Board of Directors.
3. The Audit Committee will report to the Board of Directors of transactions with potential conflicts of interest including related party transactions on a regular basis while interested persons have no right to vote or approve those transactions.
4. In case that there exist related party transactions that are subject to information disclosure or shareholders' approval according to the Stock Exchange of Thailand, details of the transactions regarding the nature of relationship between related parties, transaction pricing policies, rationales behind the transaction as well as respective comments from the Board of Directors on the transactions must be disclosed to the shareholders.

5. In case of related party transaction in the format of financial assistance, the Board of Directors has set out guidelines regarding this kind of transaction in the Delegation of Authority Manual approved by the Board of Directors.

6. The Board of Directors prohibits directors, executives and employees who have inside information from engaging in any purchase/sales of Company's shares during the period of one month prior to the public disclosure of its financial statements.

7. The Board of Directors stipulates that director, executives and interested persons (as defined by SEC and SET) prepare and submit their conflicts of interest reports to the Company and the Company Secretary summarizes and presents the report of conflict of interest of directors, executives and interested persons including changes in the relevant items to the meeting of the Board of Directors on a semi-annual basis.

8. The Board of Directors requires all details of significant related party transactions to be disclosed in information reports and/or annual registration statement (Form 56-1) and annual report. The details must contain lists of names, relationship, type of transaction, conditions, pricing policies, transaction's value, rationales and opinions from the Audit Committee and/or the Board of Directors.

(2) Misuse of Inside Information for Benefits

The Board of Directors highly values the importance of good governance and to ensure the transparency and the prevention of misuse of inside information which has not yet publicly disclosed, the Company has set out the inside information policy as follows.

1. The Company shall provide training sessions to directors, executives as well as employees in managerial roles in the accounting and finance division who hold higher or equal to a division head position or equivalent to educate them about their responsibilities to develop and submit the reports of securities holding in the Company of themselves, spouses and children who are minors to the Securities and Exchange Commission pursuant to Section 59 and the penalty provision per Section 275 of the Securities and Exchange Act B.E. 2535 (1992).

2. It is stipulated that directors and executives including employees in managerial roles in the accounting and finance division who hold higher or equal to a division head position or equivalent must report their securities holding including the holding of their spouse and minor children through the Company Secretary who is responsible for gathering and summarizing the securities holding reports and the change in securities holding reports, and then presenting to the Board of Directors before submitting to the Securities and Exchange Commission. The securities holding reports must be submitted within 30 days from the date of appointment as director or executives. For the change in securities holding reports, it must be submitted within 3 business days from the date of purchase, sales, transfer, and receiving a transfer of securities.

3. It is stipulated that directors and executives including employees in managerial roles in the accounting and finance division who hold higher or equal to a division head position or equivalent and involved operation officers who receive material inside information which may affect the stock price refrain from trading the Company's securities from the period before the disclosure of financial statements or the Company's financial and

operating status to the public until the period after such information become public information. The Company shall notify directors, executives including employees in managerial roles in the accounting and finance division who hold higher or equal to a division head position or equivalent in written that they need to refrain from trading the Company's securities at least 30 days in advance before the disclosure of material information to the public. Also, those related to inside information should wait at least 24 hours after the information of the Company has disclosed to the public before they can trade the Company's securities and must not disclose such information to anyone.

4. Disciplinary actions in case the misuse of inside information for personal benefits are to be determined starting from written warning, compensation reduction, temporary suspension without compensation, and dismissal or removal depending on the severity of the case.

Note that from its monitoring of compliance with policy and supervision of directors and executives from the misuse of inside information for personal benefits and securities trading, there was no such case found for directors nor executives.

(3) Anti-Corruption

The Company is committed to conducting business with morals, ethics, transparency and accountability for all stakeholders and emphasizing the importance of anti-corruption actions. To ensure that the directors, executives and employees of the Company shall perform their duties with those values, the Company stipulated the Code of Conduct and employee ethics as a part of its "Corporate Governance Policy".

Corruption is defined as "an action or inaction that involves the misuse of power/authority including violations of laws, ethics, rules and regulations or Company's policies to seek inappropriate benefits in forms of solicitation, acceptance, proposal, or offer of assets or other benefits from government officials or other parties that conduct business with the Company"

The Company has set clear Anti-Corruption Policy as guidelines for its employees to follow as shown below.

- Directors, executives, employees of the Company are prohibited from undertaking or supporting any kind of corruption and are required to strictly conform to anti-corruption measures.
- Directors, executives, employees of the Company have duties to comply with good corporate governance and Anti-Corruption Policy. The Board of Directors assigned the Management to communicate and implement anti-corruption measures throughout the organization. Moreover, the Company has set clear policies as guidelines for its employees to follow per following.\
 - Create organizational culture that values honesty and justice.
 - Organize training programs for employees to encourage them to perform their duties with honesty and strictly observe principles and ethical codes under Corporate Governance Policy as well as Anti-Corruption Policy.
 - The Company put in place human resources management processes that reflect its commitment to anti-corruption measures from selection to trainings, performance evaluation, rewards and promotions.

- The Company ensures that its internal control system is adequate to achieve its goals.

Internal audit must be thorough and covers all departments in order to ensure compliance with rules and regulations as well as detecting errors and weaknesses in order to make recommendations that help improve the efficiency and effectiveness of its operations under corporate governance guidelines.

- Cooperate with government in disclosing income statements to the National Anti-Corruption Commission (NACC) for all departments that enter into contracts with the government.

- Internal audit manager and the Company Secretary are assigned roles to promote good corporate governance.

Anti-Corruption Practices

Employees at all levels shall comply with the following anti-corruption guidelines.

- Comply with the Anti-Corruption Policy, Code of Conduct and the Company's rules and regulations by not being involved directly or indirectly in any form of corruption.

- Refrain from taking any action that shows intent toward corruption or bribery with stakeholders of the Company on the scope of work under one's responsibility both directly and indirectly for the benefits of oneself or related parties.

- Do not ignore or neglect to inform the supervisors or responsible parties and cooperate in any further investigation when becoming aware of any action connected to corruption in the Company.

- In taking any action that is prone to corruption, employees at all levels of the Company must be prudent especially regarding the following.

- For giving or accepting gifts, prizes, hospitality and other related expenses, employees must follow the policy as explained in the Corporate Governance Policy and the Code of Conduct as well as the Company's Anti-Corruption Policy.

- For donation for charity purposes, such donation must be under the Company's name to any organization whose mission is for social benefits and such organization must be reliable with proper licenses. The donation must also be processed with transparency in accordance with the Company's rules, laws, and must be examined and audited to ensure that such donation is not made for as an excuse of bribery.

- Sponsorship both by money, objects or assets to any activity or project must specify the name of the Company. Such sponsorship must have an objective in enhancing business and the Company's image and must be processed with transparency in line with the Company's rules and laws.

- Any business relationship, any purchase and hiring, and any business communication with the government, private sector counterparty, and any party related to the business operations must be transparent, honest and in accordance with related laws.

- The Company has a political neutrality policy where all employees have political rights and freedom under laws. However, employees must not take any action or use any of the Company's resources for political activities

or purposes as such actions may hurt the Company's political neutrality and can cause harm to the Company for involving in political activities.

Measures/Guidelines

- The Company encourages and support its employees at all levels to realize the importance and have an awareness of anti-corruption by ensuring the internal control processes that can prevent any form of corruption and bribery.
- The anti-corruption practices cover human resources management including recruitment, promotion, training, performance evaluation, and remuneration to employees. Managers of all levels are responsible for communicating such anti-corruption practices to their teams to be able to apply such practices in business activities under their responsibilities as well as ensuring that the business operations run efficiently and in line with the practices.
- The Company shall provide a fair treatment and protection to employees or any person who acts as a whistleblower for corruption activities related to the Company and to employees who refrain from getting involved in corruption activities as seen in the Company's whistleblower protection procedures.
- Persons who are involved in corruption is considered a violation to the work rules related to human resources management and thus disciplinary actions shall be taken against the violator including legal punishment in certain cases.
- The Company shall continuously review the measures and guidelines to ensure the relevancy given changes in laws and business environment.

Other than business risk management, the Company has added corruption risk in the overall risk management process, thus corruption risk is required to be identified and examined. The Company signed a joint declaration with the Thai Private Sector's Collective Action Coalition Against Corruption to encourage and push forward a clear and concrete anti-corruption policy. In 2021, the Company was still certified as a member of the Thai Private Sector's Collective Action Coalition Against Corruption.

(4) Whistleblowing

The Company offers whistleblowing processes or channels for all stakeholders to file their complaints directly to independent members of the Audit Committee as follow:

- 1) By post to Audit Committee, Plan B Media Public Company Limited. 1213/420 Soi LatPhrao 94, Plubpla, Wangthonglang, Bangkok, 10310
- 2) By email at auditcommittee@planbmedia.co.th
- 3) Or send directly through Company Secretary at companysecretary@planbmedia.co.th
 Tel: +66 (0) 2530-8053-6 Ext 422). Complainants can rest assured that the Company has a policy to keep information of the whistleblowers confidential and to protect such whistleblowers or complainants against any retaliatory action.

In 2021, the Company received no whistleblowing nor complaint.

8.2 Report on the Performance of the Audit Committee for the Past Year

8.2.1 Number of Directors Attending the Meetings of the Audit Committee in 2021

No	Name	Position	Meeting of the Audit Committee (11 times)
1	Pol.Gen. Somchai Vanichsenee	Chairman of the Audit Committee	11
2	Dr. Pennapha Dhanasarnsilp	Member of the Audit Committee	11
3	Mrs. Monluedee Sookpantararat	Member of the Audit Committee	11

8.2.2 Performance of the Audit Committee

The Board of Directors reached a resolution to stipulate the composition, qualifications, term of office and roles and responsibilities of the Audit Committee in a written charter. For the past year, the Audit Committee consisted of 3 independent directors who are qualified individuals with experience in accounting, finance, law and business administration as follow:

1. Pol.Gen. Somchai Vanichsenee Chairman of the Audit Committee
2. Dr. Pennapha Dhanasarnsilp Member of the Audit Committee
3. Mrs. Monluedee Sookpantararat Member of the Audit Committee

The Audit Committee performed their duties as assigned by the Board of Directors and according to the Charter of Audit Committee that is in alignment with the Stock Exchange of Thailand's rules. For the accounting period of the year 2021, the Audit Committee held a total of 11 meetings where all 3 members of the Audit Committee attended with the presence of executives in charge of concerned issues, internal auditors and auditors. The Audit Committee has prepared a report and submitted to the Board of Directors. Key highlights of the year regarding its missions are summarized below.

Financial Reports

The Audit Committee, jointly with the auditors, the Management and the internal auditors, have reviewed quarterly and annual financial statements of the Company and its subsidiaries. Important issues were deliberated and comments were provided to ensure that internal control processes in preparing financial statements are materially accurate and credible and information disclosure is adequate and timely in accordance with applicable laws, rules and regulations and other notifications from the Stock Exchange of Thailand and the Securities and Exchange Commission as well as Thai Financial Reporting Standards. Furthermore, the Audit Committee convened with the auditors without the presence of executives or the Management to make inquiries on issues. With regard to audit results, no material information or significant remark was found.

Related Party Transactions or Transactions with Potential Conflicts of Interest

The Audit Committee was required to consider and comment on significant related-party transactions and those that might involve a conflict of interest including sufficient information disclosure of the Company and its subsidiaries. Its consideration adhered to prudence, reasonableness and best interest of the stakeholders as well as adequate information disclosure in conformity to regulatory conditions of the Stock Exchange of Thailand.

Internal Control and Risk Management

The Audit Committee reviewed the adequacy of the internal control systems of the Company and its subsidiaries by considering the reports from internal auditors and the auditors that assessed effectiveness and adequacy of the internal control systems, risk management including compliance with policies and approved authority of its management practices.

Legal and Regulatory Compliance

The Audit Committee reviewed the Company's compliance in its business conduct with the Securities and Exchange Act, rules and regulations of the Stock Exchange of Thailand and applicable laws related to its business and acknowledged changes in rules and regulations that may affect its business doing.

Corporate Governance

The Audit Committee reviewed the Company's corporate governance to ensure its alignment with good corporate governance principles so that the business is conducted with transparency and fairness as well as promoting confidence and trust among stakeholders.

Supervision of Internal Audit

The Audit Committee considered and appointed P&L Internal Audit Company Limited as an external consultant to perform the duty of internal auditor of the Company for the year 2022. P&L Internal Audit Company Limited assigned Ms. Sukalya Manolert as the key person responsible for the Company's internal audit. The Audit Committee deliberated the independence of the internal auditor, the scope of responsibility, the annual audit plan and the audit report as well as following upon results of corrective actions take for significant issues raised in the audit report.

Nomination and Remuneration of Auditors for 2022

The Audit Committee carefully selected auditors and determined their remuneration based on knowledge, abilities, experience, work quality, auditors' conditions and significant limitations in accordance with requirements of the Stock Exchange of Thailand or related agencies to ensure independence and unbiasedness of the auditors in performing their duties.

The Audit Committee nominated EY Office Limited as the auditor, determined the fees for financial statement audit for 2022 and proposed to the Board of Director and the 2022 Annual General Meeting of Shareholders in the next step. The Audit Committee regarded EY Office Limited as an auditor who understands Company's business thoroughly who professionally performed duties with independence and unbiasedness as well as regularly delivering work in a timely manner. At the 2022 Annual General Meeting of Shareholders, the Board of Directors appointed EY Office Limited as the auditor of the Company with the following list of auditors.

1. Mr. Termphong Opanaphan C.P.A. Registration 4501 and/or
2. Miss Vissuta Jariyathanakorn C.P.A. Registration No. 3853 and/or
3. Miss Kunlapee Piyawannasuth C.P.A. Registration No. 6137

In summary, the Audit Committee performed its duties and responsibilities according to the Charter of the Audit Committee approved by the Board of Directors by applying its knowledge, abilities, prudence and carefulness with adequate independence for the interest of all stakeholders in an equitable manner. The Audit Committee was of the opinion that the Company has consistently developed its corporate governance with appropriate, adequate and effective internal control and risk management systems as well as putting in place financial reporting that is materially accurate and credible according to international financial reporting standards. In addition, the information disclosure was considered adequate and the Company has undertaken its business in compliance with laws and regulations related to business operations

8.3 Summary of Performance of Other Sub-Committees

Nomination and Remuneration Committee

(1) Attendance of the Directors for the Meeting of the Nomination and Remuneration Committee in 2021

No	Name	Position	Meeting of the Nomination and Remuneration Committee (2 times)
1	Dr. Pennapha Dhanasarnsilp	Chairman of the Nomination and Remuneration Committee	2
2	Mrs. Monluedee Sookpantarat	Member of the Nomination and Remuneration Committee	2
3	Mr. Ekapak Nirapathpongporn	Member of the Nomination and Remuneration Committee	2

(2) Performance of the Nomination and Remuneration Committee

As of 31 December 2021, the Nomination and Remuneration Committee consisted of 3 members, 2 of which are independent directors namely, Dr. Pennapha Dhanasarnsilp (independent director) who was the Chairman of Nomination and Remuneration Committee and Mrs. Monluedee Sookpantarat (independent director) and Mr. Ekapak Nirapathpongporn were the members of the Nomination and Remuneration Committee. In 2021, the Nomination and Remuneration Committee performed its duties under the Charter and scope or responsibilities assigned by the Board of Directors. Two meetings were conducted to consider important matters under roles and responsibilities the Board of Directors delegated as summarized below:

1. Considered qualified individuals for directorship of the Company to replace 3 directors who finished their terms of office. To conform to good corporate governance principles, the Company asked shareholders to nominate qualified persons to assume director position under Company's guidelines but none of the shareholder nominated anyone. As a result, the Nomination and Remuneration Committee contemplated suitability and required qualifications that will most benefit the Company and deemed that retiring directors are qualified according to the Public Limited Companies Act and possess knowledge, abilities, experience and forward-looking vision that are valuable to the business. The directors also satisfactorily performed their duties as directors, had a good record of meeting attendance as well as giving useful opinions in the meetings. The Nomination and Remuneration Committee proposed to the Board of Directors' meeting No.1/2021 on 24 February 2021 to approve the nomination and appointment of 3 directors who finished their terms to resume their directorship for another term before presenting to the 2021 Annual General Meeting of Shareholders on 22 April 2021 for approval and appointment.

2. Determined directors' remuneration that includes monthly compensation, meeting allowance and annual bonus for 2021 to get approval at the 2021 Annual General Meeting of Shareholders on 22 April 2021. Remuneration consideration of the directors was consistent with their roles and responsibilities and the performance of the Company as well as benchmarking with remuneration of companies in the similar industry according to Thai Directors' Compensation Survey by the Thai Institute of Directors.

3. Reviewed remuneration considerations of top executives to be in compliance with standards of listed companies and companies in the same industry as well as being in line with Company's performance, economic conditions and good corporate governance guidelines.

4. Approved an amendment of policies, practices and processes of director's nomination to be clearer where qualifications of directors must be in alignment with Company's strategies and suitable for current situation.

The Nomination and Remuneration Committee regularly reports its performance to the Board of Directors. In 2021, the Nomination and Remuneration Committee properly fulfilled its duties with full capacity, carefulness, prudence, transparency and independence in the best interest of the Company, shareholders and other stakeholders.

Corporate Governance Committee

(1) Attendance of the Directors for the Meeting of Corporate Governance Committee in 2021

No	Name	Position	Meeting of the Corporate Governance Committee (2 times)
1	Pol.Gen. Somchai Vanichsenee	Chairman of the Corporate Governance Committee	2
2	Dr. Pennapha Dhanasarnsilp	Member of the Corporate Governance Committee	2
3	Mr. Ekapak Nirapathpongporn	Member of the Corporate Governance Committee	2

(2) Performance of the Corporate Governance Committee

The Board of Directors is committed to doing business in compliance with ethical codes and good corporate governance guidelines as well as the concept of sustainable development. This commitment was integrated into its vision, mission, strategies and goals of the organization to promote an effective, transparent, accountable management system that builds confidence of shareholders, investors and all stakeholders as well as adding values and supporting sustainable growth of the Company. The Corporate Governance Committee comprised 3 members appointed by the Board of Directors namely, Pol.Gen. Somchai Vanichsenee (independent director), the Chairman of Corporate Governance Committee, Dr. Pennapha Dhanasarnsilp (independent director), member of the Corporate Governance Committee and Mr. Ekapak Nirapathpongporn, member of the Corporate Governance Committee.

In 2021, the Corporate Governance Committee continuously encouraged directors and executives to perform their duties with prudence and responsibility in accordance with a good corporate governance system. Corporate governance practices and guidelines were reviewed to be consistent with the 2017 Corporate Governance Code for listed companies of the Stock Exchange of Thailand and the Thai Institute of Directors under the ASEAN Corporate Governance Scorecard. Results from assessments of the Company's corporate governance conducted by various organizations are concluded below.

1) The Company was granted "Excellent" rating (5 stars) and Top Quartile Company for securities with market capitalization of over THB 10,000 million for the Corporate Governance Report of Thai Listed Companies by the Thai Institute of Directors (IOD) in 2021.

2) For the 2021 evaluation of AGM checklist by the Thai Investors Association, the Company was rated "Excellent – Role Model" (score 100) for six consecutive years since 2016.

3) In 2021, the Company has maintained its certified member of the Thai Private Sector's Collective Action Coalition for Anti-Corruptions and signed a joint declaration with the Thai Private Sector's Collective Action Coalition for Anti-Corruptions.

The Company adheres to its compliance with the Corporate Governance Policy and the Code of Conduct of the Company that were put in place as well as constant improvements and development of corporate governance policies by encouraging its directors and executives to enroll in training curricula that support them in undertaking their responsibilities. Evaluation results of corporate governance efforts are disclosed properly on a regular basis to reflect effective, transparent and ethical management. The Company also makes sure that its good corporate governance principles are up-to-date and in alignment with changing environment to constantly lift standards and practices of good corporate governance of the Company.

Risk Management Committee

(1) Attendance of the Directors for the Meeting of the Risk Management Committee in 2021

No	Name	Position	Meeting of the Risk Management Committee (6 times)
1	Mrs. Monluedee Sookpantararat	Chairman of the Risk Management Committee	6
2	Dr. Pinijsorn Luechaikajohnpan	Member of the Risk Management Committee	5
3	Mr. Ekapak Nirapathpongporn	Member of the Risk Management Committee	6
4	Mr. Arnon Porndhiti	Member of the Risk Management Committee	6

(2) Performance of the Risk Management Committee

Risk Management Committee of Plan B Media Public Company Limited was appointed by the Board of Directors to promote organization-wide risk management practices in order that all stakeholders can be reasonably confident that the Company's strategic conduct will effectively and efficiently lead the Company to meet its goals and objectives. As of 31 December 2021, the Risk Management Committee consisted of 4 directors and top executives as follow: Mrs. Monluedee Sookpantararat, Chairman of the Risk Management Committee, Dr. Pinijsorn Luechaikajohnpan, member of Risk Management Committee, Mr. Ekapak Nirapathpongporn, member of the Risk Management Committee and Mr. Arnon Porndhiti, member of the Risk Management Committee. All members of the Risk Management Committee are qualified individuals who possess knowledge and abilities beneficial to risk management of the Company.

The Risk Management Committee performed its duties under the Charter of the Risk Management Committee and scope of responsibilities as assigned by the Board of Directors. In 2021, 6 meetings of the Risk Management Committee were held to deliberate important agenda items as summarized below

1. Consistently supervised and monitored risk management to be in compliance with policies and frameworks.
2. Considered and reviewed foreign investments of the Company and subsidiaries.
3. Reviewed guidelines and the Charter of the Risk Management Committee to ensure that policies and the Charter are suitable for the Company's business model and conform to rules and regulations stipulated by regulatory authorities.
4. Reported the Board of Directors on risks and important risk management practices on a regular basis.

From the above actions, the Risk Management Committee concluded that the Company was aware of risk factors covering its key business operations and put in place a risk management system that is adequate, suitable, effective and in accordance with corporate governance policies, internal control systems as well as applicable laws, rules and regulations.

9. Internal Control and Related Party Transactions

9.1 Internal Control

The Board of Directors has put in place internal control systems that cover all areas including finance and operations that are in compliance with laws and related rules and regulations. Efficient checks and balances mechanism is also adopted to protect Company's assets. In addition, delegation of authority and responsibilities of executives and other employees must be clearly defined with sufficient checks and balances. Note that related rules and regulations must be published in writing.

9.1.1 Adequacy and Appropriateness of Internal Control Systems of the Company

The Board of Directors gives highest priority to its internal control systems covering both finance and operations to enhance efficiency in conducting business. Checks and balances mechanism with delegation of authority and clear roles and responsibilities of executives and employees are strictly implemented while the Code of Conduct was defined in writing. The Audit Committee is assigned to ensure that the Company's internal control systems and internal audit systems are adequate, appropriate and effective in accordance with guidelines of the Stock Exchange of Thailand.

At the Meeting of the Board of Directors No 2/2022 on 24 February 2022 where all 3 members of the Audit Committee attended, the Board of Directors assessed internal control systems by making inquiries to the Company's Management and completing internal control system adequacy evaluation form for 5 essential components according to the guideline of COSO (The Committee of Sponsoring Organization of Treadway Commission) namely, Control Environment, Risk Assessment, Control Activities, Information and Communication, and Monitoring. The Board

of Directors reached a conclusion that the Company's internal control systems are adequate and proper under existing control environment. The Company also prepared enough manpower to efficiently run the systems. Moreover, internal control systems related to the monitoring of operations of its subsidiaries are sufficient to protect assets of the Company and its subsidiaries from misuse or unauthorized use by directors or executives as well as from those transactions undertaken by persons who may have conflicts of interest and related parties. For other internal control system areas, the Board of Directors deemed that they are also adequate.

In addition, the Company appointed P&L Corporation Company Limited ("P&L") as an external party to audit internal control systems of the Company. P&L conducted audited Human Resource Management, Revenue Cycle of subsidiaries and Expenditure Cycle of subsidiaries according to the COSO's framework. The auditor reached a conclusion that overall internal control systems are adequate.

The Company has put in place policies, practices and guidelines including the delegation of authority in complete in writing covering key operating processes. Employees perform their duties in compliance with policies, practices and guidelines imposed by the Company while duties are clearly separated in a proper manner.

9.1.2 Deficiency Related to Internal Control System

-None-

9.1.3 Opinion of the Audit Committee (In Case of Different Opinion from the Board of Directors)

- None -

9.1.4 Opinion of the Audit Committee on the Head of Internal Audit's Qualifications

At the meeting of the Audit Committee No.2/2022 on 24 February 2022, the Audit Committee appointed P&L to perform duties as the Company's auditor for 2022. P&L assigned Ms. Wanwimol Jongsureeyapas as the key person responsible for performing duties as the Head of Internal Audit for the Company. The Audit Committee commented that the Head of Internal Audit possesses proper educational qualifications, experience and training which are adequate for performing such duties for the Company.

9.1.5 Appointment, Removal and Relocation of the Head of Internal Audit

Appointment, removal and relocation of the person holding Head of Internal Audit must be approved by the Audit Committee.

9.2.1 Details on Related Party Transactions with Potential Conflicts of Interest

Person Who May Have a Conflict of Interest Nature of Business / Relationship	Type of Transaction	Transaction Value (THB Million)		Necessity and Reasonableness
		Jan-Dec 2020	Jan-Dec. 2021	
1 Mr. Palin Lojanagosin <u>Nature of Business</u> Investment business by holding shares of other companies and leasing office buildings. <u>Relationship with the Company</u> As a director, executive and major shareholder of the Company.	<u>Building Lease</u> The Company leases office buildings at 1213/420 and 1213/531 Soi LatPhrao 94 (Panjamitra), Plubpla, Wangthonglang, Bangkok from Mr. Palin Lojanagosin as its branch office. The lease duration is 3 years ending 30 November 2021. <div style="margin-left: 20px;">- Lease fees</div> <div style="margin-left: 20px;">- Security deposit</div>	<div style="text-align: right; margin-right: 20px;">3.64</div> <div style="text-align: right;">0.40</div>	<div style="text-align: right; margin-right: 20px;">3.33</div> <div style="text-align: right;">-</div>	<p>The Company has been renting the buildings from Mr. Palin Lojanagosin to use as a branch office.</p> <p>Lease fee rate is reasonable compared to nearby areas and payment conditions are in line with normal business same as external parties. The transaction is considered necessary and reasonable.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The transaction is useful for undertaking the Company's business. The branch office location is suitable for contacting and dealing with customers.</p> <p>- Lease fee rate is based on market prices and payment conditions are according to general building lease business. The transaction is deemed necessary and reasonable.</p>

Person Who May Have a Conflict of Interest Nature of Business / Relationship	Type of Transaction	Transaction Value (THB Million)		Necessity and Reasonableness
		Jan-Dec 2020	Jan-Dec. 2021	
2 Plan B Holding Company Limited <u>Relationship with the Company</u> Mr. Palin Lojanagosin as a mutual executive director of the Company and Plan B Holding Company Limited	<u>Building Lease</u> The Company leases office buildings at 1213/539 and 1213/540 Soi LatPhrao 94 (Panjamitra), Plubpla, Wangthonglang, Bangkok from Plan B holding Company Limited as its branch office. The lease duration is 3 years from 1 September 2020 – 31 August 2023 and rents office buildings at 1213/420. The Company also leases the building at 1213/531 Soi LatPhrao 94 (Panjamitra), Plubpla, Wangthonglang, Bangkok as its branch office. The lease duration is 1 year and 1 month starting 1 December 2021 – 31 December 2022.			The Company has been renting the buildings from Plan B Holding Company Limited to use as a branch office. Lease fee rate is reasonable compared to nearby areas and payment conditions are in line with normal business same as external parties. The transaction is considered necessary and reasonable. <u>Opinion of the Audit Committee</u> The transaction is useful for undertaking the Company's business. The branch office location is suitable for contacting and dealing with customers. Lease fee rate is based on market prices and payment conditions are according to general building lease business. The transaction is deemed necessary and reasonable. The Company hired the interior design contractor for 9 floors of Plan B Media's office buildings. Interior design fee is reasonable compared to interior
	- Lease fees			
	- Security deposit	4.20	4.50	
	<u>Interior Design Contract</u>	0.35	0.96	

Person Who May Have a Conflict of Interest Nature of Business / Relationship	Type of Transaction	Transaction Value (THB Million)		Necessity and Reasonableness
		Jan-Dec 2020	Jan-Dec. 2021	
	<p>The Company hired as the interior design contractor for 9 floors of the project at Plan B office buildings located at Soi Phetburi 36, New Phetburi Road, Makkasan, Ratchathewi, Bangkok</p> <ul style="list-style-type: none"> - Deposit for interior design 	-	10.00	<p>design fee under the same scope of work. Payment conditions are in line with normal business same as external parties. The transaction is considered necessary and reasonable.</p> <p><u>Opinion of the Audit Committee</u></p> <p>The transaction is useful for undertaking the Company's business. The branch office location is suitable for contacting and dealing with customers. Interior design fee rate is based on market prices and payment conditions are according to general building lease business. The transaction is deemed necessary and reasonable.</p>
<p>3 Asiasoft Corporation Public Company Limited</p> <p><u>Relationship with the Company</u></p> <p>Mrs. Monluedee Sookpantararat as a mutual independent director and member of the Audit</p>	<p><u>Advertising Media Sales</u></p> <p>The Company sold advertising media for a period of 1 month from 1-31 December 2021.</p>			<p>The Company sold advertising media to Asiasoft Corporation Public Company Limited. Advertising media fee is at the same rate as external parties with general commercial terms. The transaction is considered necessary and reasonable.</p>

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Person Who May Have a Conflict of Interest Nature of Business / Relationship	Type of Transaction	Transaction Value (THB Million)		Necessity and Reasonableness
		Jan-Dec 2020	Jan-Dec. 2021	
Committee of both the Company and Asiasoft Corporation Public Company Limited.	- Revenue from advertising media	-	2.00	<p><u>Opinion of the Audit Committee</u></p> <p>The advertising media sales is a normal business of the Company. Advertising media fee is at the same rate as external parties and according to general commercial terms. The transaction is considered necessary and reasonable.</p>

9.2.2 Policy and Trends of Related Party Transactions in the Future

- None –