

MCOT Public Company Limited



63/1 Rama IX Road, Huaykwang
Bangkok 10310 Thailand

Phone +66 (0) 2201 6000

Fax +66 (0) 2245 1435

E-mail Contact@mcot.net

www.mcot.net

Ref: MCOT 6154/395

February 28, 2022

The Stock Exchange of Thailand

Attn: The President

Re: Approval of the Company's Financial Statements for the Year 2021 and Arrangement of the 2022 Annual General Meeting of Shareholders

Dear Sir,

We, MCOT Public Company Limited, have organized a meeting of the Board of Directors No. 4/2022 on February 28, 2022 at 08.00 hours at the Meeting Room, 6th Floor, MCOT Administration1 Building, 63/1 Rama IX Road, Huay Kwang Sub-District, Huay Kwang District, Bangkok 10310. The Board of Directors has resolved as follows:

1. To approve the Company's Financial Statements for the year 2021, ended December 31, 2021, which are audited by the Company's Auditor and reviewed the Audit Committee
2. Approved the arrangement of the 2022 Annual General Meeting of Shareholders on electronic platform (E-AGM) on Thursday, April 21, 2022, at 13.30 hrs. at Studio 5, Broadcasting Operations Building 63/1 Rama IX Road, Huay kwang, Bangkok 10310. The agenda of the meeting is as follows:

Agenda 1: Report by the Chairman

- Report on rights of shareholders to propose agenda item and a list of nominees for director nomination

- Report on question submission prior to Meeting

Agenda 2: To approve the Minutes of the 2021 Annual General Meeting of Shareholders held on, Friday, April 30, 2021

Agenda 3: To acknowledge the report on the Company's 2021 operating results (for the period between January 1 – December 31, 2021)

Agenda 4: To approve the Company's Financial Statements and income statement for the year ended December 31, 2021

Agenda 5: To approve dividend payment for the year 2021

Agenda 6: To approve director's remuneration

Agenda 7: To approve the appointment of the auditor and determination of its audit fee for the year 2022

At MCOT, we all work together towards a common goal of promoting transparency and anti-corruption to achieve sustainable development.

MCOT has adopted an anti-corruption policy against all forms of corruption, which applies to any action taken by MCOT employees. For more information, please visit www.mcot.net/ir> good governance >corporate governance>anti-corruption policy.

- Agenda 8: To approve the appointment new directors in replacement of those who are due to retire by rotation
- Agenda 9: To approve revision of the Company’s regulations and amendments to Article 3 “Purposes of the Company” in the Memorandum of Association
- Agenda 10: Others (if any)

3. Approved the abstention of dividend payment for the period between January 1, – December 31, 2021 due to the Company’s requirement to reserve significant amounts of cash for the Auction for F.M. Radio Frequencies for business operations
4. Approved the Record Date for determining shareholders entitled to attend the 2022 Annual General Meeting of Shareholders to be fixed on Wednesday, March 16, 2022
5. Approved the appointment of the following independent directors who are members of the Audit Committee: Asst.Prof.Kangwan Yodwisitsak and Pol.Lt.Gen.Sirichun Chunsangsawang, as the proxies to vote on behalf of shareholders who are unable to attend the 2022 Annual General Meeting of Shareholders to be held on Thursdays, April 21, 2022
6. Approved to propose to the 2022 Annual General Meeting of Shareholders for approval of director’s monthly remuneration, meeting allowance and bonus for the year 2022, as proposed by the Remuneration Committee, the details of which are as follows:

- Criteria for monthly remuneration and meeting allowance payment for Directors in 2022:

Committee / Subcommittees	2022	
	Remuneration (Monthly)	Meeting Allowance (per meeting attended)
1. The Board of Directors - Chairman - Members	Baht 30,000.- (unchanged) Baht 15,000.- (unchanged)	Baht 20,000.- per month (unchanged) not exceeding 15 times/year (in case of presence at meeting only)
2. The Audit Committee - Chairman - Members	Baht 12,500.- (unchanged) Baht 10,000.- (unchanged)	Baht 5,000.-/Month (unchanged)
3. The Nomination Committee	-	Baht 10,000.-/Month (unchanged)
4. The Remuneration Committee	-	Baht 10,000.-/Month (unchanged)
5. The Risk Management Committee	-	Baht 10,000.-/Month (unchanged)
6. The Corporate Governance Committee	-	Baht 10,000.-/Month (unchanged)
7. The Labor Relations Committee	-	Baht 10,000.-/Month (unchanged)
8. Committees, sub-committees and Working groups other than No.1-7 (Only directors appointed by the Board of Directors)	-	Baht 10,000.-/Month (unchanged) (receiving allowance from only 2 committees, one time a month)

At MCOT, we all work together towards a common goal of promoting transparency and anti-corruption to achieve sustainable development.

Committee / Subcommittees	2022	
	Remuneration (Monthly)	Meeting Allowance (per meeting attended)
Any director appointed as a member of more than 2 committees, sub-committees or working groups other than the Board of Directors (including No.2-8) shall receive the meeting allowances from only two committees, not more than once per month per committee. (unchanged)		
Remuneration of members of the Board of Directors and the Audit Committee, who take up their position in the middle of the month, shall be calculated in accordance with the length of their taking up position. The Chairman of all committees shall receive 25% of additional allowance. (unchanged)		

Other benefits

- None

- Criteria for bonus payment for Directors in 2022 will remain unchanged from that of 2021 and are subject to change in accordance with the resolution of the Annual General Meeting of Shareholders.

Bonus of the Board of Directors for the year 2022	
Directors' Bonus	Not exceeding 0.25% of the net profit and not exceeding Baht 500,000.- / Director
In case that MCOT receives the assessment points of lower than 3.00 the bonus for Directors shall be reduced proportionately as follows:	
<ul style="list-style-type: none"> - Lower than 3.00 but not lower than 2.50 points : 25% decrease per person - Lower than 2.50 but not lower than 2.00 points : 50% decrease per person 	
Chairman and Vice Chairman shall receive 25% and 12.5% additional bonus, respectively.	

Abstention of bonus payment for directors in 2021 is due to the fact that MCOT is required to pay license fee to operate F.M. radio frequencies for business operations in 2022.

7. Approved the appointment of one of the following auditors from EY Office Limited to be the Company's Auditor, to review the Company's 2022

1. Mr. Khitsada Lerdwana Licensed Auditor, with license no. 4958 or
2. Mr. Termphong Opanaphan Licensed Auditor, with license no. 4501 or
3. Mrs. Ponnard Paچارoen Licensed Auditor, with license no. 5238

The audit fee for the year 2022 is determined at 2,195,000.-Baht and to be proposed to the 2022 Annual General Meeting of Shareholders for approval.

The auditors from EY Office Limited are not related to MCOT and its subsidiaries, management, major shareholders or officials or those related to them. Therefore, they are able to review and voice their opinion independently.

At MCOT, we all work together towards a common goal of promoting transparency and anti-corruption to achieve sustainable development.

8. A list of nominees to be nominated directors in replacement with those retiring by rotation is being carried out under the process of nomination, in accordance with relevant laws, order and regulations, to be proposed to the 2022 Annual General Meeting of Shareholders.

In addition, MCOT provides shareholders with the rights to propose additional meeting agenda items and to nominate candidates for the appointment of Directors in advance between October 1, to December 31, 2021, with all details being published at www.mcot.net/ir and SET's news and information system. However, there is no agenda item proposed and candidate nominated by the shareholders.

MCOT will publish the details of the 2022 Annual General Meeting of Shareholders and its agenda online at www.mcot.net/ir, prior to the meeting. For any inquiry, please contact Corporate Secretary Department at email: csmcot@mcot.net or at telephone no. +66 2201 6454, +66 2201 6491, facsimile: +66 2245 1854 or Investor Relations at +66 2201 6388

Sincerely yours,



(Mr. Pornchit Piamsri)

Vice President, Corporate Secretary Department
MCOT Public Company Limited
Authorized to sign on behalf of the company

Corporate Secretary Department
Tel. 0 2201 6454, 02 201 6491
Fax 0 2245 1854

At MCOT, we all work together towards a common goal of promoting transparency
and anti-corruption to achieve sustainable development.

MCOT has adopted an anti-corruption policy against all forms of corruption, which applies to any action taken by MCOT employees.
For more information, please visit www.mcot.net/ir > good governance > corporate governance > anti-corruption policy.