

Profiles of the Member of Audit Committee for the Appointment of Proxy by Shareholders and the Definition of the Independent Directors

1. Pol.Gen. Somchai Vanichsenee

Independent Director

Age 79 years

Address Plan B Media Public Company Limited
1213/420 Soi LatPhrao 94 (Panchamitra)

No. Plubpla, Wangthonglang, Bangkok

Position - Chairman of the Board of Directors
- Chairman of the Audit Committee

Conflict of Interest in Agenda Items proposed in the Meeting

- Not having special interest which is different from other directors in every agenda item proposed in this Extraordinary General Meeting of Shareholders



2. Mrs.Monluedee Sookpantararat

Independent Director

Age 56 years

Address Plan B Media Public Company limited
1213/420 Soi LatPhrao 94 (Panchamitra)

No. Plubpla, Wangthonglang, Bangkok

Position - Audit Committee Member

Conflict of Interest in Agenda Items proposed in the Meeting

- Not having special interest which is different from other directors in every agenda item proposed in this Extraordinary General Meeting of Shareholders



Definition of Independent Directors

Definition of independent directors, which in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (as amended).

1. Holding not more than one percent of the total number of shares with the voting rights of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person of the Company. The shareholding of the related persons of such independent director shall also be included;
2. Not being or not have been an executive director, employee, staff member, advisor who receives a fixed salary, or controlling person of the Company, or of its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder, or controlling person of the Company, with the exception in the case where the foregoing status ended at least two years prior to the date of appointment as the independent director. In this regard, such prohibited characteristics shall not include the case where the independent director was a former government official or advisor of a government organization being a major shareholder or controlling person of the Company;
3. Not being a person related by blood or legally registration as the father, mother, spouse, sibling, and child, or the spouse of the child of another director, executive, major shareholder, controlling person, or person nominated for the position of a director, executive or controlling person of the Company or its subsidiary;
4. Not having nor had a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling persons of the Company in a manner which may interfere with independent judgement of the independent director. Moreover, an independent director shall not be or have been a significant shareholder or a controlling person of a person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person of the Company, with the exception where the foregoing status ended at least two years prior to the date of appointment as the independent director;

In this regard, the term “business relationship” shall be the same as the term prescribed in the Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559;

5. Neither being nor have been the auditor of the Company, its parent company, subsidiary, associated company, major shareholder, controlling person of the Company, nor being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associated company, major shareholder, or the controlling person of the Company, with the exception where the foregoing status ended at least two years prior to the date of appointment as the independent director;
6. Neither provide nor have provided any professional services, including the provision of services as a legal or financial advisor receiving service fees in the amount of over THB 2 million per year from the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person of the Company, nor being a significant shareholder, controlling person, or partner of the professional service provider, with the exception where the foregoing status ended at least two years prior to the date of appointment as the independent director;
7. Not being a director who has been appointed to act as a representative of the directors of the Company, its major shareholder or its shareholder who are related to the major shareholder;
8. Not engaging in any business of the same nature and which significantly competes with the business of Company or its subsidiary, and not being a significant partner in a partnership or an executive director, employee, staff member, or advisor who receives a fixed salary, or holding shares in excess of 1 percent of the total number of shares with voting rights of another company

that engages in the business of the same nature and which significantly competes with the businesses of the Company or its subsidiary;

9. Not being possess any other characteristics that result in the independent director's inability to express independent opinions on the business operation of the Company.

Remark: The Company has prescribed the definition of Independent Directors of the Company in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (as amended).