



## ITV Public Company Limited

Invitation to The Annual General Meeting of Shareholders for 2022 via Electronic Media (E-AGM),  
on Wednesday, April 27, 2022 at 2.00 p.m.

- **Invitation letter for Annual General Meeting of Shareholders for 2022**

- Supporting documents in relation to the agenda of the meeting

**Enclosure 1** A Copy of the Minutes of the Annual General Meeting of Shareholders for 2021, held on April 8, 2021 *(For Item No.1)*

**QR CODE** The Annual Report for 2021 *(For Item Nos. 2, 3, 5, 6, 7.1, and 7.2)*

**Enclosure 2** Information on the external auditors for the year 2022 *(For Item No. 4)*

- Supporting documents for attending the Annual General Meeting of Shareholders for 2022

**Enclosure 3** Preliminary information on the nominated persons being proposed for directorships *(For Item No. 5)*

**Enclosure 4** Guideline for attending the Annual General Meeting of Shareholders for 2022 via Electronic Media

**Enclosure 5** Profile of the director who acts as a shareholder proxy

**Enclosure 6** Proxy Form B (Specific Voting Appointment)

*In the event shareholder wishes to apply Proxy Form A (General Appointment) and Proxy Form C (for only foreign shareholders as registered in the registration book who have custodian in Thailand), both Forms can be downloaded from the Company's website [www.itv.co.th](http://www.itv.co.th)*

*For the appointment of proxy (every Form), shareholders must send the proxy documentation to the Company by April 20, 2022.*

**Enclosure 7** Explanation regarding the required documents to identify shareholders or their proxies who are eligible to attend the meeting and vote via Electronic Means (E-AGM)

**Enclosure 8** The Company's Articles of Association in relation to the Annual General Meeting of Shareholders

- **Question Submission Form for the Shareholders' Meeting**

- **Business Reply Envelope** for mailing proxy from together with proxy's supporting documents and any questions (if any) to the Company (for the domestic postal service, no postage stamp required).



(Translation)

Registration No 0107541000042

March 25, 2022

**Subject:** Invitation to the Annual General Meeting of Shareholders for 2022 via electronic media

**To:** All shareholders of ITV Public Company Limited

Notice is hereby given by the Board of Directors (“the Board”) of ITV Plc. (“the Company” or “ITV”) that the Annual General Meeting of Shareholders for 2022 will be held via electronic media (“E-AGM”) on **Wednesday April 27, 2022 at 2.00 p.m.** (registration opens at 12.00 noon). The agenda is as follows:

**Item No. 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for 2021, held on April 8, 2021**

Purpose and Rationale: The Annual General Meeting of Shareholders for 2021 was held on April 8, 2021 and the Minutes were prepared, publicly disclosed on the Company’s website (www.itv.co.th), and submitted to the Ministry of Commerce within the time period required by law.

The Board’s Opinion: The Board has recommended that the Minutes of the Annual General Meeting of Shareholders for 2021, held on April 8, 2021, be adopted because they were accurately recorded as shown in *Enclosure 1*.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

**Item No. 2 To consider and approve the financial statements for the year ended December 31, 2021**

Purpose and Rationale: According to the *Public Limited Companies Act, B.E 2535*, the Company must prepare a balance sheet and a profit and loss account at the end of each fiscal year, which have been audited by an independent auditor, and submit these to the shareholders’ meeting for approval.

The Board’s Opinion: The Board has agreed to present the Company’s financial statements for the year ended December 31, 2021, which have been audited by the external auditor, to the shareholders’ meeting for approval. A summary of the Company’s financial status and operating results is shown in the table below.

Selected Information from the Company’s Financial Statements

Unit: million baht

Description	Consolidated Financial Statements		The Company’s Financial Statements	
	2021	2020	2021	2020
Total assets	1,271	1,267	1,270	1,266
Total liabilities	2,895	2,895	2,895	2,895
Total revenue	24	28	23	28
Profit for the year	10	8	10	8
Profit per share (baht / share)	0.01	0.01	0.01	0.01

The financial summary is shown in the Company’s Annual Report for 2021, under *the Section “Financial Statements and Notes to the Financial Statements” (p. 17)*.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

**Item No. 3 To approve the omission of dividend payment for the year 2021**

Purpose and Rationale: Article 42 of the Company's Articles of Association states that the Company can only pay a dividend out of net profit.

The Board's Opinion: As the Company has incurred accumulated losses amounting to 7,488,800,690 baht as of December 31, 2021, the Board has proposed that no dividend be declared for the year 2021.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

**Item No. 4 To consider and approve the appointment of the Company's external auditors and fix the audit fees for the year 2022**

Purpose and Rationale: According to Section 120 of the *Public Limited Companies Act, B.E. 2535*, the appointment of the Company's external auditors and the audit fees must be approved at the annual general meeting of shareholders.

The Board's Opinion: The Board has resolved to propose that the shareholders' meeting approve the appointment of the following auditors from KPMG Phoomchai Audit Ltd. (KPMG") as the Company's external auditors for the year 2022:

- |                             |                          |
|-----------------------------|--------------------------|
| 1. Mr. Sakda Kaothanong     | CPA (Thailand) No. 4628  |
| 2. Mr. Sumate Jangsamsee    | CPA (Thailand) No. 9362  |
| 3. Ms. Udomsak Busaraniphan | CPA (Thailand) No. 10331 |

Each auditor's profile is shown in *Enclosure 3*. Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements.

In addition, KPMG has been nominated as the external audit firm for the Company's subsidiary in 2022. The Company's audit fees for the year 2022 should be fixed at 430,000 baht.

Unit: bath

	2022 (Proposal)	2021
Audit fee	430,000	480,000

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

**Item No. 5 To consider and approve the appointment of directors to replace those who will retire by rotation in 2022**

Purpose and Rationale: According to the *Public Limited Companies Act, B.E. 2535* and Article 15 of the Company's Articles of Association, one-third of all the directors must retire by rotation on the date of each annual general meeting of shareholders. Therefore, at the Annual General Meeting of Shareholders for 2022, the following two directors will retire by rotation:

Directors	Position(s)
1. Mr. Jitchai Musikabutr	Director
2. Mr. Metho Piamthipmanus	Director

The Board's Opinion: The Board, with the exception of the directors with a conflict of interest in this matter, has considered the qualifications, knowledge, competency, experience and performance of each director due to retire by rotation, and recommended that the shareholders' meeting approve the re-appointment of Mr. Jitchai Musikabutr and Mr. Metho Piamthipmanus to the same positions for another term of office. The directors proposed for re-appointment meet all the requirements stipulated in the *Public Limited Companies Act, B.E. 2535*. Details of each nominee are shown in *Enclosure 4*

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes, in accordance with Article 14 of the Company's Articles of Association.

**Item No. 6 To consider and approve the remuneration of the Company's Board of Directors in 2022**

Purpose and Rationale: According to Article 20 of the Company's Articles of Association, the Company's directors are eligible to receive remuneration for their performance, as fixed by the shareholders' meeting.

The Board's opinion: After considering this matter, the Board proposed that the shareholders' meeting approve the remuneration budget for the Company's directors at not more than 1,200,000 baht. The Company's director(s) shall receive a monthly retainer of 50,000 baht, but there is no meeting fee for board meeting. However, the directors who are the Company's executives and representatives from major shareholders (with shareholding of 10% or more) shall not receive any monthly retainer and meeting fee as members of the Board.

During 2021, the total directors' remuneration was 3,516,666.66 baht. The details are shown in the Company's Annual Report for 2021, under *Section 4: "Board Meetings and Directors' Remuneration"* (p.8).

Voting: To approve this matter, a resolution must be passed by not less than two-thirds of the total number of votes of the shareholders who attend the meeting.

**Item No. 7 To acknowledge the Company's operating results in the year 2021**

**7.1 The progress of the dispute between the Company and the PMO**

Purpose and Rationale: The Company has summarized the progress of its dispute with the PMO during the year 2021, as shown in the Company's Annual Report for 2021, under *Section 5: "Risk Factors and Milestones"* (p.9-16).

The Board's Opinion: It is appropriate that the progress of the dispute between the Company and the PMO should be acknowledged and disclosed in the Company's Annual Report for 2021.

**7.2 The Company's operating results for the year 2021 as disclosed in the annual report**

Purpose and Rationale: The Company has summarized its operating results in 2021, along with the significant changes that occurred during the year, in the Annual Report for 2021.

The Board's Opinion: The Board has agreed to present the report on the Company's operating results in 2021 in the Annual Report for 2021.

**Item No. 8 Other business (if any)**

The Company's share registration book will be closed on April 7, 2022 until the shareholders' meeting has finished. All the shareholders are invited to attend the Annual General Meeting of Shareholders for 2022 via electronic media on the date and at the time stated above.

The registration and voting procedures will be undertaken electronically-please refer to *Enclosure 4* for the related instructions. A representative from a law firm will be invited to observe the meeting and inspect the voting process in order to ensure compliance with the laws and regulations related to meetings held via electronic media.

Any shareholder who wishes to appoint the Company's director as shown in *Enclosure 5* as a proxy to vote on his or her behalf at the meeting can download either *Proxy Form A* (general appointment), *Proxy Form B* (specific voting appointment) (*Enclosure 6*) or *Proxy Form C* (only foreign shareholders recorded in the share registration book who have a custodian in Thailand) from the Company's website at [www.itv.co.th](http://www.itv.co.th). Please mail the completed proxy form, along with the supporting documents as listed in *Enclosure 7*, to the Company by April 20, 2022.

Yours faithfully,

-Signature-

Mr. Kim Siritaweechai  
Chairman of the Board of Directors  
ITV Public Company Limited

Company Secretary of ITV Plc.  
SJ Infinite One Business Complex, 30<sup>th</sup> floor,  
349 Vibhavadi-Rangsit Road, Chompol, Chatuchak, Bangkok 10900, Thailand.  
Tel: (+66) (0)2-118-6967

*Note: All the shareholders can access the notice of the Annual General Meeting of Shareholders for 2022 and all the related documents through the Company's website ([www.itv.co.th](http://www.itv.co.th)) from April 5, 2022 onwards.*

-Translation-

**Minutes of the Annual General Meeting for Shareholders for 2021**

**ITV Public Company Limited**

**Registration No. 0107541000042**

**Thursday, April 8, 2021, at 14.00 hrs.**

**via electronic media (E-AGM) through the “IR PLUS AGM” Mobile Application**

**Under the Emergency Decree regarding Electronic Meetings B.E. 2563**

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ITV Public Company Limited (“the Company”) closed its share register on March 19, 2021 to determine the right to attend and vote in the meeting. There were 9,492 shareholders on the date of closing the share register, holding a combined total of 1,206,697,400 shares.

**Directors present at the Meeting, included;**

1. Mr. Somkid	Wangcherdchuwong	Chairman of the Board of Directors
2. Mr. Supoch	Vathitphund	Vice-Chairman of the Board of Directors
3. Mr. Somboon	Wongwanich	Director
4. Mrs. Rattanaporn	Nammontri	Director
5. Mr. Wuttiporn	Diawpanich	Director

**External Auditor, present at the Meeting**

Dr. Supamit Techamontrikul (Certified Auditor) and Ms. Apichaya Saengpikul, representatives from Deloitte Touche Tohmatsu Jaiyos Company Limited.

**External Legal Advisor Present to Inspect Voting Procedures at the Meeting**

Ms. Sirirat Kiratibutr, Legal Advisor from Weerawong, Chinnavat & Partners Limited.

**Meeting Moderator**

Mr. Jittipong Chaempricha, Attorney and Legal Advisor from Weerawong, Chinnavat & Partners Limited.

**Preliminary Notification by the Meeting Moderator**

The organizing of the Annual General Meeting of Shareholders for the year 2021 was conducted through the electronic media meeting platform (E-AGM), to which is comply with the Company’s Articles of Association and related laws and held via the mobile application “IR PLUS AGM”. This mobile application is an electronic meeting to have a control system and processes to be passed the self-assessment to conform with the Ministry of Digital and Economy’s announcement re: the standard of security measures for electronic meeting, B.E. 2563 and has been declared by the Electronic Transactions Development Agency. The shareholders and proxies who attend the meeting must be passed their identity verification before the registration for the meeting. The Company will also collect log files of online meeting including various information and evidence of the attendees e.g., first name, last name, username, telephone number, shareholder registration number, Company shareholding details, proxies’ information and supporting documents, voting details, date and time of registration, attendance and logging off, etc. The Company will also make video and audio recordings of the meeting as required by law.

### Vote-casting Procedure

In order to ensure transparency and compliance to the law and Company regulations for the voting process, as well as, to in accordance with the principles of good corporate governance, the Company provided clarifications on the voting method for the meeting as follows:

- 1) Each shareholder was entitled to one vote for each share that he or she holds, whereby one share will be entitled to one vote. Each shareholder can vote on each agenda either to agree, disagree, or to abstain, either one way or the other. Shareholders will not be able to split their number of shares in order to split their votes, except in the case where foreign proxies have appointed Thai custodians to manage their share depository.
- 2) Each of the meeting's agenda will be considered in the order as specified in the invitation letter. After the Company has presented details of each agenda, it will then be open for voting.
- 3) In the case where proxies have voted in advance, the Company will record the shareholders' votes and count the votes according to the wishes of the grantor. Proxies will not be allowed to vote against the wishes of the shareholders.
- 4) However, if the shareholder did not indicate their intention to vote in advance, proxies may vote as they see fit.
- 5) Electronic voting can be conducted through the "Agenda" menu which is displayed on the mobile phone or tablet screen. If the shareholder desires to vote against or abstain on any agenda, he or she may do so by selecting the square box in front of the "Disapprove" or "Abstain" option, and press to confirm their vote within the specified time. The remaining time before the closing of votes for each agenda will be indicated by a countdown timer.
- 6) After voting has been closed, shareholders or proxies will not be able to amend their votes.
- 7) If any agenda is not voted upon and confirmed within the specified time for any reason, including disruptions in the internet connection of the attendees, it would be deemed to vote as "Approve".
- 8) In calculating the votes, the Company will take into account the votes that disagree and abstentions and subtract it from the total votes present at the meeting. The remaining votes will be counted as votes of approval. The voting results of each agenda will displayed to the shareholders. In the case, whereby shareholders have appointed a proxy through the Proxy Form B (only if the votes are already specified in the Proxy Form), or Form C, but the voting on any agenda is not clearly specified, the Company will record the voting on that particular agenda as a voided ballot. There will be no cases of voided ballots, for shareholders and proxies who were appointed through Form A, and have voted electronically.
- 9) In counting the votes on every agenda, the Company will consider the majority vote of the shareholders who attend the meeting and vote, with the exception of Agenda Item 6, which is with regards to approving the remuneration of directors. The Company will consider a vote of not less than two-thirds of the total number of shareholders' votes who attend the meeting.
- 10) The number of shareholders' or proxies' votes may vary on each agenda as the number of attending shareholders or proxies may differ due to the recent arrival of additional attendees, or some participants leaving during the meeting.

Thereafter, the meeting moderator informed the meeting that there were 38 shareholders attending the meeting in person or through their appointed proxies, representing a total of 691,276,697,400 shares, or 57.28664 percent of the total 1,206,697,400 paid-up shares of the Company, thereby constituting a quorum in accordance to Article 33 of the Company's Articles of Association. Therefore, the Chairman of the Board of Directors is thereby requested to officially open the Annual General Meeting of Shareholders for 2021, to consider various matters according to the agenda.

#### How to ask questions or express opinions at the Meeting

If shareholders or proxies wish to inquire or express their opinions at the meeting, they can do so via the IR PLUS AGM application by clicking on the question mark icon on the relevant agenda. The questions can be posted without the need to wait for the agenda to be discussed at that very moment. Meeting attendees may also exercise their rights by posing questions via video call, by selecting the microphone icon on the screen and waiting to be contacted by the staff. When contacted back from our staff, please advise the shareholders' or proxies' full name and surname, and the questions or topics that you would like to express their opinions on. If they are questions that are not related to the agenda at that particular time, the Company will request that the shareholder or proxy leave their questions or contact back again via video call when the meeting consider topics on other matters in Agenda Item 8.

However, due to the necessity to control time and maintain order in the meeting, the Company reserves the right to cut short questions and expressions of opinions via the video call, as well as, the right to respond to questions that relate directly on topics that are open for voting. The Company will summarize and answer any other questions in the attachments to the minutes and published it accordingly on the Company's website.

#### **Preliminary Proceedings**

Mr. Somkid Wangcherdchuwong, the Chairman of the Board, presided over the meeting ("the Chairman") and declared the meeting duly convened to consider the following matters according to the meeting agenda.

#### **Item No. 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for 2020, held on July 31, 2020**

The Chairman proposed the meeting to adopt the Minutes of the Annual General Meeting of Shareholders for 2020, held on July 31, 2020, which the Board of Directors considered that the minutes of the meeting had been correctly recorded. The Company has published the minutes of the meeting on the website, [www.itv.co.th](http://www.itv.co.th), and sent a copy of the minutes of the meeting to the shareholders prior to the meeting as required by the law.

**Chairman** The Chairman gave the shareholders an opportunity to inquire about the minutes of the Annual General Meeting of Shareholders for 2020, held on July 13, 2020, but none of the shareholders proposed any inquires. The Chairman, therefore, requested the meeting to adopt the Minutes of the Annual General Meeting of Shareholders for 2020. This agenda item must be approved by a majority of the shareholders attending the meeting and casting their votes.

**Resolution** The Meeting had considered and resolved to adopt the Minutes of the Annual General Meeting of Shareholders for 2020, held on July 13, 2020, as proposed by



the Chairman, by a majority vote of the shareholders attending the meeting and casting their votes as follows:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of Total Shares held by shareholders attending the meeting and casting their votes</b>
Approve	643,778,926	93.5308
Disapprove	44,528,114	6.4692
Abstained	2,969,300	-
Invalid Ballots	-	-

**Item No. 2 To consider and approve the financial statements for the year ended December 31, 2020**

The Chairman assigned Mr. Somboon Wongwanich, the Director, to present the financial statements for the year ended December 31, 2020 to the Meeting, in which Mr. Somboon Wongwanich presented the Company's operating results, as follows:

The Company's Income Statement

Unit: Million Baht	2020	2019	% Change
Revenue	27.8	28.0	(0.7)%
Administrative Expenses	(18.2)	(8.7)	109.2%
Operating Profit	9.6	19.3	(50.3)%
Corporate Income Tax	(1.9)	(3.9)	(51.3)%
Net Profit for the Year	7.7	15.4	(50.0)%
Earnings per Share (Baht)	0.01	0.01	35.9%

The Company derives its main income from returns on investment of the private funds managed by Kasikorn Asset Management Company Limited ("Kasikorn Asset Management") and MFC Asset Management Public Company Limited ("MFC Asset Management"). Returns for the year 2020 decreased by approximately two hundred thousand baht due to the effect of the global interest rate drop and the selling of both domestic and foreign bond markets. In addition, in 2020, the Company received additional income from expense and proceeding funds, as well as, arbitral tribunal fees from the arbitral institute due to the dismissal of the Black case (Undecided Case) no. 1/2550 dispute.

Administrative expenses for the year 2020 amounted to 18.2 million baht, an increase of approximately 9.5 million baht as compared to 2019, as in 2020, the Company was obliged to pay legal advisor fees, whereby there were administrative fees incurred due to the postponement of the shareholders meeting date, in addition to, the hiring of a tax legal advisor. The remaining net profit for the year 2020 amounted to 7.7 million baht.

The Company's Consolidated Financial Statement

Unit: Million Baht	2020	2019	% Change
Cash and cash equivalents	1.4	1.4	-
Current Investments	-	1,254.4	2.3%
Other current financial assets	1,263.9	-	100%
Right of use assets	0.5	-	100%
Other receivables	0.7	0.6	16.7%
<b>Total Current Assets</b>	<b>1,266.5</b>	<b>1,256.4</b>	<b>0.8%</b>
Provision for unpaid operating agreement fee and interest	2,890.3	2,890.3	-
Corporate income tax payable	-	1.6	(100)%
Accrued expenses, other liabilities, and deferred tax liabilities	4.4	3.1	41.9%
<b>Total Current Liabilities</b>	<b>2,894.7</b>	<b>2,895.0</b>	<b>-</b>
Issued and paid-up share capital	6,033.5	6,033.5	-
Deficiency on share capital	(174.3)	(174.3)	-
Deficit	(7,499.0)	(7,506.6)	(0.1)%
Other components of equity	11.6	8.8	31.8%
Total capital deficiency	(1,628.2)	(1,638.6)	(0.6)%
<b>Total liabilities and equity</b>	<b>1,266.5</b>	<b>1,256.4</b>	<b>0.8%</b>

As of the end of 2020, the Company has total assets which amounted to 1,266.5 million baht, an increase of 10.1 million baht or 0.8 percent from the amount of 1,256.4 million baht at the end of 2019. The majority of the Company's assets consisted of other current financial assets valued at 1,263.9 million baht, which were originally listed as temporary investments in 2019, but was later reclassified in 2020 to be in accordance with the Financial Reporting Standard 9 ("TFRS 9"). As for the right-of-use assets, relates to the office space lease agreement transaction, which according to the Thai Financial Reporting Standards 16 ("TFAS 16"), requires the Company to recognize lease agreements as assets and amortize it as an expense in every period. As for other assets, they consist of investments in subsidiaries (Artware Media Company Limited), withholding taxes, accounting software, and other receivables, totaling approximately seven hundred thousand baht.

Accrued expenses, other liabilities, and deferred tax liabilities, amounting to 4.4 million baht, consists of lease liabilities, audit fees, accrued legal advisor fees, and other creditors, increased from 2019 by approximately 1.3 million baht.

### The Company's Private Fund Performance

Asset Management Company	Net Asset Value (MTHB)		Returns in 2020 (MTHB)	Source of 2020 Returns		2020 Reference Rates*
	2020	2019		Capital Gains	Unrealized Profits / (Loss)	
Kasikorn	877.3	862.1	22.8 2.63%	19.7 2.29%	3.1 0.34%	1.87%
MFC	386.6	392.3	8.4 2.13%	8.1 2.09%	0.3 0.05%	1.87%
<b>Total</b>	<b>1,263.9</b>	<b>1,254.4</b>	<b>31.2 2.48%</b>	<b>27.8 2.23%</b>	<b>3.4 0.25%</b>	<b>1.87%</b>

\*Resource by Kasikorn Asset Management Company Limited

### Components of the 2020 Other Current Financial Assets

Unit: Million Baht	Kasikorn	%	MFC	%	Total	%
Bank deposits	130.5	14.9%	60.0	15.5%	190.5	15.1%
Government bonds	238.9	27.2%	-	-	238.9	18.9%
Debentures (A)	508.0	57.9%	326.6	84.5%	834.7	66.6%
Total Assets	877.4	100.0%	386.6	100.0%	1,264.0	100.0%
Accrued expenses	(0.2)	0.0%	(0.0)	0.0%	(0.2)	0.0%
<b>Total Net Assets</b>	<b>877.2</b>	<b>100.0%</b>	<b>386.6</b>	<b>100.0%</b>	<b>1,263.9</b>	<b>100.0%</b>

Dr. Suppamit Techamontrikul, the auditor of Deloitte Touche Tohmatsu Jaiyos Company Limited, summarized the auditor's report without expressing any opinions on the financial statements for the year ended December 31, 2020, due to the significant uncertainty pertaining to the dispute between the Company and the Office of the Permanent Secretary, The Prime Minister's Office ("PMO"), pending in the procedures of the Central Administrative Court, of which currently no settlement has been reached yet.

#### **Chairman**

The Chairman gave the shareholders an opportunity to inquire about the financial statements for the year 2020 ending December 31, 2020. No shareholder raised any questions on the financial statements.

In order to comply with the Public Limited Companies Act B.E. 2535 (1992), which requires companies to prepare balance sheets and profit & loss statements for the year ending in the fiscal year of the company that has been audited by the auditor, the financial statements would have to be proposed to the shareholders' meeting for approval. Therefore, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider approving the financial statements for the year 2020 ending December 31, 2020, which have been audited and signed by the auditor, which is Dr. Supamit Techamontrikul, Certified Public Accountant No. 3356 from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited. The details are shown in the Company's Annual Report 2020, the Meeting is thereby requested to consider and approve the aforementioned financial statements for the year 2020 ending December 31, 2020. The agenda item must be approved by a vote of majority from the shareholders attending the meeting and casting their votes.

**Resolution** The Meeting considered and resolved to approve the 2020 financial statements for the year ending December 31, 2020, by a majority vote of the shareholders who attended the meeting and casting their votes. The total votes casted are as follows:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of Total Shares held by shareholders attending the meeting and casting their votes</b>
Approved	643,183,726	93.4457
Disapproved	45,113,314	6.5543
Abstained	2,969,300	-
Invalid Ballots	-	-

**Item No. 3 To approve the suspension of dividend payments for the year 2020**

The Chairman reported that, according to the Board of Directors' Meeting No. 1/2021, passed a resolution agreeing that the Company deemed it appropriate to suspend the dividend payout for 2020 since the Company's financial statements for the year ending December 31, 2020 had retained a loss of 7,498,977,752 baht. Pursuant to the Public Limited Companies Act B.E. 2535 and Article 42 of the Company's Articles of Association, it is stated that dividends shall not be paid other than out of profits. Thus, it was proposed to the Meeting to approve the suspension of dividend payments to the shareholders for the operating results of the year 2020.

**Chairman** The Chairman gave the shareholders an opportunity to inquire about the suspension of dividend payments for the 2020 operating results, in which no shareholder asked any question. The Chairman, therefore, requested the meeting to consider and approve the omission of dividend payment for the Company's operating results for the year 2020. Such agenda must be approved by a majority of the shareholder attending the meeting and casting their votes.

**Resolution** The Meeting considered and resolved to approve the suspension of dividend payments for the operating results of the year 2020 by a majority vote of the shareholders who attended the meeting and cast their votes. The total votes were cast as follows:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of Total Shares held by shareholders attending the meeting and casting their votes</b>
Approved	643,183,726	93.4443
Disapproved	45,123,314	6.5557
Abstained	2,969,300	-
Invalid Ballots	-	-

**Item No. 4 To consider and approve the appointment of the Company's external auditors and determine the Audit fees for the year 2020**

The Chairman informed the Meeting that this agenda relates to the appointment of the Company's external auditors and determine the audit fees for the year 2021, in order to comply with Section 120 of the Public Limited Companies Act, B.E. 2535, that requires the Annual General Meeting of Shareholders to consider and approve the appointment of auditors and determine the annual Audit fees. The Chairman then presented details to the Meeting for approving the appointment of the

Company's external auditors and determining the auditors' remuneration for the year 2021.

At the Meeting of Board of Directors No. 1/2020, the Board passed the resolution to propose the Shareholders' Meeting to consider and approve the appointment of Deloitte Touche Tohmatsu Jaiyos Company Limited ("Deloitte") to be the audit office of the Company for the year 2021, with the following auditors;

1. Dr. Suppamit Techamontrikul Certified CPA No. 3356
2. Mr. Chavala Tienprasertkij Certified CPA No. 4301
3. Dr. Kiatniyom Kuntisook Certified CPA No. 4800
4. Ms. Kornthong Luangvilai Certified CPA No. 7210

Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements.

The Company has determined that the audit fee for 2021 to be an amount of not exceeding 480,000 baht. Moreover, the above-mentioned auditors do not have any relationships or interests with the Company, or its subsidiary, or its major shareholders, or any other related individuals whatsoever.

**Chairman** The Chairman gave the shareholders an opportunity to inquire about the approval of the appointment of auditors and determination of the audit fee for the year 2021. None of the shareholders raised any inquiries. The Chairman then requested the Meeting to consider and approve the appointment of auditors and determining of the audit fee for the year 2021. This agenda must be approved by a majority of the shareholder attending the meeting and casting their votes.

**Resolution** The Meeting considered and resolved to approve the appointment of the Company's auditors and determining of the audit fee for the year 2020, as proposed by the Chairman, by a majority vote of the shareholders attending the meeting and casting their votes as follows:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of Total Shares held by shareholders attending the meeting and casting their votes</b>
Approved	643,772,906	93.5307
Disapproved	44,528,114	6.4693
Abstained	2,975,320	-
Invalid Ballots	-	-

**Item No. 5** **To consider and approve the appointment of directors to replace those who will be vacating office due to expiration of their term of office.**

The Chairman reported to the Meeting that, in accordance to the Public Limited Companies Act, B.E.2535 and Article 15 of the Company's Articles of Association, it is stipulated that one-third of the total number of the directors must retire due to expiration of their term of office, on the date of each Annual General Shareholders' Meeting, and are eligible to be re-elected to assume the same position. Currently, the Company consists of 5 directors, therefore, at the Annual General Meeting of Shareholders for 2020, the 2 directors listed below must retire due to expiration of their term of office;

<b>Name of Director</b>	<b>Position</b>
1. Mr. Somkid Wangcherdchuwong	- Chairman of the Board - Authorized Director
2. Mrs. Rattanaorn Nammontri	- Director

The Board of Directors, with the exception of members who may have a conflict of interest, considered each candidate's qualifications, educational background, competency, experience, integrity, ethics, and performance during their term as directors. It was agreed to propose to the Shareholders' Meeting to approve the re-appointment of these 2 directors who had to vacate their positions due to expiration of their term of office, Mr. Somkid Wangcherdchuwong and Mrs. Rattanaorn Nammontri, to assume the same position for another term of office. The appointment process must be in accordance with Article 15 of the Company's Articles of Association.

Each director's personal details including age, shareholding proportion, educational background, work experience, and Boards' Meeting attendance record were shown in the Company's annual report for 2020, and also distributed to the shareholders together with the invitation letter, which appears under Section 2, "Details of the Board of Directors", page 3; Section 3, "Information of the Board of Directors' Shareholding", page 6; and Section 4, "Meetings of the Board of Directors", page 7.

**Chairman** The Chairman gave the shareholders an opportunity to inquire about the appointment of directors to replace those who will retire by rotation in 2021, but none of the shareholders raised any inquiries. The Chairman then requested the Meeting to consider and approve the reappointment of each individual directors who must vacate their positions due to expiration of their term of office to assume the same position for another term of office. This item had to be approved by a majority vote of the shareholders attending the meeting and casting their votes, as follows;

**5.1 Proposing the Meeting to consider and approve the reappointment of Mr. Somkid Wangcherdchuwong, to be reinstated as the Company's Director and assume the same position for another term of office.**

**Resolution** The Meeting considered and resolved to approve the reappointment of **Mr. Somkid Wangcherdchuwong** to be reinstated as the Company's Director and assume the same position for another term of office, with the following votes;

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of Total Shares held by shareholders attending the meeting and casting their votes</b>
Approved	643,762,906	93.5306
Disapproved	44,528,114	6.4694
Abstained	2,969,320	-
Invalid Ballots	10,000	-

**5.2 Proposing the Meeting to consider and approve the reappointment of Mrs. Rattanaporn Nammontri, to be reinstated as the Company's Director and assume the same position for another term of office.**

**Resolution** The Meeting considered and resolved to approve the reappointment of **Mrs. Rattanaporn Nammontri** as director for another term of office, with the following votes;

Resolution	Number of Votes (1 Share = 1 Vote)	% of Total Shares held by shareholders attending the meeting and casting their votes
Approved	643,744,906	93.5305
Disapproved	44,528,134	6.4695
Abstained	2,993,300	-
Invalid Ballots	10,000	-

**Item No. 6 To consider and approve the remuneration of the Company's Board of Directors for 2021**

The Chairman informed the Meeting that, in accordance with Article 20 of the Company's Articles of Association, the Company's directors are eligible to receive remuneration for performing their duties from the Company. The Board of Directors proposed to the Shareholders' Meeting to consider and approve the remuneration of the Company's Board of Directors for 2021, as follows;

Position	Monthly Remuneration
Chairman of the Board of Directors	80,000 baht (Eighty Thousand Baht Only)
Vice Chairman of the Board of Directors	70,000 baht (Seventy Thousand Baht Only)
External Directors, who are not the Chairman and Vice Chairman of the Board of Directors	50,000 baht (Fifty Thousand Baht Only)

Directors shall not receive meeting allowances for the Board of Directors' Meeting, and the rate of such remuneration is the same rate as that of the year 2007 until the year 2020.

**Chairman** The Chairman gave the shareholders an opportunity to inquire about the approval of the remuneration of the Company's Board of Directors for 2021, but none of the shareholders raised any inquiries. The Chairman then requested the Meeting to consider and approve the remuneration of the Company's Board of Directors for 2021, which must be approved by not less than two-thirds of the total number of votes held by the shareholders attending the meeting.

**Resolution** The Meeting considered and resolved to approve the remuneration of the Company's Board of Directors for 2021, as proposed by the Chairman, with not less than two-thirds of the total number of votes held by the shareholders attending the meeting, as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	% of Total Shares held by shareholders attending the meeting and casting their votes
Approved	643,724,906	93.1212
Disapproved	44,528,134	6.4414

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of Total Shares held by shareholders attending the meeting and casting their votes</b>
Abstained	3,023,300	0.4374
Invalid Ballots	-	-

**Item No. 7 To acknowledge the Company’s operations for the year 2020**

**Item No. 7.1 The proceeding of the dispute between the Company and the Office of the Permanent Secretary, The Prime Minister's Office (“PMO”)**

The Chairman assigned Mr. Jittapong Chaempreecha, who is a member of the Company’s assigned lawyers to report on the progress of the proceedings regarding the dispute between the Company and the PMO for the year 2020, to the Shareholders’ Meeting.

Mr. Jittapong Chaempreecha reported that, the Company currently has an ongoing lawsuit with the PMO in the Administrative Court, in which the PMO submitted a petition to the Office of the Central Administrative Court on April 29, 2016, i.e. the Black Case (Undecided Case) No. 620/2559, requesting for the Court order to revoke the arbitration award of the Black Case No. 46/2550 (Red Case (Decided Case) No. 1/2559), which summarized that the PMO illegally terminated the concession agreement and must pay the damages to ITV amounting to 2,890,345,205.48 baht. ITV must pay the liabilities for the unpaid difference of the operating fee with interest, in the total amount of 2,890,345,205.48 baht to the PMO. As ITV and the PMO are each obliged to pay equal amounts to each other, therefore, in reality each party have no outstanding debt which has to be paid to each other. Between 2017-2018, the Company submitted its testimony to the Central Administrative Court, to which PMO protested to the testimonials, which prompted the Company to submit additional statements to the Central Administrative Court.

Progress of the case in 2020

On December 17, 2020, the Central Administrative Court dismissed the petition submitted by the PMO, ruling that the case had no legal grounds for the court to revoke the arbitration award.

On 15 January 2021, the PMO submitted an appeal against the Central Administrative Court's judgment to the Supreme Administrative Court. The Company received an order from the Supreme Administrative Court to submit a testimony on February 22, 2021.

The Company is currently in the process of preparing a testimony which is to be submitted to the Supreme Administrative Court.

**Chairman** The Chairman stated that this item was only for acknowledgement so there was no need to vote on it and then gave the shareholders an opportunity to inquire about the matter, and shareholder raised the issues as follows;

<b>Name</b>	<b>Suggestions / Inquiries / Clarifications</b>
Lt. Apiyut Wisetnakorn, a shareholder who attended the online meeting in person	With regards to the PMO’s appeal to the Office of the Supreme Administrative Court. What will the Company gain if the Supreme Administrative Court rules in favor of the Company, and what damages will be incurred to the Company if it loses?



Name	Suggestions / Inquiries / Clarifications
<p>Mr. Somkid Wangcherdchuwong, Chairman of the Board of Directors</p>	<p>If the Company wins the appeal, the arbitral award will be immediately binding on the parties. As a result, the Company will not have to set up an accounting reserve for debt allowance, as well as, operating and interest expenses which totals approximately 2,890 million baht. The Company will then be free to consider using such funds to support its business operations, or proceed to dissolve the Company and return funds to its shareholders, the final decision of which will depend on the resolution of the shareholders' meeting.</p> <p>In the event that the Company loses the case, it will result that the Company still have a dispute with the PMO, with no final decision as to which party won or lost the case. The Legal Department will consider on how to proceed.</p>

**Item No. 7.2 Company’s operating results for the year 2020 as disclosed in the Company’s annual report.**

The Chairman assigned Mr. Supoch Vathitphund, the Vice Chairman of the Board, to report on the Company’s operating results for the year ended December 31, 2020 to the Shareholders’ Meeting. Mr. Supoch Vathitphund reported that the Company’s operating results for the year 2020 has been provided in the Annual Report of the Company. Shareholders can download the complete documents of the 2021 Annual General Meeting of Shareholders and the 2020 Annual Report by scanning the QR code displayed on the invitation letter that was sent to the shareholders by mail or they can view them via the “IR PLUS AGM” mobile application, by pressing the “Document” menu during the meeting.

**Chairman** The Chairman gave the shareholders an opportunity to inquire about the matter, but none of the shareholders raised any inquiries. The Chairman then stated that this item was only for acknowledgement so there was no need to vote on it.

**Item No. 8 To consider other matters (if any)**

**Chairman** The Chairman asked if there were any shareholders proposing other matters for consideration, but none of the shareholders raised any matters for consideration and raised any inquiries.

Since there were no other issues proposed to the Meeting for consideration, the Chairman of the Meeting expressed his appreciation to all of the shareholders attending the meeting. The meeting was adjourned at 14.59 hrs.

-Signature-

(Mr. Somkid Wangcherdchuwong)  
Chairman of the Meeting

-Signature-

(Mrs. Patchmon Arunruangsirilerd)  
Minute Taker

**Summary of questions and answers of shareholders  
who submit questions or suggestions by mail**

<b>1. Will ITV shares be able to resume trading in the market?</b>	
<b>Answer</b>	<p>The condition of the Company's shares to be able to resume trading in the stock exchange, the Company has to take steps to first resolve the accumulated loss, which at this time the Company has not been able to do so.</p> <p>Moreover, the Company must invest in businesses that can generate income and meet the qualifications as required by laws and regulations of the Stock Exchange of Thailand. The Company had continuously tried to study the law and guidelines and had consistently explored opportunities to co-invest in an existing business that have currently operated. In 2016, the Company hired Phatra Asset Management Co., Ltd. as an investment advisor, in order to seek the targeted companies and find opportunities to negotiate and make joint investments. However, it appeared that the Company did not attract any attention whatsoever from these companies. This may be due to the fact that the Company still has an outstanding litigation proceeding with the PMO and there are certain conditions on the status of the Company that restricts cooperation with targeted companies. Therefore, it is not an easy option for the Company's shares to resume its trading in the stock market.</p>
<b>2. The Management is requested to quickly resolve the Company's outstanding debts and generate profits in order to pay dividends to its shareholders</b>	
<b>Answer</b>	<p>The Company's current debt of 2,890 million baht, is a result from the provision for accounting reserves, unpaid operating agreement fee and interest. The Company will be able to resolve this liability only if the Company wins the case in the Supreme Administrative Court. On the issue of the Company being able to operate the business to generate profits and pay dividends to its shareholders, it is a matter that can be considered only when the outcome of the case is known.</p>
<b>3. Is there any remedial actions that the Company can provide for the minority shareholders?</b>	
<b>Answer</b>	<p>Due to the limitations of the law and the current state of the Company, the Company is currently not in a status that can provide any financial assistance to minority shareholders. The Company can only try to protect the interests of its shareholders by defending the litigation case against the PMO and carefully controlling the remaining assets of the Company.</p>

**Information on auditors' profile for the year 2022**
**1. Mr. Sakda Kaothanthong (CPA no. 4628)**

<b>Position</b>	Audit & Assurance Partner, KPMG Phomchai Audit Ltd.
<b>Academic Qualification/ Professional affiliations</b>	<ul style="list-style-type: none"> <li>• Senior Executive Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University</li> <li>• Master's degree in Accounting, Thammasat University</li> <li>• Bachelor's degree in Accounting, Thammasat University</li> <li>• Member of Thailand Federation of Accounting Professions (TFAC)</li> <li>• Certified Public Accountant (CPA), Thailand</li> <li>• Authorized Auditor of the Securities and Exchange Commission (SEC), Thailand</li> </ul>
<b>Experiences</b>	He has more than 25 years of extensive experience across a wide range of industries in accordance with various accounting frameworks, including Thai GAAP and IFRS. He is also involved in various services apart from audit, including the full scope of IRFS conversion and merger and acquisition projects.
<b>Relationship or interest of transaction that may create a conflict of interest with the Company, subsidiaries, associates, executives, major shareholders, or any persons related thereto.</b>	None

**2. Mr. Sumate Jangsamsee (CPA no. 9362)**

<b>Position</b>	Audit & Assurance Partner, KPMG Phomchai Audit Ltd.
<b>Academic Qualification/ Professional affiliations</b>	<ul style="list-style-type: none"> <li>• MBA Executive Program, Chulalongkorn University</li> <li>• Bachelor's degree in Accounting, Thammasat University</li> <li>• Member of Thailand Federation of Accounting Professions (TFAC)</li> <li>• Certified Public Accountant (CPA), Thailand</li> <li>• Authorized Auditor of the Securities and Exchange Commission (SEC), Thailand</li> </ul>
<b>Experiences</b>	He has audit experience in diversified industries covering several large multinational groups and listed companies including statutory audits under local regulations, annual audit of financial statements of multinational clients which require background of TFRS, IRFS, and U.S.GAAP.
<b>Relationship or interest of transaction that may create a conflict of interest with the Company, subsidiaries, associates, executives, major shareholders, or any persons related thereto.</b>	None

**3. Mr. Udomsak Busaraniphan (CPA no. 10331)**

<b>Position</b>	Audit & Assurance Partner, KPMG Phomchai Audit Ltd.
<b>Academic Qualification/ Professional affiliations</b>	<ul style="list-style-type: none"> <li>• Bachelor's degree in Accounting (Second-Class Honors, Kasetsart University</li> <li>• Member of the Federation of Accounting Professions (FAP), Thailand</li> <li>• Certified Public Accountant (CPA), Thailand</li> <li>• Auditor approved by of the Securities and Exchange Commission (SEC) office, Thailand</li> </ul>
<b>Experiences</b>	He has accumulated extensive experience in diversified industries for both local and international companies in accordance with TFRS and IFRS.
<b>Relationship or interest of transaction that may create a conflict of interest with the Company, subsidiaries, associates, executives, major shareholders, or any persons related thereto.</b>	None

**Preliminary information on the nominated persons being proposed for directorships**

**Mr. Jitchai Musikabutr**

(Replaced Mr. Somboon Wongwanich by the Board resolution of the Board meeting no. 6/2021 which was held on 15 December 2021)

<b>Position</b>	Director
<b>Age</b>	51
<b>Shareholding</b>	None
<b>Relationship with Director and Management</b>	None

**Highest Education**

- Master’s degree in Laws, Chulalongkorn University
- Master’s degree in Business Administration (International Business), University Thai Chamber of Commerce

**Governance Training of IOD/Others**

- Company Secretary Program (CSP), Class 119/2021
- DCP : Director Certification Program, Class 181/2013
- Certificate in Advanced Legal Studies, Lawyers Council
- Rule of Law for Democracy (class 7), College of the Constitutional Court
- Advance Certificate Course in Public Administration and Law for Executives Class, King Prajadhipok’s Institute
- Certification of International and Telecommunications Law and Regulation Summer School 2014, Cambridge UK
- Administrative Justice for Executives Program (class 4), Administrative Justice Institute, Office of the Administrative Courts

**Work Experience**

2021 – present	<ul style="list-style-type: none"> <li>• Director of ITV Plc.</li> <li>• Executive Vice President – General Counsel &amp; Company Secretary of Intouch Holdings Plc., Head of Legal, Head of Company Secretary and Compliance of Intouch Holdings Plc.</li> <li>• Director of I.T. Applications and Service Co., Ltd.</li> <li>• Director of Intouch Media Co., Ltd.</li> <li>• Director of Touch TV Co., Ltd.</li> </ul>
2017 – present	Director of Artware Media Co., Ltd.
2015 – 2021	Director of High Shopping TV Co., Ltd.
2005 – 2021	Head of Legal of Intouch Holdings Plc.
2001 – 2005	Senior Executive Director-Legal of True Move Co., Ltd.

**Illegal record in the past 10 years**      None

**Meeting attendance in 2021**                      1/7

**Preliminary information on the nominated persons being proposed for directorships**

**Mr. Metho Piamthipmanus**

(Replaced Mr. Wuttiorn Diawpanich by the Board resolution of the Board meeting no. 6/2021 which was held on 15 December 2021

**Position:** Director  
**Age:** 48  
**Shareholding:** 0.000 %  
**Relationship with Director and Management** None

**Highest Education:**

- Master's Degree in Business Administration, Sasin School of Management, Chulalongkorn University

**Governance Training of IOD/Others**

- DCP : Director Certification Program, Class 186/2014
- Executive Development Program, Class 10

**Work Experience**

2022 – present	<ul style="list-style-type: none"> <li>• Acting Head of Finance and Accounting of Intouch Holdings Plc.</li> <li>• Director of Ecartstudio Co., Ltd.</li> </ul>
2021 – present	<ul style="list-style-type: none"> <li>• Director of ITV Plc.</li> <li>• Director of I.T. Applications and Service Co., Ltd.</li> <li>• Director of Intouch Media Co., Ltd.</li> <li>• Director of Touch TV Co., Ltd.</li> <li>• Director of Artware Media Co., Ltd.</li> </ul>
2019 – present	Director of Peer Power Co., Ltd.
2017 – present	Senior Vice President- Finance of Intouch Holdings Plc.
2012 – 2017	Vice President- Finance of Intouch Holdings Plc.

**Illegal record in the past 10 years** None

**Meeting attendance in 2021** 1/7

**Guidelines for attending the Annual General Meeting of Shareholders for 2022  
via Electronic Media of ITV Public Company Limited**

ITV Public Company Limited (the “Company”) will hold the Annual General Meeting of Shareholders for 2022 via Electronic Media only (“E-AGM”) on Wednesday, April 27, 2022, in which the Company will not provide onsite registration or voting on the meeting day. Thus, all shareholders are requested to attend the meeting via Electronic Media.

The Company has engaged Inventech Systems (Thailand) Limited (Inventech) to provide the service and system for the meeting by Electronic Media, the system of Inventech has been reviewed for an information security standard of Electronic Meeting by Ministry of Digital Economy and Society. There are 3 parts to be processed for attending the E-AGM. The shareholders or proxies who would like to attend the meeting via Electronic Media, please proceed in accordance with the guidelines which will be explained accordingly: -

**Part 1 Submission of request for attending the E-AGM (e-Request)**

The **e-Request** will be available from April 18, 2022 at 8.30 a.m. and will be closed at the end of meeting on April 27, 2022 **\*Once your request is approved, you will receive an email to notify your username and Password to process the E-AGM system\***

**e-Request Channel**

<https://app.inventech.co.th/ITV170752R>

or scan QR code



**User Manual for e-Request submission**



**Part 2 Registration to attend the E-AGM on the meeting date (e-Register)**

The **e-Register** will be accessible for attending the E-AGM on April 27, 2022 from 12.00 noon until the end of meeting. (Cisco WebEx Meeting system)

**Installation Guide for WebEx Meeting**



**Part 3 Voting (e-Voting)**

Please find the “**Part 3 Step for e-Voting**” in page 5.

The vote can be changed until the vote closing for each agenda item. (Inventech Connect system)

**User Manual for Inventech Connect**



**If you have any problem on the software, please contact Inventech Call Center**



**Tel 02 9319133**



**@inventechconnect**

The Call Center service will be available from April 18, 2022 at 8.30 a.m.-5.30 p.m, and ended on April 27, 2022, at the time that the meeting is closed.



**(Specifically excludes holidays and public holidays)**



**Report a problem**

**Suggestion for the process of attending the E-AGM**

**1. For e-Request process to receive user name and password to access the E-AGM, please provide the information and required documents as follows:**

<p>1) Name and Surname</p> <p>3) Shareholder's registration number</p> <p>5) Mobile phone number</p> <p>7) Additional attachments (as the case may be)</p>	<p>2) Identification Card Number (if non-Thai national, passport number)</p> <p>4) Amount of shares</p> <p>6) Email <b>* 1 Email account per 1 shareholder's registration number. Do not use duplicate emails*</b></p>
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<ul style="list-style-type: none"> <li>● <b><u>For shareholders attending in person or proxy to the Company's director</u></b> A copy of shareholder's Identification Card (passport for foreigner) signed by the shareholder as true copy certification, and a photo is also applicable to upload into the system.</li> </ul>	<ul style="list-style-type: none"> <li>● <b><u>For proxy who is not the Company's director</u></b> Proxy form duly completed and signed by the shareholder and proxy AND a copy of <u>both shareholder and proxy's</u> Identification Card (passport for foreigner) signed by each holder as true copy certification, and a photo is also applicable to upload into the system.</li> </ul>
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**2. Devices to attend the meeting and vote (please use only one)**


- PC or Laptop with the Microsoft Window system -> using Window 7 or above
- Mobiles or devices with the iOS system (iPhone/iPad -> using IOS 10.0 or above /MacBook -> using 10.13 or above)
- Mobiles, tablets or devices with the Android system -> using Android 6 or above

**Part 1 Step for submission of request for attending the E-AGM (e-Request)**

Please submit a request to attend the E-AGM via Web Browser at <https://app.inventech.co.th/ITV170752R> or scan QR Code:



and follow the steps as shown below



- 1 Click link URL or scan QR Code above
- 2 Choose a kind of request form.
 

ภาคีบุคคล / Attend in person

รับมอบอำนาจ / Proxy

มอบอำนาจให้กรรมการ / Assign proxy to director
- 3 Enter required information displayed on the screen.
- 4  agree to the Requirements for Meeting Attendance via the Inventech Connect.
- 5 Click "Request" button.
- 6 Please wait for an email from the administrator (sending a link and Username & Password for attending the E-AGM)

**\*\* 1 email account per 1 shareholder ID, do not use duplicate email\*\***

After successful of request submission, the shareholders/proxies will receive an email to notify on the followings:

- 1) Link of Registration for the meeting
- 2) **Username** and **Password** for e-Register and e-Voting
- 3) Link for download and installation of Cisco WebEx Meeting Application
- 4) Link for user manual.

**Proxies**

- 1) Authorize the Company's director **Shareholder can create a proxy document through the e-Request system.** In case that this process is successful, the shareholder is not required to send any original document to the Company by mail.
- 2) Authorize a proxy by uploading a proxy form through the e-Request system **Please mail the original signed of proxy form with required documents** (please find details in the “ *Enclosure 7 Explanation regarding the required documents to identify shareholders or their proxies who are eligible to attend the meeting and vote via Electronic Means (E-AGM)*”) to the Company by April 20, 2022 at the following address:

The Company Secretary of ITV Plc.  
 SJ Infinite One Business Complex, 30<sup>th</sup> floor  
 349 Vibhavadi-Rangsit Road, Chompol, Chatuchak, Bangkok 10900, Thailand.

**Shareholder/proxy who has been authorized by multiple shareholders must process e-Request and e-Register for each. Such proxy can click the "Switch Account" button to access other accounts without leaving the meeting.**

*\* For your convenience, please install the application “Cisco WebEx Meetings on your device before the meeting date \**

**Installation Guide for Cisco WebEx Meetings**


**For IOS Operating System**

- 1 Go to Application **App Store**
- 2 Search **Cisco Webex Meetings**
- 3 Click **“GET”** for install application
- 4 Please **wait** until to download is complete
- 5 **Finish** the application has installed it will appear on your smart phone



**For Android Operating System**

- 1 Go to Application **Play Store**
- 2 Search **Cisco Webex Meetings**
- 3 Click **“INSTALL”** for install application
- 4 Please **wait** until to download is complete
- 5 **Finish** the application has installed it will appear on your smart phone



**For Windows Operating System**

- 1 Go to website <https://www.webex.com/downloads.html>
- 2 Click **“For Windows (64 bit)/For Windows (32 bit)”** choose to the operating system on your computer.
- 3 Click the downloaded file **“webexapp.msi”** for installation Cisco Webex Meetings.
- 4 Click **“Next”** button for install program.
- 5 Please **wait** until to download is complete.
- 6 Click **“Finish”** button when the system finishes installation.
- 7 Click **“Agree”** button for accept the terms in the license
- 8 Enter **“your email”** and click **“Next”** button to get access.





**Remarks** The operating effective of the electronic conference system and Inventech Connect system will depend on the attendee’s internet and/or device program. Please check your internet and device as instructed below:

1. Internet speed requirements
  - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
  - High Quality Video: Must be have internet speed at 1.0 Mbps.
  - Standard Quality Video : Must be have internet speed at 0.5 Mbps.
2. Requirement Browser Firefox or Chrome (Recommend) or Safari

**Part 2 Step for Registration to attend the E-AGM on the meeting date (e-Register)**

- 1 Click registration link **URL** that is shown in the email that you received from the administrator.
- 2 **Enter Username and Password** that you received by email from the administrator or request OTP for your logging in
- 3 **Click “REGISTER”** button.  
 \*This step will be deemed that the shareholder has already registered to attend the E-AGM and his/her shares shall be counted as a quorum.\*
- 4 **Click “Live broadcast”** button
- 5 Follow to the steps as the device of your choice below


PC/Laptop :  
 Please enter the details for registration to watch the live broadcast via the Cisco Webex Meetings Application as follows



- (1) Enter the email address as the same as the email that you filled in your e-Request.
- (2) Click “Join Now” button
- (3) Click “Run a temporary application”
- (4) Click the downloaded file.
- (5) Click “Join Event” button to attend the meeting.

Mobile/iPad :  
 Please fill in the details to register to watch the live broadcast via the Cisco Webex Meetings Application as follows:


- (1) Click “Join” button  
 In the event that you never use Cisco WebEx Meetings. At the first time, please click “ACCEPT” (Android) or “I Accept” (IOS) in the popup window.
- (2) Enter your name, email address in the specific fields. The email address must be the same as the email address that you filled in your e-Request.
- (3) Click all “Accept” in order to permit the application to access
- (4) Click “Join” button to get into the meeting






**Part 3 Step for Voting (e-Voting)**


After you successfully register to attend the E-AGM (e-Register), if you wish to vote, please follow the instruction for each kind of device as below:

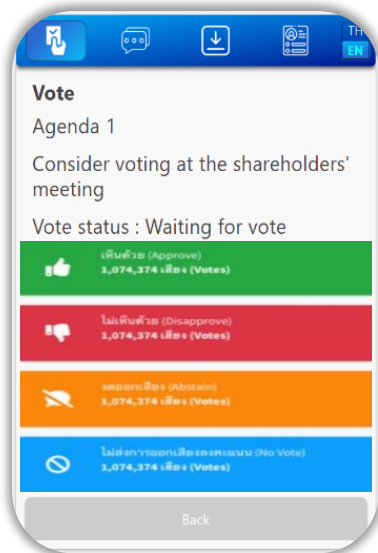
**PC/Laptop**

- 1 Click "Continue" button on menu "Multimedia Viewer".
- 2 Enter the username and password that you received from your email or request OTP to login.
- 3 Click "REGISTER" button.
- 4 Click on menu "Voting" or the symbol 
- 5 Select the agenda item that you want to vote.
- 6 Click the voting button as you choose.
- 7 The system will display your latest vote status.

**Mobile/iPad**

- 1 Click on menu "Participants" or the symbol 
- 2 Click on menu "Chat" and choose message from Inventech Connect (Android) or click "Chat" menu or the symbol  (iOS)
- 3 Click the link shown in the chat message.
- 4 Click "Continue" button.
- 5 Enter the username and password that you received from your email or request OTP to login.
- 6 Click "REGISTER" button.
- 7 Click on "Voting" menu or the symbol 
- 8 Select the agenda item that you want to vote.
- 9 Click the voting button as you choose.
- 10 The system will display your latest vote status

Display sample when you click "Voting" menu or the symbol 



**\* In the case of specific voting appointment, the Company will record the vote on each item that has been indicated by the shareholder in the proxy form. \***




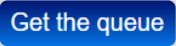
If you would like to cancel your latest voting

Click "No Vote" button (blue colour)

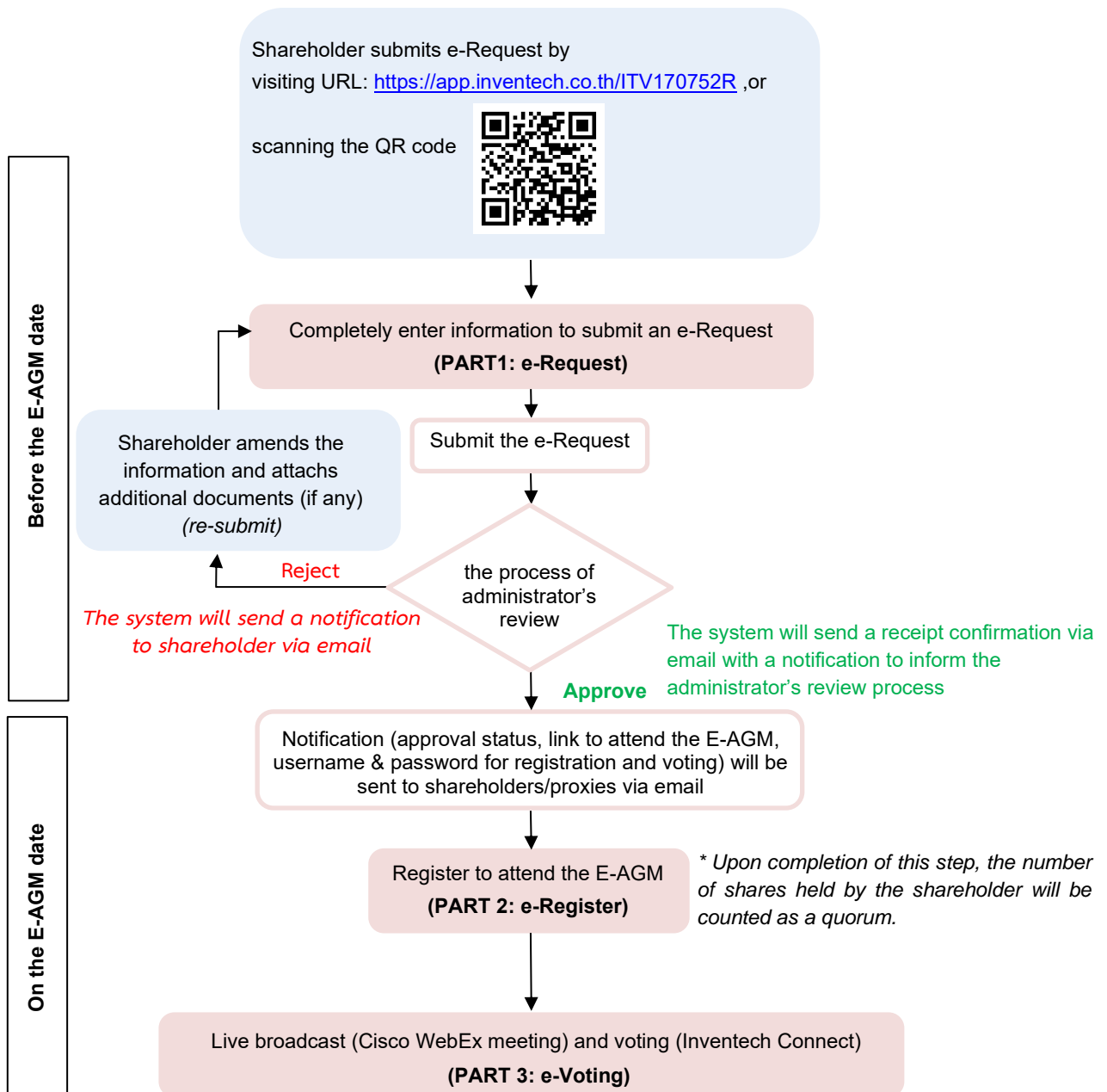
(It means your most recent vote will be equal to not voting, or your vote will be determined by the agenda item result.)

*You can conduct a review of the votes on an agenda item basis until the closing of voting for each agenda item.*

**Step for answer through Inventech Connect system**

- Click the button  and **select the agenda item** that you want to ask
- Type your question and click  . If you would like to ask via video conference, please follow below
  - click 
  - Fill out your name as shown in Webex and click 
  - Please wait in the Chat room for a signal given by the officer

Flowchart to attend the Annual General Meeting of Shareholders for 2022 via Electronic Media (E-AGM)



**Remarks:**

**1. For shareholder/proxy who has been authorized by multiple accounts**

You can click the "Switch Account" button to access other accounts. In that case, Votes and quorum will not be removed from the meeting.

**2. If shareholder/proxy clicks the "Leave Meeting" button,**

the system will remove the right to vote of such a shareholder/proxy from the meeting on the agenda item(s) that not yet been processed.

ข้อมูลกรรมการเพื่อประกอบการมอบฉันทะของผู้ถือหุ้น  
Profile of the director who acts as a shareholder proxy

ชื่อ: นางรัตนาพร นามมนตรี  
Name: Mrs. Rattanaporn Nammontri

อายุ: 56  
Age:

ตำแหน่ง: กรรมการ  
Position: Director

ที่อยู่: 349 อาคารเอสเจ อินฟินิตี้ วัน บิสซิเนส คอมเพล็กซ์ ชั้น 30  
ถนนวิภาวดีรังสิต แขวงจอมพล  
เขตจตุจักร กรุงเทพมหานคร 10900  
Address: 349 SJ Infinite One Business Complex, 30th Floor,  
Vibhavadi-Rangsit Road, Chompol,  
Chatuchak, Bangkok 10900

ส่วนได้เสียพิเศษในวาระที่ 1 ถึง 7: ไม่มี  
Conflict of interest in item no.1 to 7: None



(affix Duty Stamp 20 Baht)

## Proxy Form B.

Written at \_\_\_\_\_

Shareholders' Registration No. \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year . \_\_\_\_

(1) I/We \_\_\_\_\_ nationality \_\_\_\_\_  
Address \_\_\_\_\_

(2) being a shareholder of ITV Public Company Limited ("the Company")  
holding the total number of \_\_\_\_\_ shares  
 ordinary share \_\_\_\_\_ shares

(3) Hereby appoint (may grant a proxy to the company's independent director as listed below, of which details in Enclosure 5)  
 1. Mrs. Rattanaorn Nammontri age 56 years Address: ITV Public Company Limited no. 349 SJ Infinite One Business Complex, 30<sup>th</sup> Floor,  
Vibhavadi-Ransit Road, Chompol Sub-district, Chatuchak District, Bangkok 10900 or  
 2. Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or  
 3. Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

Only one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for 2022 on Wednesday April 27, 2022 at 2.00 p.m., via electronic media or such other date, time, method and place as the meeting may be rescheduled.

(4) In this Meeting, I/we authorize my/our proxy to vote on my/our behalf as follows:

Item No. 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for 2021, held on April 8, 2021.

- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
 (b) I direct my proxy to cast the vote indicated below:  
 Approve  Disapprove  Abstain

Item No. 2 To consider and approve the financial statements for the year ended December 31, 2021.

- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
 (b) I direct my proxy to cast the vote indicated below:  
 Approve  Disapprove  Abstain

Item No. 3 To approve the omission of a dividend payment for the year 2021.

- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
 (b) I direct my proxy to cast the vote indicated below:  
 Approve  Disapprove  Abstain

Item No. 4 To consider and approve the appointment of the Company's external auditors and fix the audit fees for the year 2022.

- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
 (b) I direct my proxy to cast the vote indicated below:  
 Approve  Disapprove  Abstain

- Item No. 5 To consider and approve the appointment of directors to replace those who will retire by rotation in 2022.
- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) I direct my proxy to cast the vote indicated below:
- The reappointment of all directors
- Approve  Disapprove  Abstain
- The appointment of each director listed below:
1. Mr. Jitchai Musikabutr  Approve  Disapprove  Abstain
2. Mr. Metho Piamthipmanus  Approve  Disapprove  Abstain

- Item No. 6 To consider and approve the remuneration of the Company's Board of Directors in 2022.
- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) I direct my proxy to cast the vote indicated below:
- Approve  Disapprove  Abstain

Item No. 7 To acknowledge the Company's operating results in the year 2021.

Item No. 7.1 The proceeding of the dispute between the Company and the Prime Minister's Office.

Item No. 7.2 The Company's operating results for the year 2021 as disclosed in the annual report.

(These Item Nos.7.1 and 7.2 are for acknowledgement, therefore, there are no vote casting.)

- Item No. 8 Other business (if any)
- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) I direct my proxy to cast the vote indicated below:
- Approve  Disapprove  Abstain

(5) If voting in any agenda of my/our proxy hasn't follow this proxy, it shall be deemed such voting is incorrect and isn't my/our voting.

(6) In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any acts performed by the proxy in this meeting except my/our proxy hasn't voted as I/we specified. It shall be deemed to be the actions performed by myself/ourselves.



Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
( )

Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

#### Remarks

- The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
- The shareholder can vote the appointment of directors either all directors or individual director in such agenda.
- The proxy may split the votes. In this regard, if the content is too long, it can be specified in the attached supplemental proxy form.

Shareholder who is a natural person grants a proxy, please mail the following documents to the Company in the business reply envelope enclosed with the invitation documents (for the domestic postal service, no P.O. stamp required) by April 20, 2022.:

Proxy to the Company's director	Proxy to any person who is not the Company's director
1. Proxy From (duly signed by the shareholder)	1. Proxy From (duly signed by the shareholder (as grantor) and the proxy)
2. A copy of valid ID card/passport of shareholder (duly signed as certified true copy by the holder)	2. A copy of valid ID card/passport of shareholder and the proxy (duly signed as certified true copy by the holder)

Supplemental Proxy Form

The proxy is granted by a shareholder of **ITV Public Company Limited**.

For the Annual General Meeting of Shareholders for 2022 on Thursday April 27, 2022 at 2.00 p.m., via electronic media, or such other date, time, method and place as the meeting may be rescheduled.

Item no. \_\_\_\_\_ Re: \_\_\_\_\_

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) I direct my proxy to cast the vote indicated below:

Approve

Disapprove

Abstain

Item no. \_\_\_\_\_ Re: \_\_\_\_\_

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) I direct my proxy to cast the vote indicated below:

Approve

Disapprove

Abstain

Item no. \_\_\_\_\_ Re: The reappointment of all directors (continued)

Candidate Name \_\_\_\_\_

Approve

Disapprove

Abstain

Candidate Name \_\_\_\_\_

Approve

Disapprove

Abstain

Candidate Name \_\_\_\_\_

Approve

Disapprove

Abstain

Candidate Name \_\_\_\_\_

Approve

Disapprove

Abstain

Candidate Name \_\_\_\_\_

Approve

Disapprove

Abstain

**Explanation regarding the required documents to identify shareholders or their proxies who are eligible to attend the meeting and vote via Electronic Means (E-AGM)**

Every shareholders' meeting held via electronic media has to comply with the related laws and regulations. Therefore, please consult the *Guidelines for Attending the Annual General Meeting of Shareholders for 2022 via Electronic Media*, as shown in Enclosure 4. Furthermore, the Company has implemented procedures to validate supporting documents and verify the identity of shareholders or their proxies in order to ensure that they are eligible to attend the meeting and vote. These procedures are detailed below.

**1. Proxy forms**

The Company has prepared three different types of proxy form, as stipulated by the Department of Business Development at the Ministry of Commerce, for shareholders who cannot attend the meeting. Any person can be appointed as a proxy, including the director assigned by the Company for that purpose. All three proxy forms have been enclosed with the invitation letter.

**2. Appointing a proxy**

1) Complete only one of the following proxy forms:

- 1.1 *Proxy Form A* or *Proxy Form B* for general shareholders;
- 1.2 *Proxy Form A*, *Proxy Form B* or *Proxy Form C* for shareholders listed in the share register book as foreign investors (who have appointed a custodian in Thailand to supervise their shares).

2) Authorize any person who is *sui juris* to attend the meeting and vote on your behalf by specifying his or her full name and contact details. Alternatively, you may authorize the Company's director who is named in Enclosure 5. You can only appoint one proxy.

If you wish to appoint the Company's director, please sign the proxy form before sending all the documents to the Company Secretary Office. All the documents must reach the Company before 20 April 2022.

3) Affix the 20-baht duty stamp to the proxy form and write the date across the stamp. If you do not have a duty stamp, the Company will affix one when it receives your documents.

Votes cast by a proxy must represent the total number of shares held by the shareholder, and cannot be split between "Agree", "Disagree" or "Abstain" for each item on the agenda, except in the case of a custodian appointed by a foreign investor in accordance with *Proxy Form C*.

**3. Documents to be produced prior to the meeting**

In every case, the identity documents must be issued by competent authorities; for example, a Thai National ID card, Civil Servant ID card, passport or driving license. These documents must still be valid and not be damaged or in a condition that cannot identify the holder. If the holder has changed his or her name, supporting documentary evidence is required.

If an original document is not issued in Thai or English, please attach the English translation duly certified by an authorized representative of that juristic person.



**Natural persons**

- 1) Personal attendance: a digital copy of the shareholder's identity document must be submitted in order to obtain a username and password.
- 2) Proxies:
  - Either Proxy Form A or Proxy Form B, duly filled in and certified by the shareholder and proxy.
  - A copy of the shareholder's identity document duly certified by the shareholder.
  - A copy of the proxy's identity document duly certified by the proxy.

**Juristic persons**

- 1) Personal attendance by authorized person(s):
  - Either *Proxy Form A* or *Proxy Form B*, duly filled in and certified by the shareholder and proxy.
  - A copy of a company registration certificate duly certified by the authorized person(s) of that company, along with documentary proof that he/she/they is/are the real authorized person(s).
  - A copy of each authorized person's identity document duly certified by that person.
- 2) Proxies:
  - Either Proxy Form A or Proxy Form B, duly filled in and certified by the shareholder and proxy.
  - A copy of a company registration certificate duly certified by the authorized person(s) of that company, along with documentary proof that he/she/they is/are the real authorized person(s).
  - A copy of each authorized person's identity document duly certified by that person.
  - A copy of the proxy's identity document duly certified by the proxy.
- 3) Custodians appointed as depositaries by foreign investors:
  - 3.1) Custodians must prepare the documents listed under juristic persons in (1) and (2) above using *Proxy Form A*, *Proxy Form B* or *Proxy Form C*.
  - 3.2) If the custodian has been authorized to appoint a proxy, he or she must submit the following documents:
    - A power of attorney authorizing him or her to appoint a proxy.
    - Official certification that the signatory is licensed to engage in the custodian business.

**4. Registration**

Please consult the *Guidelines for Attending the Annual General Meeting of Shareholders for 2022 via Electronic Media*, as shown in *Enclosure 4*.

**5. Criteria for casting votes**

- 1) The votes for each general item on the agenda shall be counted as indicated in Proxy Forms B or C, along with an electronic ballot via e-Voting system as selected by the shareholders or their proxies who attend the E-AGM. Each share will constitute one vote. Shareholders or their proxies must vote "Agree", "Disagree" or "Abstain", while only custodians will be allowed to split votes.

## 2) Proxies:

- For specific voting appointment, the votes will be counted as specified on the proxy form. If the proxy has changed the vote specified for an item, it will be deemed invalid and not the vote cast by the shareholder.
- For general appointment, the proxy may vote on each item at his or her own discretion if the instruction on the proxy form is unclear or the shareholder has not specified which way to vote. The proxy may also use his or her own discretion if an item has been amended since the meeting agenda was published in the invitation letter, or if there is an additional item proposed at the meeting.

For the agenda items to appoint the Company's director(s), it shall comply with Article 14 of the Company's Articles of Association.

**6. Procedure for casting and counting votes**

The chairman of the meeting or one of the Company's officers will explain the vote-casting procedure before the meeting begins. The Company's officers will count the votes for each item on the agenda cast by the shareholders or their proxies at the meeting or specified beforehand. All the results will be announced by the end of the meeting. The total number of votes cast for each item could be different, as some of the shareholders may join or leave the meeting in between items.

The Company will arrange for an external legal counsel to examine the vote-casting procedure during the meeting in order to ensure transparency and compliance with the related laws, regulations and the Company's Articles of Association.

**The Company's Articles of Association in relation to  
the Annual General Meeting of Shareholders**

**1. The qualifications of the Company's directors , appointment procedure , and directors retired by rotation.**

Article 13 The Company's directors consist of at least 5 directors. These directors hold or do not hold the Company's shares. However, half of total directors must reside in the kingdom.

Article 14 The appointment of the Company's directors can be made by the Company's General Meeting of Shareholders as per following rules and procedures :-

- (1) One share has one vote.
- (2) Appointment of directors can be either for only one single candidate or for several candidates depending on the consideration of Shareholders' Meeting as appropriated. For voting either for one single candidate or for several candidates, each candidate whom shareholders vote for will gain the votes from shareholders as total numbers of shares being held by those shareholders as per (1) and those shareholders cannot separately their votes for only the specific candidate more or less.
- (3) The candidates who gain the most votes respectively will be appointed as directors as the same numbers of the Company's directors that the Company should have or should be appointed at that time. In the case that candidate who is appointed at the next sequence gain the same votes and there are more than the numbers of the directors the Company should have or should be appointed at that time, the Chairman will finally decide.

Article 15 In every Annual General Meeting of Shareholders, one - thirds of directors of the current directors are retired by rotation. If numbers of directors retired by rotation cannot be exactly counted as one-thirds, the closet numbers of one-thirds must be applied.

Retirement of the directors as per paragraph 1 of the first year and the second year can be made by drawing. For later years, the directors who serve the longest period must retire. In the meantime, if there are several directors serving the same period more than the numbers of directors who must retire at that time, the said directors must be retired by drawing. The directors who are retired by this reason may be able to be re-appointed as directors.

**2. Calling of Shareholders Meeting**

Article 29 The Board of Directors shall arrange for an Annual General Meeting of Shareholders within 4 months from the last day of the fiscal year of the Company.

The Meeting of Shareholders other than that in the first paragraph shall be called the Extraordinary Meeting.

The Board of Directors may summon an Extraordinary Meeting of Shareholders whenever the Board thinks appropriate. One or more shareholders holding shares altogether at not less than ten percent of the total number of shares sold may submit their names in a letter requesting the Board of Directors to summon an Extraordinary Meeting of Shareholders at any time but they shall give express subjects and reasons for such request in the said letter. In such case, the Board of Directors shall arrange for the Meeting of Shareholders to be held within 45 days from the date of receipt of such request from the shareholders.

In case the board of directors fails to arrange for the meeting within such period under third paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within 45 days as from the date of expiration of the period under third paragraph. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under fourth paragraph, the number of the shareholders presented does not constitute quorum as provide by Article 33, the shareholders under fourth paragraph shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Article 31 In calling a shareholder meeting, the board of directors shall prepare a written notice calling the meeting that states the place , date , time , agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter to be propose to the meeting with reasonable detail by indicating clearly whether it is the matter propose for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and the said notice shall be delivered to the shareholder and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper at least three days prior to the date of the meeting.

### **3. Granting Proxy to attend the shareholder meeting**

Article 32 Shareholders may authorize other persons as proxies to attend and vote at any meeting on their behalf by issuing the letter in accordance with the form as defined by the registrar. The proxies shall submit the letter to the President or the person defined by the President at the meeting before the proxies.

### **4. The Quorum**

Article 33 In order to constitute a quorum, there shall be shareholder and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholder and in either case such shareholder shall hold shares amounting to not less than one-third of the total number of shares sold of the company.

At any shareholder meeting, if one hour has pass since the time specified for the meeting and the number of shareholder attending the meeting is still inadequate for a quorum. If such meeting was not called as a result of a request by the shareholder, the meeting shall be called once aging and notice calling such meeting shall be delivered to shareholder not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Article 34 The chairman of the board shall be the chairman of shareholder meeting. If the chairman of the board is not present at a meeting or cannot perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be the chairman of the meeting. If there is no vice-chairman or there is a vice-chairman who is not present at the meeting or cannot perform his duty, the shareholder present at the meeting shall elect one shareholder to be the chairman of the meeting.

### **5. Voting**

Article 35 The chairman of the shareholder meeting has the duty to conduct the meeting in compliance with the articles of association of the company relating to meeting and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting my pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-third of the number of the shareholder present at the meeting.

Article 36 Unless otherwise stipulated by these articles, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.

In the follow events, a vote of not less than three quarters of the total number of vote of shareholder who attend the meeting and have the right to vote:

- (1) the sale or transfer of the whole or important parts of the business of the company to other persons;
- (2) the purchase or acceptance of transfer of the business of other companies or private companies by the company;
- (3) the making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the company, the assignment of the management of the business of the company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing.

### **6. Dividend payment**

Article 42 No dividends shall be paid otherwise than out of profits. The directors shall allocate the remaining profit after dividend payment to be other reserves as appropriate.

### **7. Appointment of the auditors**

Article 46 The Annual General Meeting of Shareholders appoint the auditors and consider the audit fees of the Company every year. Appointment the Company's auditors can be the same auditors.



แบบฟอร์มส่งคำถามล่วงหน้าสำหรับการประชุม  
Question Submission Form for the Shareholders' Meeting

เรียน บริษัท ไอทีวี จำกัด (มหาชน)  
To: ITV Public Company Limited

ข้าพเจ้า (ชื่อ)..... (นามสกุล) .....  
I (name) (Surname)

กรุณาระบุโดยทำเครื่องหมาย ✓ ในช่อง  / Please indicate by a check mark ✓ where

เป็นผู้ถือหุ้นของบริษัท ไอทีวี จำกัด (มหาชน)  
being a shareholder of ITV Public Company Limited

เป็นผู้รับมอบฉันทะของ.....ซึ่งเป็นผู้ถือหุ้นของบริษัท ไอทีวี จำกัด (มหาชน)  
being a proxy granted by , a shareholder of ITV Public Company Limited

เบอร์โทรติดต่อ..... อีเมล .....  
Tel no. email address

มีคำถามที่เกี่ยวกับวาระต่างๆ ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ดังนี้  
would like to ask question(s) in relating to the agenda of AGM for 2022 as follows:

วาระที่..... คำถาม:.....  
Item no Question:

.....  
.....  
.....

วาระที่..... คำถาม:.....  
Item no Question:

.....  
.....  
.....

วาระที่..... คำถาม:.....  
Item no Question:

.....  
.....  
.....