



ITV Public Company Limited

Invitation to The Extraordinary General Meeting of Shareholders no.1/2024 via Electronic Media (E-AGM)

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(For Item No.1)

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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

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*To understand your privacy rights, please read the Privacy Notice on the Company's website www.itv.co.th, or scan the QR code below





(Translation)

Registration No 0107541000042

February 29, 2024

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2024 via electronic media
To: All shareholders of ITV Public Company Limited

Notice is hereby given by the Board of Directors (the “**Board**”) of ITV Public Company Limited (the “**Company**”) that the Extraordinary General Meeting of Shareholders No. 1/2024 will be held via electronic media (“E-EGM”) on Monday, March 18, 2024, 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 2023, held on April 26, 2023

Purpose and Rationale: The Annual General Meeting of Shareholders for 2023 was held on April 26, 2023, 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 required by law.

The Board’s Opinion: The Board has recommended to the shareholders’ meeting to adopt the Minutes of the Annual General Meeting of Shareholders for 2023, held on April 26, 2023, which the Board has resolved 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 decrease in the registered capital and paid-up capital of the Company by reducing the par value of the Company and the amendment to Clause 4. (Capital) of the Company’s Memorandum of Association to align with the decrease of the Company’s registered capital

Purpose and Rationale: According to the final judgment rendered by the Supreme Administrative Court, it has ruled to reject the appeal of the Office of the Permanent Secretary, the Prime Minister’s Office or PMO, and to annul the procedure accepting the PMO’s appeal and the Company’s response to the appeal, which results in PMO precluding from initiating any additional legal proceedings against the Company on the same grounds. Consequently, the arbitral award has a legally binding effect on the parties; the Company reversed the entire amount of its accounting provision liability in the financial statement as of 31 December 2023 to align with the arbitral award whereby as of 31 December 2023, the Company’s deficit decreased, and the shareholders’ equity turned to be positive. As shown in the Company’s financial statements as of December 31, 2023, which have been audited and signed by the auditors of KPMG Phoomchai Audit Co., Ltd., the Company has a deficit (accumulated losses) and no legal reserves or other reserves. Therefore, the Company can proceed with decreasing the registered capital to less than one-fourth of the total registered capital, which is in accordance with Section 139, paragraph two, of the Public Limited Companies Act B.E. 2535 (as amended) (the “**Public Limited Companies Act**”).

Therefore, the Company would like to proceed to decrease the registered capital and paid-up capital of the Company by reducing the par value from 5.00 baht per share to 0.02 baht per share. This will also result in a decrease in the issued and paid-up capital of the Company by 6,009,353,052.00 baht to

1. Compensate for the deficiency in the share capital of 174,296,959.39 baht;
2. Compensate for the deficit of 4,586,786,929.25 baht; and
3. Return capital resulting from the capital decrease to all shareholders at a rate of approximately 1.03445086 baht, totaling 1,248,269,163.36 baht

The details are summarised below:

Unit: baht

Details	Before the Capital Decrease	The Capital Decrease	After the Capital Decrease
	par value of 5.00 baht per share		par value of 0.02 baht per share
Registered capital <i>(Divided into 1,560,000,000 shares)</i>	7,800,000,000.00	(7,768,800,000.00)	31,200,000.00
Issued and Paid-up Capital <i>(Divided into 1,206,697,400 shares)</i>	6,033,487,000.00	(6,009,353,052.00)	24,133,948.00
Share Premium (Deficiency in share capital)	(174,296,959.39)	174,296,959.39	-
Legal Reserve	-None-	-	-None-
Other Reserve Fund	-None-	-	-None-
Deficit	(4,586,786,929.25)	4,586,786,929.25	-
Other components of shareholders' equity	(3,342.99)	-	(3,342.99)
Total Amount of Shareholders' Equity	1,272,399,768.37	(1,248,269,163.36)*	24,130,605.01
* The capital returning to all shareholders at a rate of approximately 1.03445086 baht per share			

In addition, according to Section 139 of the Public Limited Companies Act, after receiving approval from the Company's shareholders' meeting, the Company will send a letter notifying the resolution of the capital decrease to the Company's creditors within 14 days from the date the shareholders' meeting passed the resolution, with the deadline for sending objections within 2 months from the date of receiving such letter notifying the resolution. The Company will publish the resolution in a newspaper within 14 days from the date the shareholders' meeting passed the resolution in accordance with Section 141 of the Public Limited Companies Act.

The Company will distribute the funds resulting from the capital decrease to the shareholders whose names appear in the Company's shareholder register on the book closing date on February 27, 2024, which is the list of shareholders who are entitled to attend and vote at the Extraordinary General Meeting of Shareholders No. 1/2024. The return of the capital resulting from the capital decrease will be distributed to each shareholder after the Company has taken various steps as required by law, including the completion of registration of the capital decrease and the change in paid-up capital with the Department of Business Development, Ministry of Commerce.

In this regard, to be in line with the decrease of the Company's registered capital, it is considered appropriate to propose to the shareholders' meeting to consider and approve the amendment to Clause 4. (Capital) of the Memorandum of Association as per the following details:

“Clause 4. Registered Capital	:	31,200,000 baht	(Thirty-one million two hundred thousand baht)
Divided into	:	1,560,000,000 shares	(One billion five hundred sixty million shares)
Par Value per Share	:	0.02 baht	(Two satang)

Classified into

Ordinary Shares	:	1,560,000,000 shares	(One billion five hundred sixty million shares)
Preferred Shares	:	-None-	(-)"

Furthermore, to facilitate various actions related to the decrease in the registered capital of the Company by reducing the par value and the amendment to Clause 4. (Capital) of the Memorandum of Association to align with the decrease of the Company's registered capital, the Company then proposes the Meeting to consider and approve the appointment of Chairman of the Board of Directors and/or an authorized director of the Company and/or persons designated by the Chairman of the Board of Directors and/or an authorized director of the Company to be the authorized person to prepare the documents and applications, and proceed with the registration of capital decrease and amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, including to have the authority to amend or add the statements in the related documents and applications as per the order of the registrar, as well as undertake any necessary transaction in relation thereto until the proceeding of capital decrease and the relevant amendments to the documents and application have been completed.

The Board's Opinion: The Board has agreed to propose the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the decrease in the registered capital and paid-up capital of the Company by reducing the par value from 5.00 baht per share to 0.02 baht per share to fully compensate for the entire deficiency in share capital and deficit and return reduced capital to all shareholders, and the amendment to Clause 4. (Capital) of the Company's Memorandum of Association to align with the decrease of the Company's registered capital, as well as the authorization to Chairman of the Board of Directors and/or an authorized director of the Company and/or persons designated by the Chairman of the Board of Directors and/or an authorized director of the Company to be the authorized person to prepare the documents and applications and proceed with the registration of capital decrease and the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, including having the authority to amend or add the statements in the related documents and applications as per the order of the registrar, as well as undertake any necessary transaction in relation thereto until the proceeding of capital decrease and the relevant amendments to the documents and application have been completed.

Voting: To approve this matter, a resolution must be passed by not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote.

Item No. 3 Other business (if any)

The Company will close the share registration book to determine the right to attend and vote on February 27, 2024, until the Extraordinary General Meeting of Shareholders No. 1/2024 is completed. Therefore, we would like to invite shareholders to attend the meeting on the date and time mentioned above.

The registration and voting procedures will be undertaken electronically. Please refer to *Enclosure 2* for the related instructions. A representative from a law firm will be invited to observe the meeting and inspect the voting process 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 3*, 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 4*) 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. Please mail the completed proxy form and supporting documents listed in *Enclosure 5* to the Company by March 12, 2024.

Yours faithfully,



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

ITV Plc.

No. 87 M. Thai Tower, 27th floor, Wireless Road, Lumpini, Pratumwan, Bangkok 10330, Thailand.

Tel: (+66) (0)2-118-6965

Note: All the shareholders can access the Extraordinary General Meeting of Shareholders No. 1/2024 notice and all the related documents through the Company's website (www.itv.co.th) from March 4, 2024, onwards.

-Translation-

Minutes of the Annual General Meeting for Shareholders for 2023

ITV Public Company Limited

Registration No. 0107541000042

Wednesday, April 26, 2023, at 14.00 hours

via electronic media (E-AGM)

ITV Public Company Limited (“the Company”) closed its share register on April 7, 2023 to determine the right to attend and vote in the Meeting. There were 9,503 shareholders on the date of closing the share register, holding 1,206,697,400 shares.

Board of Directors attending the meeting:

1. Mr. Kim Siritaweechai	Chairman of the Board
2. Mr. Jitchai Musikabutr	Board Member
3. Mr. Metho Piamthipmanus	Board Member
4. Ms. Thanyaluk Buathong	Board Member
5. Dr. Rattanaporn Nammontri	Board Member

External Auditor attending the meeting:

Mr. Sakda Kaothanthong, representative from KPMG Phoomchai Audit Limited

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

Ms. Jinjutha Techakumphu, 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 2023 was being held via electronic media (E-AGM), and the Company would collect log files of all attendees’ electronic traffic for evidence (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, and log out, etc.). The Company would also make video and audio recordings of the Meeting as the law requires.

After the shareholders and proxies registered the E-AGM with their usernames and passwords, their shares would be counted as a quorum. In case of logging out before the end of the voting period, their attendance and vote would not be counted for that particular item. However, they would still be able to log in again and vote on the remaining items.

Vote-casting Procedure

- 1) The agenda will be proposed item by item as specified in the invitation letter. Before voting on each item, the Company will present the information, and the shareholders or proxies will be allowed to ask questions or express opinions. After the vote counting, the Company will share the vote result in the Meeting.

- 2) Each shareholder is entitled to one vote for each share that he or she holds. The shareholder who wishes to vote will vote through the Inventech Connect system.
- 3) Shareholders can *agree to, disagree with, or abstain* from each agenda. The electronic voting system would display the order keys *Agree, Disagree, Abstain, and Cancel Vote* and set one minute to vote for each agenda. Shareholders would see the countdown timer on his or her screen and be able to change his or her vote until the end of such specified time.
- 4) If any agenda is not voted or the latest vote is canceled without any replacement within the specified time for any reason, including disruptions in the internet connection of the attendees, the vote will be deemed as *approve*.
- 5) In calculating the votes, the Company will consider the disagree and abstention votes and subtract them from the total votes at the Meeting. The balance votes, which refer to the rest of the shareholders who did not vote, will be deemed as *agreed*.
- 6) In counting the votes on every agenda, the Company will consider the majority vote of the shareholders who attend the Meeting and vote, except Agenda Item 6, which is about approving the remuneration of directors, and Agenda Item 7, which is about approving the amendments to Articles 23, 31, and 42 of the Company's Articles of Association. The Company will consider a vote of not less than two-thirds of the total number of shareholders' votes who attend the Meeting.
- 7) The number of recorded shareholders' votes may vary in each agenda item because some additional shareholders or proxies may log in or out during the Meeting.
- 8) If a shareholder is assigned a proxy with a specified vote in advance, the Company will record the shareholders' votes and count the votes according to the shareholders' wishes, which proxies will not be allowed to vote against.
- 9) If shareholders or proxies face any problem in accessing the electronic meeting or electronic voting systems, please study and follow the guidelines and instructions enclosed in the invitation letter or contact the call center service staff at 02 9319136.
- 10) If the system is down, the shareholders will receive an email with a link to return the electronic meeting through the provider's backup system.

How to ask questions or express opinions at the Meeting

Shareholders or proxies may ask their questions or express their opinion about any agenda through the Q&A chat box or video conference of the Inventech Connect.

However, due to the necessity to control time and maintain order in the Meeting, the Company reserves the right to cut short the video conference and respond to questions related to the agenda items that are open for voting.

Thereafter, the Meeting moderator stated that there were 37 shareholders attending the Meeting in person or through their appointed proxies, representing 698,538,960 shares, which is equivalent to 57.8884 percent of the total paid-up shares of the Company at 1,206,697,400 shares of the Company, which was the number not less than one-third of the total paid-up shares, constituting a quorum per Article 33 of the Company's Articles of Association.

Preliminary Proceedings

Mr. Kim Siritaweechai, the Chairman of the Board (“the Chairman”), presided over the Meeting 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 2022, held on April 27, 2022

The Chairman proposed the Meeting to adopt the Minutes of the Annual General Meeting of Shareholders for 2022, held on April 27, 2022, which the Board of Directors considered that the minutes of the Meeting had been correctly recorded as Enclosure 1 attached to the invitation letter of the Annual General Meeting of Shareholders for 2023 (full version). After scanning the QR code as appeared in the invitation letter sent to all shareholders (brief version), shareholders could read the invitation letter in full version and its enclosures, including the Minutes of the Annual General Meeting of Shareholders for 2022.

The Chairman allowed the shareholders to inquire about the Minutes of the Annual General Meeting of Shareholders for 2022, held on April 27, 2022, but none of the shareholders raised any inquiries. Therefore, the Chairman requested the Meeting to adopt the Minutes of the Annual General Meeting of Shareholders for 2022. This agenda item must be approved by most 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 2022, held on April 27, 2022, as proposed by the Chairman, by a majority vote of the shareholders attending the Meeting and casting their votes as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	Percentage of the Total Shares Held by the Shareholders Who Attended the Meeting
Approve	653,827,146	93.6238
Disapprove	44,528,114	6.3761
Abstained	183,700	-
Invalid Ballots	-	-

Item No. 2 To consider and approve the financial statements for 2022 ending December 31, 2022

The Chairman assigned Mr. Metho Piamthipmanus, the Director, to present the financial statements for 2022 ended December 31, 2022, for the Meeting's consideration, in which Mr. Metho presented to the Meeting as follows:

To comply with Section 112 of the Public Limited Companies Act, B.E. 2535, which provides that the Company is required to prepare a balance sheet and a profit or loss account at the end of each fiscal year, which are then audited by an external auditor and propose them to the Meeting for approval. Accordingly, the Board of Directors then agreed to propose the Shareholders' Meeting to approve the Company's financial statements for 2022 ended December 31, 2022, which had been audited and signed by the appointed external auditor from KPMG Phoomchai Audit Limited. These statements had received a

disclaimer of opinion for the auditor due to the significance of the disputes between the Company and the Office of the Permanent Secretary of the Office of the Prime Minister (“PMO”), which is in the process of the Supreme Administrative Court. The summary of financial statements is as follows.

Statement of Profit or Loss

In 2022, the Company’s net profit was approximately THB 6 million, which decreased THB 2 million in 2021. It was mainly from the decrease of revenue, THB 3 million, resulting from the return on investment and interest income in consistency with the economic conditions in the domestic bond market, which were dropped due to in 2022 the return was 0.55%, lower than in 2021 at THB 1 million due to the legal advisory and attorney fees of approximately BHT 2 million settled with other expenses which a bit increase.

Statement of Financial Position

As of December 31, 2022, the Company had a total asset of approximately THB 1,266 million, slightly decreased from the end of 2021. The assets were mainly other current financial assets, which were investments in bonds through private funds handled by two fund managers.

The Company had a total liability of THB 2,892 million, a slight decrease from the end of 2021. The main liability was the provision for unpaid operating agreement fees and interest following the arbitral award. The equity was still negative at approximately THB 1,626 million.

The Company’s financial statements for the year ended December 31, 2022, were disclosed in the Company’s annual report year 2022.

The Chairman allowed the shareholders to inquire about the financial statements for 2022 ending December 31, 2022, but none of the shareholders raised any inquiries. Hence, the Chairman requested the Meeting to consider and approve the 2022 financial statements ending December 31, 2022. This agenda item must be approved by a majority vote of shareholders attending the Meeting and casting their votes.

Resolution

The Meeting considered and resolved to approve the 2022 financial statements ending December 31, 2022, by a majority vote of the shareholders who attended and cast their votes. The total votes cast are as follows:

Resolution	Number of votes (1 Share = 1 Vote)	Percentage of the Total Shares Held by the Shareholders Who Attended the Meeting
Approved	653,083,146	93.5173
Disapproved	45,272,114	6.4826
Abstained	183,700	-
Invalid Ballots	-	-

Item No. 3 To approve the omission of dividend payments for the operating results of 2021

The Chairman assigned Mr. Metho Piamthipmanus, the Director, to present for the Meeting's consideration. Mr. Metho presented the following:

According to the Board of Directors' Meeting No. 1/2023, passed a resolution agreeing that the Company deemed it appropriate to suspend the dividend payout for 2022 since the Company's financial statements for the year ending December 31, 2022, had retained a loss of 7,480,276,245 baht. Pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 and Article 42 of the Company's Articles of Association, they stated that dividends shall not be paid other than out of profits. Because the Company had recorded a loss, the Company then would be prohibited from paying any dividend. Thus, it was proposed to the Meeting to approve the omission of dividend payments to the shareholders for the operating results in 2022.

The Chairman allowed the shareholders to inquire about the omission of dividend payments for operating results in 2022, but none of the shareholders raised any inquiries. Therefore, the Chairman requested the Meeting to consider and approve the omission of dividend payment for the Company's operating results in 2022. This agenda item must be approved by a majority of the shareholders 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 2022 by a majority vote of the shareholders who attended and cast their votes. The total votes were cast as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	Percentage of the Total Shares Held by the Shareholders Who Attended the Meeting
Approved	653,083,146	93.5173
Disapproved	45,272,114	6.4826
Abstained	183,700	-
Invalid Ballots	-	-

Item No. 4 To consider and approve the appointment of the Company's external auditors and fix the audit fees for 2023

The Chairman assigned Mr. Metho Piamthipmanus, the Director, to present for the Meeting's consideration. Mr. Metho presented the following:

To comply with Section 120 of the Public Limited Companies Act, B.E. 2535, which requires the Annual General Meeting of Shareholders to consider and approve the appointment of external auditors and fix the annual Audit fees, the Board of Directors' Meeting No. 1/2023 passed a resolution agreeing that the Company should propose the Shareholders' Meeting to consider and approve the appointment of the auditors from KPMG Phoomchai Audit Limited ("KPMG") as the Company's external auditor for 2023 because KPMG has audit expert skill and is a big one of four international leading service providers. In addition, its audit fee is an appropriate rate. This appointment would be KPMG's second consecutive one-year term. The Company then proposed to appoint the following auditors:

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

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

KPMG and the proposed auditors are independent and have no conflicts of interest with the Company, its subsidiary, executives, the major shareholders, or related parties of such persons.

However, there was no other service fee that was not an audit fee paid to KPMG and its connected enterprise.

In addition, the Company proposed during the Shareholders' Meeting to fix the Company's audit fees for 2023 at 430,000 baht. This amount was equivalent to the audit fees for 2022.

Therefore, the Meeting was required to consider and approve the appointment of the Company's external auditor and fix the Company's audit fee for 2023 as presented.

The Chairman allowed the shareholders to inquire about the appointment of the Company's external auditors and fix the audit fee for 2023, but none of the shareholders raised any inquiries. The Chairman then requested the Meeting to consider and approve the appointment of auditors and fix the audit fee for 2023. This agenda must be approved by most shareholders attending the Meeting and casting their votes.

Resolution

The Meeting considered and resolved to approve the appointment of the Company's auditors and fix the audit fee for 2023 by a majority vote of the shareholders attending the Meeting and casting their votes as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	Percentage of the Total Shares Held by the Shareholders Who Attended the Meeting
Approved	653,827,146	93.6238
Disapproved	44,528,114	6.3761
Abstained	183,700	-
Invalid Ballots	-	-

Item No. 5 To consider and approve the appointment of directors to replace those who will retire by rotation in 2023

The Chairman assigned Mr. Jitchai Musikabutr, the Director, to present in consideration of the Meeting. Mr. Jitchai presented the following:

Section 71 of the Public Limited Companies Act, B.E.2535, and Article 15 of the Company's Articles of Association provide that one-third of the directors must retire on the date of each Annual General Shareholders' Meeting. If their number is not a multiple of three, the number nearest to one-third must retire. However, the retired directors are eligible to be reappointed to assume the same position for another term of office.

Currently, the Company consists of five directors; therefore, at the Annual General Meeting of Shareholders for 2023, two directors must retire by rotation, namely Ms. Thanyaluk Buathong and Mrs. Rattanaporn Nammontri.

The Board of Directors opined that the retired directors' qualifications, educational background, and competency were suitable, and their experience would be useful for the Company. Thus, the board agreed to propose to the Shareholders' meeting to approve the reappointment of the retired directors to assume the same position for another term of office.

All the directors' personal details, including age, shareholding proportion, educational background, work experience, and the Board of Directors' Meeting attendance record, were shown on pages 3 to 8 of the Company's 2022 report.

The Chairman let the shareholders ask about appointing directors to replace those who will retire by rotation in 2023. A shareholder submitted the following inquiry:

Mr. Panuwat Kwanyuen

Does the Company have any director who is a politician?

Answer

No company directors are politicians.

The Chairman then requested the Meeting to consider and approve the reappointment of each director who must retire by rotation to assume the same position for another term of office. This agenda must be approved by a majority of the shareholders attending and casting their votes:

- (1) To propose the Meeting to consider and approve the reappointment of **Ms. Thanyaluk Buathong** to assume the same position for another term of office

Resolution: The Meeting considered and resolved to approve the reappointment of **Ms. Thanyaluk Buathong** to be reinstated as the Company's Director for another term of office by a majority vote of the shareholders attending the Meeting and casting their votes as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	Percentage of the Total Shares Held by the Shareholders Who Attended the Meeting
Approved	648,627,146	93.5760
Disapproved	44,528,114	6.4239
Abstained	5,383,700	-
Invalid Ballots	-	-

- (2) To propose the Meeting to consider and approve the reappointment of **Mrs. Rattanaporn Nammontri** to assume the same position for another term of office

Resolution The Meeting considered and resolved to approve the reappointment of **Mrs. Rattanaporn Nammontri** to be reinstated as the Company's Director for another term of office by a majority vote of the shareholders attending the Meeting and casting their votes as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	Percentage of the Total Shares Held by the Shareholders Who Attended the Meeting
Approved	653,627,146	93.6220
Disapproved	44,528,114	6.3779
Abstained	383,700	-
Invalid Ballots	-	-

Item No. 6 To consider and approve the remuneration of the Company's Board of Directors for 2023

The Chairman assigned Mr. Jitchai Musikabutr, the Director, to present for the Meeting's consideration. Mr. Jitchai presented the following:

Article 20 of the Company's Articles of Association states that the Company's directors are eligible to receive remuneration for performing their duties from the Company. The Board of Directors then agreed to propose the Shareholders' Meeting to consider and approve the remuneration of the Company's Board of Directors for 2023 not exceeding 1,200,000 baht. Each director will receive a monthly retainer of 50,000 baht without any meeting fee. However, directors who were the Company's executives and representatives of major shareholders (with a shareholding of 10% or more) shall not receive any remuneration for their director position.

The Chairman allowed the shareholders to inquire about the approval of the remuneration of the Company's Board of Directors for 2023, 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 2023, which must be approved by two-thirds of the votes held by the shareholders who attended the Meeting and had the right to vote.

Resolution The Meeting considered and resolved to approve the remuneration of the Company's Board of Directors for 2023, with two-thirds of the votes held by the shareholders who attended the Meeting and had the right to vote.

Resolution	Number of Votes (1 Share = 1 Vote)	Percentage of the Total Shares Held by the Shareholders Who Attended the Meeting
Approved	648,797,146	92.8791
Disapproved	44,528,114	6.3744
Abstained	5,213,700	0.7463
Invalid Ballots	-	-

Item No. 7 To consider and approve the amendments to Articles 23, 31, and 42 of the Company’s Articles of Association

The Chairman assigned Mr. Jittipong Chaempricha, attorney and legal advisor, to present for the Meeting’s consideration, in which Mr. Jittipong presented to the Meeting as follows:

The amendments to Articles 23, 31, and 42 of the Company’s Articles of Association aimed to align them with the Public Limited Company Act (No. 4) B.E. 2565. The Board of Directors has agreed to submit the amendments to Articles 23, 31, and 42 of the Company’s Articles of Association, as shown in Enclosure 4 attached to the invitation letter of the Annual General Meeting of Shareholders, which had been sent to shareholders and provide in the presentation, to shareholders’ meeting for approval as follows:

Current Version	Proposed Amendment
<p style="text-align: center;">Article 23. The Meeting of the Board of Directors shall be held at least every three months at the Company’s head office or other venues.</p> <p style="text-align: center;">The Chairman of the Board is entitled to convene the meeting at any time as appropriate. In case of necessity, at least two of the directors may request the Chairman of the Board to convene the meeting in which the Chairman of the Board shall fix the meeting date and convene the meeting within 14 days from the date he receives such request.</p> <p style="text-align: center;">In summoning for a Meeting of the Board of Directors, the Chairman or the person assigned by him shall submit notices of the meeting to the directors not less than 7 days prior to the date of the meeting. However, in case of necessity and urgency for the purpose of maintaining the rights or interests of the Company, the summons for a meeting may be made by other methods, and the date of the meeting may be fixed sooner.</p>	<p style="text-align: center;">Article 23. The Meeting of the Board of Directors shall be held at least once every three months at the Company’s head office or other venues.</p> <p style="text-align: center;">The Chairman of the Board is entitled to convene the meeting at any time as appropriate. In case of necessity, at least two of the directors may request the Chairman of the Board to convene the meeting in which the Chairman of the Board shall fix the meeting date and convene the meeting within 14 days from the date he receives such request. If the chairman does not call and fix the meeting date as the directors’ request, such directors may jointly call and fix the meeting date to consider the requested matters within 14 days after the end of the period described.</p> <p style="text-align: center;">In case there is no Chairman of the Board, a Vice Chairman of the Board shall be the person who summons the meeting; in case there is also no Vice Chairman, two directors may jointly summon the meeting.</p> <p style="text-align: center;">In summoning for a Meeting of the Board of Directors, the Chairman or the person assigned by him shall submit notices of the meeting to the directors not less than 7 days prior to the date of the meeting. However, in case of necessity and urgency for the purpose of maintaining the rights or interests of the Company, the summons for a meeting may be</p>

Current Version	Proposed Amendment
	<p>made by other methods and the date of the meeting may be fixed sooner in accordance with the criteria and method as provided by laws.</p>
<p>Article 31. In summoning for a Meeting of Shareholders, the Board of Directors shall send notice of the meeting specifying the place, date, time, agenda of the meeting, and the subject matter to be submitted to the meeting together with reasonable details and clarifying each matter what for acknowledgment, approval, or consideration, as well as the Board's opinion and shall deliver the same to the shareholders and the Registrar for reference not less than 7 days before the meeting. Besides, the notice of the meeting shall also be announced in a newspaper not less than 3 days before the meeting.</p>	<p>Article 31. In summoning for a Meeting of Shareholders, the Board of Directors shall send notice of the meeting specifying the place, date, time, agenda of the meeting, and the subject matter to be submitted to the meeting together with reasonable details and clarifying each matter what for acknowledgment, approval, or consideration, as well as the Board's opinion and shall deliver the same to the shareholders and the Registrar for reference not less than 7 days before the meeting. Besides, the notice of the meeting shall also be announced in a newspaper not less than 3 days before the meeting accordance with the criteria, period, and method as provided by laws.</p>
<p>Article 42. No dividends shall be paid otherwise than out of profits. The profit after the payment of the dividend shall be allocated to reserve funds as the Board of Directors deems appropriate.</p> <p>The Board of Directors may pay interim dividends to shareholders each time they consider that the Company has an appropriate profit and inform shareholders at the subsequent meeting after the payment of such dividend.</p> <p>Payment of dividends shall be made within one month from the date the resolution is passed by the meeting of shareholders or by the meeting of the Board of Directors, as the case may be. The notice of such payment must be sent to shareholders and announced in a newspaper.</p>	<p>Article 42. No dividends shall be paid otherwise than out of profits. The profit after the payment of the dividend shall be allocated to reserve funds as the Board of Directors deems appropriate.</p> <p>The Board of Directors may pay interim dividends to shareholders each time they consider that the Company has an appropriate profit and inform shareholders at the subsequent meeting after the payment of such dividend.</p> <p>Payment of dividends shall be made within one month from the date the resolution is passed by the meeting of shareholders or by the meeting of the Board of Directors, as the case may be. The notice of such payment must be sent to shareholders and announced in a newspaper accordance with the criteria and method as provided by laws.</p>

To accommodate the registration of the amendment to be completed and successful, the Board of Directors' meeting then recommended the Shareholders' Meeting to empower any

one of the Company's authorized directors to undertake any necessary actions, including to have authorization amending the Company's Articles of Association and registration documents for the case that the public limited company registrar and/or regulatory authority has an order and/or advice to amend such registration documents, to comply with those order and/or advice without significant effect to the amendment of the Company's Articles of Association as approved.

The Chairman allowed the shareholders to inquire about the approval of the amendment to the Company's Articles of Association, but none of the shareholders raised any inquiries. The Chairman then requested the Meeting to consider and approve the amendment to Articles 23, 31, and 42 of the Company's Articles of Association and empowering any one of the authorized directors to act as proposed, which must be approved by not less than three-fourths of the total number of votes held by the shareholders who attended the Meeting and had the right to vote.

Resolution The Meeting considered and resolved to approve the amendment to Articles 23, 31, and 42 of the Company's Articles of Association and empower any one of the authorized directors to undertake any necessary actions, including to have authorization amending the Company's Articles of Association and registration documents for the case that the public limited company registrar and/or regulatory authority has an order and/or advice to amend such registration documents, to comply with those order and/or advice without significant effect to the amendment of the Company's Articles of Association as approved with not less than three-fourths of the total number of votes held by the shareholders attending the Meeting and had the right to vote, as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	Percentage of the Total Shares Held by the Shareholders Who Attended the Meeting
Approved	653,597,146	93.5663
Disapproved	44,528,114	6.3744
Abstained	413,700	0.0592
Invalid Ballots	-	-

Item No. 8 To acknowledge the Company's operations for 2022

Item No. 8.1 The proceeding of the dispute between the Company and the Prime Minister's Office ("PMO").

The Chairman assigned Mr. Jittapong Chaempreecha, a member of the Company's delegated lawyer team, to report on the progress of the proceedings regarding the dispute between the Company and the PMO for 2022 to the Meeting.

Mr. Jittapong reported regarding the dispute between the Company and the Office of the Permanent Secretary to the Prime Minister's Office (the "PMO"), which the PMO had illegally terminated the operating agreement using the UHF System to the Company, and the Company then submitted this dispute to the arbitration institute in the black case No. 46/2550 requesting PMO to pay damages to the Company. On January 14, 2016, the arbitral tribunal rendered an award as the red case (Decided Case) No. 1/2559, which summarized that the PMO illegally terminated the concession agreement and must pay

the damages to the Company amounting to 2,890,345,205.48 baht. However, the Company 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 well. Due to the Company and the PMO each being obliged to pay equal amounts to each other, their liabilities would be able to set off. Therefore, each party has no outstanding debt that must be paid to each other.

The PMO disagreed with the award and filed a lawsuit to the Central Administrative Court as the black case no. 620/2559 on April 29, 2016.

In 2017–2018, the Company submitted its testimony to the Central Administrative Court, to which PMO protested the testimonials, which prompted the Company to submit additional statements to the Central Administrative Court.

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 award.

On January 15, 2021, the PMO submitted an appeal against the Central Administrative Court's decision to the Supreme Administrative Court.

On February 22, 2021, the Company received an order from the Supreme Administrative Court to submit an answer against the PMO's appeal. The Company then submitted an answer against the PMO's appeal to the Supreme Administrative Court on June 17, 2021

Progress of the Case in 2022–2023

The lawsuit is still under consideration by the Supreme Administrative Court.

The Chairman mentioned in the Meeting that this item was only for acknowledgment, so there was no need to vote on it and allowed the shareholders to inquire. Some shareholders submitted inquiries:

Mr. Virat Klongprakij

When does the dispute finalize, and how to manage the Company further?

Answer:

The dispute was still under consideration by the Supreme Administrative Court. With the Company's forecast under the time frame of the Supreme Administrative Court, the Company found that the Administrative often takes 2 years and a half for consideration. PMO submitted the appeal in 2021; the Company expected that the Supreme Administrative Court would render a judgment within 2023. Furthermore, if the Supreme Administrative Court's judgment affirms the Central Administrative Court's judgment, it would be final.

The Company insisted that the Company had fully complied with laws and that the termination by PMO had been illegal. The Arbitral Award and the Central Administrative Court's judgment have confirmed such facts. For these reasons, the Company opined that the Supreme Administrative Court's judgment should favor the Company.

Mr. Panuwat Kwanyuen

How do shareholders participate in helping the Company?

Answer

The Company had already submitted all evidence and documents to the Supreme Administrative Court. The shareholders only await the Supreme Administrative Court's judgment that the Company will report.

Item No. 8.2 The Company's operating results for 2022 as disclosed in the Company's annual report

The Chairman assigned Mr. Metho Piamthipmanus, the Director, to present in the Meeting, Mr. Metho said that he had already reported the Company's operating results for 2022 and presented the financial statement in agenda item no. 2. The details were disclosed in the Company's annual report for 2022, which the shareholders could download by scanning the QR code in the invitation letter sent to them.

The Chairman allowed the shareholders to inquire about this matter, but none of the shareholders raised any inquiries.

Item No. 9 To consider other matters (if any)

The Chairman said in the Meeting regarding the proposal for other agenda apart from the invitation letter that, under Section 105 paragraph 2 of the Public Limited Companies Act, B.E.2535, which stated that upon completion of the consideration of all business at the Meeting stated in the invitation letter, the shareholders holding the aggregate number of shares of not less than one-third of the total number of shareholders sold may request the consideration at the Meeting of other business in addition to that specified in the invitation letter; thus there was no other business proposed to the Meeting.

However, the Company would ask the shareholders to propose an agenda for the next annual shareholders' meeting. For suggestions and instructions to propose business agenda, please visit the Company's website: www.itv.co.th or contact the Company Secretary Department.

The Chairman allowed the shareholders to inquire or express their opinion. Some shareholders sent their inquiries.

Mr. Virat Klongprakij

If the dispute ended, would the Company have a dividend payment? What is the further business plan? Would the Company be listed in the SET or process the liquidation by refunding outstanding capital to shareholders?

Answer:

If the result of the dispute that was the material point was not issued, it is hard to operate any activity currently. In the past, the Company had hired a financial advisor to seek investment options for the Company, but there was no suitable option. The Company has been waiting for

that result. After that, the Company would consider all possible options, including the dividend payment, seeking a primary business for operation, and liquidation. The Company would select a suitable option and be concerned about the shareholders' benefit.

Mr. Panuwat Kwanyuen

Does ITV currently operate a mass communication business?

Answer

At present, the Company has operated as stated in the Company's registered objectives, submitted financial statements, and filed corporate income tax returns as usual.

Since there were no additional inquiries and opinions, the Chairman then expressed his appreciation to all the shareholders attending the Meeting. The Meeting was adjourned at 14.56 hours.

-Signature-

Mr. Kim Siritaweechai
Chairman of the Meeting

Reviewed and Revised by:

-Signature-

Mr. Jitchai Musikabutr
Director

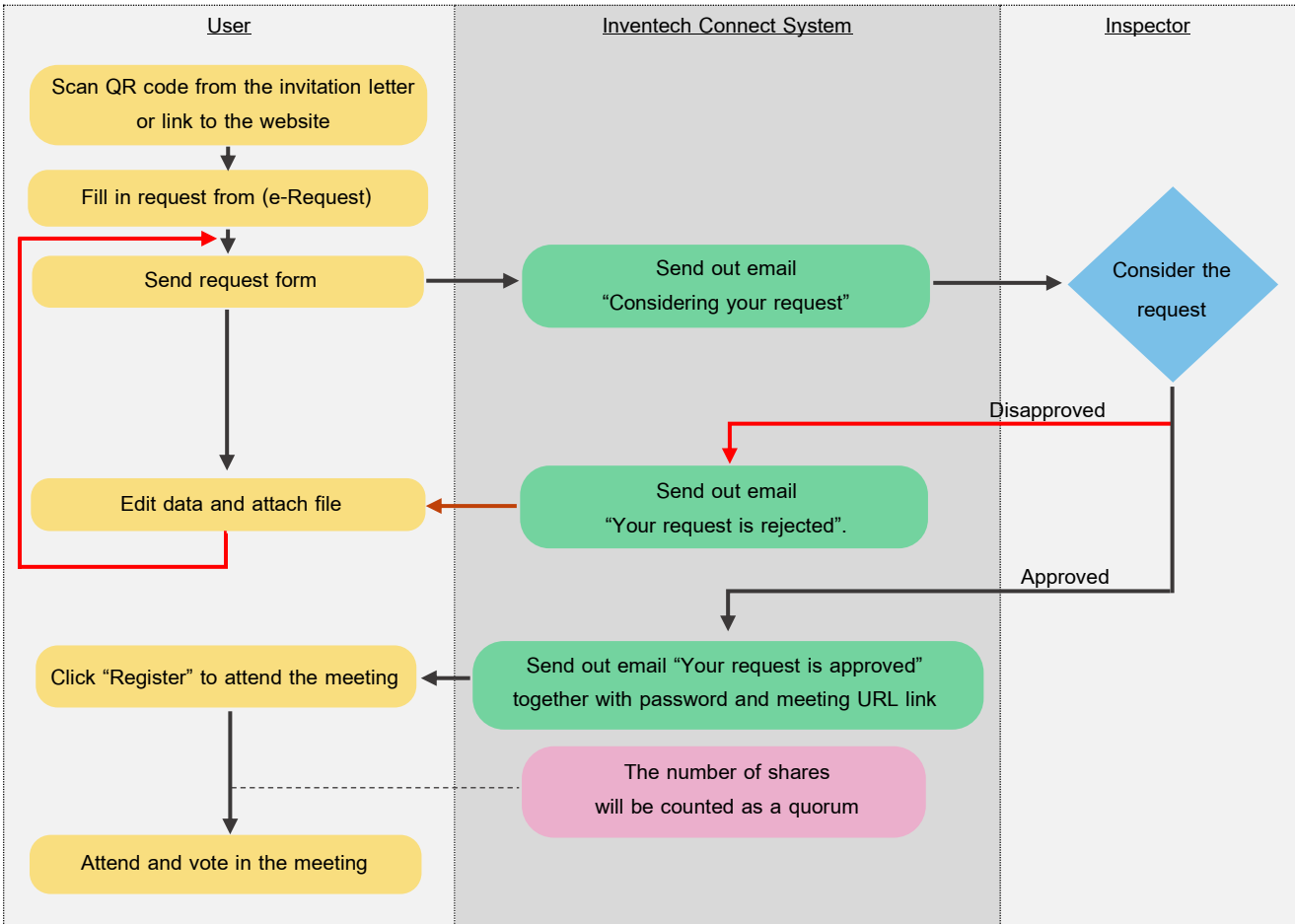
Instructions for attending the meeting via electronic media

Minimum requirements:

Internet	Equipment
<ul style="list-style-type: none"> • High-Definition Video: internet speed at least 2.5 Mbps • High Quality Video: internet speed at least 1.0 Mbps • Standard Quality Video: internet speed at least 0.5 Mbps 	<ul style="list-style-type: none"> • Smartphone/Tablet (IOS or android OS) • PC/Laptop (Windows or Mac OS)

Browser: Chrome (Recommend) / Safari / Microsoft Edge. Please note that the system does not support internet explorer.

How to use Inventech Connect



Usage Condition

Merge account/change account In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

Exit the meeting Attendees can click on "Register for exit the quorum", the systems will be number of your shares out from the meeting base.

Manuals and Assistance

If you need assistance, please contact Inventech Call Center

02-931-9132

@inventechconnect



User Manual e-Request



User Manual e-Voting & Ask questions



VDO Inventech Connect



Report a problem

Request Username & Password (e-Request)

1. Shareholders must submit a request to attend the meeting at <https://app.inventech.co.th/ITV181463R/#/homepage> or scan QR Code  and follow the below steps:

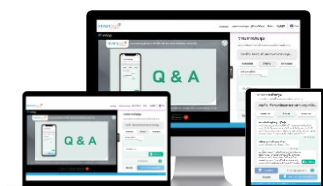


**** Merge user accounts, please use the same email and phone number ****

- 1 Click the link or scan the QR Code above
- 2 Fill the e-Request form
 - Step 1 Fill in the information shown on the registration
 - Step 2 Fill in the information for verification
 - Step 3 OTP verification
 - Step 4 Successful transaction
- 3 Wait for a confirmation email providing meeting details and password

2. The pre-registration for shareholders and proxies of shareholders who would like to attend the meeting is available from 8:30 a.m. on March 7, 2024 until the end of the meeting on March 18, 2024.
3. Electronic conference will be available on March 18, 2024 at 12:00 noon. Please use the provided Username and Password and follow the instruction manual to access the system.

Ask Questions

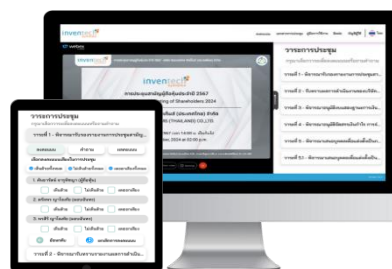


- 1 Select the agenda, and click on **Question** button
- 2a Type the question, and click **Send**

- 2b Ask the question via video:
 - Click **Conference**
 - Click **OK** to confirm your queue
 - Please turn on your microphone and camera, and wait for your queue

Vote (e-Voting)

- 1 Fill in your email address and the password received from your email or request an OTP
- 2 Click **Register**, the system will register you and count as a quorum.
- 3 Click **Join Attendance**, then click **Join Meeting**
- 4 Select the agenda you want to vote on
- 5 Click **Vote**
- 6 Cast your vote
- 7 The system will display status your latest vote.



Press **Cancel latest vote** button to cancel your most recent vote (this would mean that you did not vote on the agenda and your vote will be processed according to the rules informed to the shareholders beforehand). Change is allowed until the vote of that particular agenda is closed.

Appoint the Company's Director as the Proxy

Shareholders can authorize the Company's Director in *Enclosure 3* to attend and vote on behalf yourself. In that case, please post the complete proxy form, together with the required documents as specified in *Enclosure 5*, to the following address by March 12, 2024.

ITV Public Company Limited
87 M.Thai Tower, 27th Floor, Wireless Road, Lumpini, Pathumwan, Bangkok 1033

The attendance in Shareholders' meeting and accessing documents and the meeting system of ITV Plc. is restricted solely to its shareholders and their proxy.

ข้อมูลกรรมการเพื่อประกอบการมอบฉันทะของผู้ถือหุ้น
Profile of the director who acts as a shareholder proxy

ชื่อ: ดร. รัตนาพร นามมนตรี
Name: Dr. Rattanaporn Nammontri

อายุ: 58
Age:

ตำแหน่ง: กรรมการ
Position: Director

ที่อยู่: 87 อาคารเอ็มไทย ทาวเวอร์ ชั้นที่ 27 ถนนวิทยุ
แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330
Address: 87 M.Thai Tower, 27th Floor, Wireless Road,
Luminpi, Prathumwan, Bangkok 10330

ส่วนได้เสียพิเศษในวาระที่ 1 ถึง 3: ไม่มี
Conflict of interest in item no.1 to 3: None



หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

เลขทะเบียนผู้ถือหุ้น
Shareholders' Registration No.เขียนที่ _____
Issued at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year(1) ข้าพเจ้า _____
I/We
สัญชาติ _____ อยู่บ้านเลขที่ _____
nationality Address

เป็นผู้ถือหุ้นของบริษัท ไอทีวี จำกัด (มหาชน) ("บริษัท")

being a shareholder of ITV Public Company Limited ("the Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total number of shares and have the rights to vote equal to votes as follows:
 หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share shares and have the rights to vote equal to votes
 หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share shares and have the rights to vote equal to votes(2) ขอมอบฉันทะให้ (สามารถมอบฉันทะให้กรรมการของบริษัทตามรายชื่อด้านล่าง โปรดดูข้อมูลกรรมการตามเอกสารแนบ 3)
Hereby appoint (may grant a proxy to the company's independent director as listed below, of which details in the Enclosure 3) 1. ดร. รัตนาพร นามมนตรี อายุ 58 ปี ที่อยู่: บริษัท ไอทีวี จำกัด (มหาชน) เลขที่ 87 อาคารเอ็มไทย ทาวเวอร์ ชั้นที่ 27 ถนนวิทยุ แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330 หรือ
Dr. Rattanaporn Nammontri age 58 years Address: ITV Public Company Limited no. 87 M. Thai Tower, 27th Floor, Wireless Road, Khwaeng Lumpini, Khet Prathumwan, Bangkok 10330 or 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or 3. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 ผ่านสื่ออิเล็กทรอนิกส์ ในวันจันทร์ที่ 18 มีนาคม 2567 เวลา 14.00 น. หรือที่จะพึงเลื่อนไปในวัน เวลา วิธี และสถานที่อื่นด้วย

Any one of the above persons as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders no.1/2024 on Monday, March 18, 2024 at 2.00 p.m., via electronic media or such other date, time, method, and place if the meeting is rescheduled.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
In this Meeting, I/we authorize my/our proxy to vote on my/our behalf as follows:วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ซึ่งประชุมเมื่อวันที่ 26 เมษายน 2566
Item No. 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for 2023, held on April 26, 2023.

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

วาระที่ 2 พิจารณานำมติการลดทุนจดทะเบียนและทุนชำระแล้วของบริษัท โดยการลดมูลค่าที่ตราไว้ของหุ้นของบริษัท และแก้ไขหนังสือบริคณห์สนธิข้อ 4. (ทุน) ของบริษัท ให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

Item No. 2 To consider and approve the decrease in the registered capital and the paid-up capital of the Company by reducing the par value of the Company's shares and the amendment to Clause 4 (Capital) of the Company's Memorandum of Associations to align with the decrease of the Company's registered capital.

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

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 3 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Item No. 3 Other business (if any)

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

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(4) คำแถลงหรือเอกสารหลักฐานอื่น ๆ (ถ้ามี) ของผู้รับมอบฉันทะ _____
Other statements or evidences (if any) of the proxy

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
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.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
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.

2. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแบบ
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.

ใบประจำต่อแบบหนังสือมอบฉันทะ
Supplemental Proxy Form

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท **ไอทีวี จำกัด (มหาชน)**
The proxy is granted by a shareholder of **ITV Public Company Limited**.

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 ผ่านสื่ออิเล็กทรอนิกส์ ในวันจันทร์ที่ 18 มีนาคม 2567 เวลา 14.00 น. หรือที่จะพึงเลื่อนไปในวัน เวลา วิธี และสถานที่อื่นด้วย

For the Extraordinary General Meeting of Shareholders no.1/2024 on Monday, March 18, 2024 at 2.00 p.m., via electronic media or such other date, time, method, and place if the meeting is rescheduled.

วาระที่ _____ เรื่อง _____
Item no. Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง _____
Item no. Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง _____
Item no. Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

Explanation regarding the required documents to identify shareholders or their proxies who are eligible to attend the meeting and vote via Electronic Media

Every shareholder's meeting held via electronic media must comply with the related laws and regulations. Therefore, please consult the Instructions for attending the meeting *via Electronic Media*, as shown in [Enclosure 2](#). 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 6](#). 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 March 12, 2024.

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 (issued not later than 6 months) 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 (issued not later than 6 months) 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 Instructions for attending the meeting *via Electronic Media*, as shown in Enclosure 2.

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 shareholders' meeting. 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.

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 concerning the Extraordinary General Meeting of Shareholders no.1/2024**1. 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 summoning for a Meeting of Shareholders, the Board of Directors shall send notice of the meeting specifying the place, date, time, agenda of the meeting, and the subject matter to be submitted to the meeting together with reasonable details and clarifying each matter what for acknowledgment, approval, or consideration, as well as the Board's opinion and shall deliver the same to the shareholders and the Registrar for reference. Besides, the notice of the meeting shall also be announced in accordance with the criteria, period, and method as provided by laws.

2. 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.

3. 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.

4. 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 may 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.

Remark: The share decrease can be made upon a resolution passed at the meeting of shareholders by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote as provided by Section 139 para.3 of the Public Limited Companies Act B.E.2535.



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 ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 ดังนี้
would like to ask question(s) in relating to the agenda of the Extraordinary General Meeting of Shareholders no. 1/2024 as follows:

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

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

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

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

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

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