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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. Rattanaorn 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