

24 August 2020

Subject : Notification on Resolution of the Board of Directors' Meeting No.8/2020, Appointment of Directors in Replacement of Those who will Retire by Rotation, and Addition of Agenda Items for the 2020 Annual General Meeting of Shareholders.

To : Director and Manager  
The Stock Exchange of Thailand

Nation Broadcasting Corporation Public Company Limited (the "Company") would like to inform you the resolutions of the Board of Directors' Meeting No. 8/2020, held on 24 August 2020. The important resolutions can be summarized as follows:

1. At the 2020 Annual General Meeting of Shareholders, there are 4 directors to be retired by rotation, namely:

- |                           |                                                                                                                      |
|---------------------------|----------------------------------------------------------------------------------------------------------------------|
| 1. Mr.Sutee Phongpaiboon  | Position Independent Director, Chairman of Audit Committee and Chairman of the Nomination and Remuneration Committee |
| 2. Mr. Chatchai Pokogwai  | Position Director and Managing Director                                                                              |
| 3. Mrs. Veerawan Vararuth | Position Independent Director                                                                                        |
| 4. Mr. Metha Soonthornjit | Position Independent Director, Member of Audit Committee                                                             |

The Board of Directors' meeting resolved to propose to the 2020 Annual General Meeting of Shareholders to approve the reappointment of the following directors to resume their positions for another term:

- |                          |                                                                                                                      |
|--------------------------|----------------------------------------------------------------------------------------------------------------------|
| 1. Mr.Sutee Phongpaiboon | Position Independent Director, Chairman of Audit Committee and Chairman of the Nomination and Remuneration Committee |
| 2. Mr. Chatchai Pokogwai | Position Director and Managing Director                                                                              |

In addition, the Company was notified by Mrs. Veerawan Vararuth and Mr. Metha Soonthornjit that they do not wish to continue their position as a director due to their engagement to other business matters. Therefore, the Board of Directors' Meeting resolved to propose to the 2020 Annual General Meeting of Shareholders to consider approving Admiral Navapol Damrongpong to assume the position of an Independent Director in replacement of Mrs. Veerawan Vararuth, and Mr. Chaiwat Atsawintarangkun to be an Independent Director and member of Audit Committee in replacement of Mr. Metha Soonthornjit.

2. Resolved to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the increase in the number of company directors from 10 to 13, and the appointment of 3 new directors below:

- |    |                            |          |          |
|----|----------------------------|----------|----------|
| 1. | Mr. Jessada Buranapansri   | Position | Director |
| 2. | Mr. Soomboon Muangklam     | Position | Director |
| 3. | Miss Piyada Punnakitikasem | Position | Director |

3. Resolved to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the remuneration of the Company's directors and sub-committees for the year 2020, increasing from Baht 2,600,000 to not higher than Baht 3,200,000 (excluding meeting allowances of the Nomination and Remuneration Committee determined on a per occasion) to be in line with the increased number of directors as detailed below:

Position	Remuneration		Unit
	2020 (Proposed)	2019	
Chairman of the Board of Directors	400,000	400,000	(Baht/Person/Year)
Chairman of the Audit Committee	400,000	400,000	(Baht/Person/Year)
Member of the Audit Committee	300,000	300,000	(Baht/Person/Year)
Independent Director	200,000	200,000	(Baht/Person/Year)
Non-Executive Director	200,000	200,000	(Baht/Person/Year)
Executive Director	200,000	200,000	(Baht/Person/Year)
Chairman of the Nomination and Remuneration Committee*	20,000	20,000	(Baht/Person/Meeting)
Member of the Nomination and Remuneration Committee *	10,000	10,000	(Baht/Person/Meeting)

Note : \* the meeting allowance shall be paid on a per-meeting basis.

4. Approved the addition of the agenda for the 2020 Annual General Meeting of Shareholders with the agenda items and details as follows:

- Agenda 1 To consider certifying the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2019, held on 18 November 2019
- Agenda 2 To acknowledge the Company's operational results for the year 2019
- Agenda 3 To consider approving the financial statements for the year ended 31 December 2019
- Agenda 4 To consider approving the suspension of allocation of net profit as legal reserve and the suspension of dividend payment from the operational results for the year 2019

- Agenda 5 To consider approving the appointment of directors in replacement of directors who will retire by rotation
- Agenda 6 To consider approving an increase in the number of company directors from 10 to 13 and the appointment of 3 new directors.
- Agenda 7 To consider approving the determination of the remuneration of directors of the Company and sub-committees for the year 2020
- Agenda 8 To consider approving the appointment of auditors and the determination of audits' remuneration for the year 2020
- Agenda 9 To consider approving the increase in the Company's registered capital
- Agenda 10 To consider approving the amendment to Clause 4 of the Memorandum of Association of the Company to be in accordance with the increase in registered capital
- Agenda 11 To consider approving the allocation of the newly issued ordinary shares of the Company to the existing shareholders proportionate to their respective shareholdings (Rights Offering)
- Agenda 12 To consider approving the acquisition of the total ordinary shares in Green Net 1282 Company Limited from its existing shareholders
- Agenda 13 To consider approving the acquisition of business and assets under tradename "Komchadluek" from Nation Multimedia Group Public Company Limited which is a connected transaction
- Agenda 14 Any other matter (if any)

Please be informed accordingly.

Sincerely yours,

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(Mr.Chatchai Pokogwai)  
Managing Director