



Licensed Rights Holder

Plan B Media Public Company Limited

1213/420 Soi LatPhrao 94 (Panchamitra/Town in Town 3/3), Plubpla, Wangthonglang Bangkok 10310
Tel.+662 530 8053-6 Fax.+662 530 8057 E-mail: info@planbmedia.co.th Tax ID. 0107556000507
www.planbmedia.co.th

No. PB0010/2022

11 May 2022

Subject: Notification of the Board of Directors' Resolutions No.4/2022 on hiring Plan B Holding Company Limited to be responsible for the interior designing of Plan B Media Public Company Limited's building
(Amendment)

Attention: President
Stock Exchange of Thailand

With reference to the Board of Directors Meeting of Plan B Media Public Company (the "Company") No. 4/2022, convened on 11 May 2022, the meeting has resolved to approve the Company to hire Plan B Holding Company Limited ("Plan B Holding") to be responsible for the interior designing of the Company's building detailed are as follows:

1. Date of Transaction

The Company expects to enter into an interior designing agreement with Plan B Holding ("Agreement") within June 15, 2022

2. Parties involved

Company: Plan B Media Public Company Limited

Contractor: Plan B Holding Company Limited

3. Term of Agreement

9 Months (June 15, 2022 – February 28, 2023)

4. Type of Transaction

The interior designing of the Company's building which has 9 floors located in New Petchburi Road, Makkasan, Ratchathewi, Bangkok

5. Consideration, Payment Term, and Transaction Value

95,000,000 THB inclusive of VAT. The Company will pay the consideration to Plan B Holding in cash **divided into 2 installments detailed as follows:**

The first payment will be settled within September 30, 2022 considering the completion of in each phase in the scope of work under the Agreement.



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The Second payment will be settled within December 31, 2022, considering the completion of in each phase in the scope of work under the Agreement.

A book value of the net tangible assets (NTA) of the Company and its subsidiaries as at 31 March 2022 (according to the latest financial statement reviewed by the auditor) is THB 6,970,636,000.

The transaction is considered as a medium size having a value exceeding 0.03% but not exceeding 3% of the book value of the net tangible assets of the Company and its subsidiaries detailed as follows:

0.03%NTA	<	x	<	3%NTA
2,091,190.80	<	95,000,000	<	209,119,080.00

Therefore, the aforesaid transaction is considered as connected transaction of listed company under the category of transactions relating to assets or services, the entering into this transaction have a value of 1.36% of a book value of the net tangible assets of the Company and its subsidiaries.

In addition, in the past 6 months before this transaction, the Company entered into the connected transaction with the same person or related person as follows:

1. The Company entered into the building lease agreement with Mr. Palin Lojanagosin, director and the major shareholder of the Company with general commercial term. The transaction value is 0.15% of a book value of the net tangible assets of the Company and its subsidiaries. However, this agreement has been terminated on November 30, 2021.
2. The Company entered into the building lease agreement with Plan B Holding where Mr. Palin Lojanagosin is the director and the major shareholder of Plan B Holding with general commercial term. The transaction value is 0.12% of a book value of the net tangible assets of the Company and its subsidiaries.

After combining the transaction took place during 6 months made with the same person or related person with the transaction of this time, the total value of the transaction is 1.63% of a book value of the net tangible assets of the Company and its subsidiaries. The transactions are considered as a medium size having a value exceeding 0.03% but not exceeding 3% of the book value of the net tangible assets of the Company and its subsidiaries as at 31 March 2022 (according to the latest financial statement reviewed by the auditor). Therefore, the Company is required to disclose the connected transaction information to the Stock Exchange of Thailand.



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6. Connected Person and the Nature of Connection

Mr. Palin Lojanagosin (Director of the Company) is the director of Plan B Holding and also the major shareholder of Plan B Holding, holding the Plan B Holding's shares over 50%

7. The Company's justification

Plan B Holding has knowledge, experience, and skill in the interior designing and decoration of buildings and/or the work stated in the Agreement competently and Plan B Holding submitted the proposal in which the costs and compensation are cheaper compared to the 2 other contractors which had submitted the proposal to the Company. Therefore, the costs and compensation proposed by Plan B Holding is reasonable.

8. Interested Director and/or Director being connected person not attending the meeting nor having the right to vote

Mr. Palin Lojanagosin

9. Opinion of the Board of Directors

The Board of Directors (excluding the director with the conflict of interest as aforementioned) considered and viewed that this transaction with Plan B Holding is reasonable and beneficial to the Company.

10. Opinion of the Audit Committee

The Audit Committee has no different opinion from the Board of Directors.

11. Source of Funds

Working Capital of the Company

Please be informed accordingly.

Yours sincerely,

(Pinijorn Luechaikajohnpan, Ph.D.)

Director