

Minutes of the Annual General Meeting of Shareholders for the Year 2025

TV Thunder Public Company Limited

Time and Venue: The meeting was held on April 24, 2025, at Thunder Studio (Town in Town) Soi Praya Prasert School, Phlapphla, Wangthonglang, Bangkok 10310

The meeting was started at 14:00 hrs.

Assoc.Prof.Dr.Montree Socratyanurak Chairman of the Board of Directors, welcomed the shareholders and proxies to the Annual General Meeting of Shareholders for the Year 2025 of TV Thunder Public Company Limited.

and assigned Mr. Natthakrit is the meeting operator Thereafter, there was the introduce the Board of Directors, committee, executives, auditors, and advisors who attended the meeting to help in explaining or answering the questions as follows.

Number of Directors Who Attended the Meeting 8 Persons

Directors who attended the meeting are as follows.

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| 1. Assoc.Prof.Dr. Montree Socratyanurak | Chairman of the Board of Directors
Independent Director
Chairman of Audit Committee
Chairman of Nomination and Remuneration Committee |
| 2. Assoc.Prof.Dr. Gallayanee Parkatt | Director
Independent Director
Audit Committee
Risk Management Committee |
| 3. Dr. Supong Limthanakul | Director
Independent Director
Audit Committee
Nomination and Remuneration Committee
Risk Management Committee |
| 4. Mr. Sompong Wannapinyo | Director |
| 5. Mrs. Patraporn Wannapinyo | Vice Chairman
Nomination and Remuneration Committee
Chief Executive Officer |

6. Mr. Pirath Yensudjai	Director Risk Management Committee Chief Commercial Officer
7. Mr. Natakrit Wannapinyo	Director Risk Management Committee Chief Operating Officer
8. Mr. Phusit Laithong	Director Risk Management Committee

The number of directors attending the meeting was 100% of total number of directors.

Number of Executives Who Attended the Meeting 3 Persons as follows.

1. Ms. Napat Wannapinyo	Chief Marketing and Sales Officer
2. Ms. Panchanuch Kitkrongpaiboon	Chief Financial Officer (CFO)
3. Mrs. Siriporn Ratiratanon	Company Secretary

The meeting was informed that the Company had invited Ms. Kornkaew Dabkaew (Auditor), Nippich KhanKhrua, the representative from Dr. Virach & Associates Office Co., Ltd., to attend the meeting and answering the questions from shareholders. The Company also invited Mr. Nitisat Kithiran, the legal advisor from Mananya and Associates Co., Ltd., who was independent and had no interest in the Company as the representative to ensure that the meeting was conducted transparently in accordance with the rules and Company's regulations.

Thereafter, Mr. Natakrit Wannapinyo informed about the meeting agenda and the procedure of voting and vote counting as follows.

Meeting Agenda

Agenda 1	To consider and certify the minutes of the Annual General Meeting of Shareholders 2024.
Agenda 2	To acknowledge the financial performance of the Company in the previous year.
Agenda 3	To consider and approve the Statement of Financial Position, the Statement of Comprehensive Income, and the Auditor's Report for the Year 2024 as of December 31, 2024.
Agenda 4	To consider approving the non-payment of dividend in respect of the Company's operating results ended as of 31 December 2024.
Agenda 5	To consider and elect directors to replace the directors whose term of office has been completed.
Agenda 6	To consider and approve the remuneration for directors for the year 2025.

Agenda 7 To consider and appoint the Company's auditors and determine audit fee in 2025.

Agenda8 To consider other issues. (if any)

Voting Procedure

Mr. Natakrit Wannapinyo informed the meeting that the Company would apply the barcode system in vote counting to reduce the time used for vote counting. The Company would show the result of voting for each agenda.

The voting procedure was as follows.

1. The attendee would receive the ballot from the staffs during the registration.
2. All shareholders had one vote per one share. Any shareholders with interest in any agenda were not eligible to vote in that agenda.
3. After getting information in each agenda, any shareholder who would like to vote against or abstain should put the vote in the ballot received during the registration. After finishing, the shareholders could raise their hands and the staff would collect the ballot.

For the agenda no. 5 about considering and electing directors to replace the directors whose term of office has completed, the ballot would be collected separately for each nominated person. All ballots including voting for, voting against, and abstain would be collected. However, the ballots with voting against or abstain would be collected first for vote counting and the ballots with voting for would be collected after the meeting has been adjourned by putting the ballots on the table or submitting to the staffs after the meeting adjourned.

4. The agenda no. 2 was for acknowledgement and required no vote.
5. The agenda no. 1, 3, 4, 5, and 7 required majority voting from shareholders who attended the meeting and casted their votes excluding those who abstained. The agenda no. 6 required the supporting votes of not less than two-third of total votes of shareholders who attended the meeting. The agenda no. 8 required the supporting votes of not less than three-fourth of total votes of shareholders who attended the meeting and were eligible to vote.
6. The Company counted only the vote against and abstain and deducting from the total votes of shareholders attending the meeting to obtain the number of voting for such agenda. If there was no one shows any objection or any other comments, it implied that the meeting has unanimously approved for such agenda.
7. For shareholders who have appointed proxies and determined the vote in the proxy form, the Company has recorded such votes as specified in the proxy form.

8. The vote was considered to be void in the following cases.
 - (1) The ballot had more than 1 marks.
 - (2) The ballot had cross-out without signature.
 - (3) The ballot has no signature.
 - If shareholders would like to change the vote, they could cross out with signature every time.
 - The Company excluded the void ballots from total votes. However, in agenda no. 6, the void ballots would be included in total votes.
9. To save the time during vote counting, the next agenda would be considered first.
10. The meeting would be conducted sequentially based on the meeting agenda. For each agenda, the information would be presented, and shareholders could ask the questions before voting. Shareholders or proxies who would like to ask the questions needed to raise their hands and inform their full name to the meeting. In case of proxy, the name of shareholder should be informed to the meeting.
11. During the meeting, the Company has recorded the meeting in the form of video and photos, which will be used for preparing the meeting minutes and promoting the shareholder meetings through electronic and print media. There may be photos of shareholders attending the meeting and the names of the shareholders may also be identified in order to meet the objectives of the shareholder meetings.

Thereafter, Mr. Natakrit Wannapinyo allowed shareholders and proxies to ask the questions about the voting procedure. There was no question.

Before starting, Assoc.Prof.Dr. Montree Socratyanurak Chairman of the Board of Directors informed that there were 11 shareholders with total number of 512,089,410 shares and 24 proxies with total number of 14,920,100 shares attending the meeting. Therefore, there were a total of 35 persons attending the meeting with a total number of 527,009,510 shares which was 65.8737% of total paid-up shares of 800,030,075 shares. This was considered as the quorum in accordance with the Company's Regulation.

Opening Remarks

Assoc.Prof.Dr. Montree Socratyanurak the chairman of the meeting thanked and opened the Annual General Meeting of Shareholders for the Year 2025 to consider all issues based on the meeting agenda specified in the notification letter. Then, the Chairman assigned Mr. Pirath Yensudjai to conduct the meeting in each agenda and assigned Mr. Natakrit Wannapinyo as the meeting secretary.

Agenda 1 To consider and certify the minutes of the Annual General Meeting of Shareholders 2024.

Mr. Pirath Yensudjai proposed to the meeting to consider and adopt the minutes of the Annual General Meeting of Shareholders for the Year 2024 held on April 26, 2024. minutes of the Annual General Meeting of Shareholders for the Year 2024 held on April 26, 2024, were in the attachment of the meeting invitation to all shareholder and were submitted to the Stock Exchange of Thailand within 14 days from the date of the general meeting of shareholders. The Board of Directors has opined that the minutes were correct and complete. The meeting minutes were posted in the Company's website for shareholders and other investors and there was on one made any objection or comments. Therefore, The Board of Directors has opined that the meeting minutes should be proposed to the shareholders meeting.

All shareholders and proxies were invited to ask questions or provide any opinion. There was no shareholder or proxy asking questions. Then, there was a call for voting.

Resolution The meeting had unanimously adopted the minutes of the Annual General Meeting of Shareholders for the Year 2024. The result of voting was as follows.

Vote for	527,009,510	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares		
Void	0	shares		

Agenda 2 To acknowledge the financial performance of the Company in the previous year.

Mr. Pirat Yensudchai invited Ms. Panjanuch Kitgrongpaibul, Chief Financial Officer (CFO), to announce the Company's performance over the past year.

Ms. Panjanuch Kitgrongpaibul announced the Company's performance for the fiscal year ended December 31, 2024, based on the details appearing in the Annual Report 2024 as follows.

Economic and Industrial Situation In early 2024, the Thai economy is still recovering gradually from 2023 and remains fragile from many factors, such as GDP growth was Lower-than-expected, the conflict between Russia and Ukraine, high household debt, and wages that have not kept up with rising living costs. These factors will have an impact on consumer purchasing power, which in turn will have an impact on advertising spending.

MI Group revealed the estimated advertising budget value for 2024, which increased by 3.8 percent compared to 2023. The media with the highest increase was digital media, which increased by 15.6 percent, while the total spending of the television group decreased by 6.3 percent compared to the previous year. If we

consider the proportion of the Media Mix, we will find that in 2024, digital media has grown to become the main advertising media with the largest market share, accounting for 38.5 percent of the total advertising industry's value, while the share of television media is only 37.6 percent of the total advertising industry's value.

Performance Results

1. Total income decreased by 11.7 million baht, or 6 percent. Compared to 2023
 - Advertising revenue decreased by 38.1 million baht or 38 percent, with advertising revenue accounting for 34 percent of total revenue.
 - Service income increased by 26.80 million baht or 30 percent. The proportion of service income is 65 percent of total income.
 - If we look at the proportion of Revenue Mix, we will see that the company's main income will change from advertising income to service income in 2024.
 - TV advertising revenue fell by about 41 percent and online advertising revenue fell by 25 percent, impacted by
 - The broadcast time of TV programs (series) decreased compared to the previous year.
 - continued slowdown in consumer and private spending has resulted in a decrease in TV advertising revenue from the previous year.
 - The intense competition of advertising marketing on digital platforms
 - The increase in service income was mainly due to income from event management (concerts) and public relations communications work, which increased by 141 percent from the previous year. In addition, there is additional income from studio services and an increase in contract production work.
2. Cost of sales decreased by 9.8 million baht or 7 percent compared to 2023.
 - Advertising costs decreased by 18.7 million baht or 24 percent, which decreased in a smaller proportion than income. The main reason was the cost control in program production to be in line with the downward trend in advertising income.
 - The net cost of services increased by 9.0 million baht or 17 percent, which increased in line with the number of services and the value or size of projects that can be delivered during 2024.
3. Gross profit decreased by 1.9 million baht, or 3 percent, compared to 2023, divided into:
 - Advertising business gross profit decreased by 19.4 million baht
 - Gross profit from services increased by 17.8 million baht.
 - And even though gross profit decreased, gross profit margin increased to 33 percent in 2024.

4. Selling and administrative expenses increased by 1.3 million baht or 1.9 percent compared to 2023 mainly due to distribution costs of 1.1 million baht, or 43 percent compared to the previous year, which increased from brokerage fees and/or sales promotion expenses to support advertising revenue and studio service revenue.

5. For 2024, there was a net loss of 4.7 million baht, an increase in loss from 2023 by 1.3 million baht or 38 percent compared to 2023. If we consider net profit (loss) in each quarter separately, we will find that in the first 2 quarters of 2024, the company was able to make a net profit of 6.1 million baht and 3.0 million baht, respectively, and started to have a net loss in the 3rd and 4th quarters of 3.9 million baht and 9.9 million baht, respectively.

6. In addition, the Company had a total comprehensive income for 2024 of 9.8 million baht, an increase of 2.0 million baht or 25 percent from 2023, mainly due to the disposal of some common stock investments in 2023 and the disposal of the remaining balance within 2024. By recognizing profit from the sale of such investment in equity instruments, it will be recognized directly in retained earnings in shareholders' equity.

Afterwards, Mr. Pirat Yensudchai announced the progress of the Thai Private Sector Collective Action Coalition against Corruption as follows:

- 1) Reviewing the Anti-Corruption Policy and Guidelines
- 2) Campaigning, supporting, and promoting the prevention and suppression of corruption by inserting anti-corruption content in the drama and the series that the Company produces at the appropriate time and opportunity.
- 3) Expanding cooperation with the Company's partners by adding the topic "Anti-Corruption Policy" in contracting with business partners including the matter that will not act or take part in any action, which causes or may cause oneself or another business partner to violate the law on anti-corruption.

Thereafter, Mr. Pirath Yensudjai opened the opportunity for shareholders and proxies to ask questions or comments.

There was no question and Mr. Pirath Yensudjai proposed the meeting to acknowledge the report from the Board of Directors and the performance of the Company in previous year. This agenda was for acknowledgement and required no voting.

Resolution The Meeting had acknowledged the financial performance for the year 2024 as proposed.

Agenda 3 To consider and approve the Statement of Financial Position, the Statement of Comprehensive Income, and the Auditor's Report for the Year 2024 as of December 31,2024.

Mr. Pirath Yensudjai informed that according to Public Limited Company Act B.E. 2535 and the Company Regulation No. 44, the Board of Directors shall prepare the financial statements and propose to the Annual General Meeting of Shareholders to consider and approve. The financial statements for the year 2024 were audited by the auditor and the Audit Committee has already considered them. The details were specified on the Annual Report page 207 and were explained in the previous agenda. The Company also invited the auditor to join the meeting. Any shareholder who would like to ask questions about the financial statement of the Company were invited to write down the question on the paper with full name specifying whether as a shareholder or a proxy, then submitted to the staffs.

Thereafter, all shareholders and proxies were invited to ask questions.

There was no question. Then, there was a call for voting to approve the Statement of Financial Position, the Statement of Comprehensive Income, and Auditor's Report for the year 2024 as of December 31,2024.

Resolution The Meeting had the unanimous resolution to approve the Statement of Financial Position, the Statement of Comprehensive Income, and the Auditor's Report for the year 2024 as of December 31,2024. The result of voting was as follows.

Vote for	527,009,510	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares		
Void	0	shares		

Agenda 4 To consider approving the non-payment of dividend in respect of the Company's operating results ended as of 31 December 2024.

Mr. Pirath Yensudjai informed the meeting that the Company has the policy to pay dividend at least 40% of net profit after tax and deducting for legal reserves based on the separate financial statement of the Company. However, the dividend payment also depends on cash flows, investment plan, and legal conditions. Each company will consider for its necessity and appropriateness of potential factors in the future. The dividend payment should not significantly affect the normal operation of the Company.

The Board of Director has resolved in its meeting to propose to the Annual General Meeting of Shareholders for the year 2025 to consider and approve the omission of dividend payment from operating results starting on January 1, 2024, to December 31, 2024, due to net loss.

After that, the shareholders and proxies were invited to ask questions.

There was no shareholder asking questions. Therefore, the meeting was proposed to consider and approve the omission of dividend payment for the performance ended December 31, 2024.

Resolution: The meeting considered and unanimously resolved to approve the omission of dividend payment for the performance ended on December 31, 2024, due to net loss with the following votes:

Vote for	527,009,510	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares		
Void	0	shares		

Agenda 5 To consider and elect directors to replace the directors whose term of office has been completed.

Assoc.Prof.Dr. Montree Socratyanurak informed the meeting to invite the directors who were retired by rotation and had been nominated to be elected as directors for another term to leave the meeting room in accordance with the good corporate governance guidelines. The chairman was also one of them. Therefore, the chairman appointed Assoc.Prof.Dr. Gallayanee Parkatt to act as the chairman of the meeting and invited Mr. Sompong Wannapinyo and Mrs. Patraporn Wannapinyo to leave the meeting.

Then, 3 directors who were retired by rotation had left the meeting room.

Thereafter, Assoc.Prof.Dr. Gallayanee Parkatt as the chairman of the meeting informed the meeting that in accordance with Public Limited Company Act B.E. 2535 and Company Regulation No. 20, there shall be one-third (1/3) of directors who are retired by rotation in each time of the Annual General Meeting. If the number of directors cannot be divided by three, the nearest number of one-third (1/3) shall be applied. The directors who are retired by rotation can be elected for another term. In the year 2025, there were 3 directors who were retired by rotation, which were

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| 1) Assoc.Prof.Dr. Montree Socratyanurak | Independent Director |
| 2) Mr. Sompong Wannapinyo | Director |
| 3) Mrs. Patraporn Wannapinyo | Director |

The Nomination and Remuneration Committee has considered the qualifications of each director individually and had the opinion that the above 3 directors have qualifications in terms of knowledge, capability, experience, and past performance as the directors that will benefit the Company. Moreover, these 3 directors have no prohibited characteristics and do not engage or hold shares in any business competing with the Company.

Therefore, the Nomination and Remuneration Committee and the Board of Directors (excluding interest directors) opined to propose to the shareholders' meeting to re-elect these 3 people as directors for another term. The Company had attached the profile of these 3 directors to the meeting invitation sent to all shareholders before the meeting.

The Company allowed shareholders to nominate any qualified people as candidates for directors in advance via the Company's website and there was no shareholder nominating any person.

All shareholders and proxies were invited to ask questions or provide comments. There was no shareholder or proxy asking questions. Then, there was a call for voting to elect the directors individually to replace the directors whose term of office has completed.

Resolution The Meeting had the unanimous resolution to re-elect the directors who were retired by rotation for another term as follows.

5.1 Assoc.Prof.Dr. Montree Socratyanurak

Vote for	527,009,410	shares	which was	99.999981%
Vote against	100	shares	which was	0.000019%
Abstain	0	shares		
Void	0	shares		

5.2 Mr. Sompong Wannapinyo

Vote for	527,009,510	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares		
Void	0	shares		

5.3 Mrs. Patraporn Wannapinyo

Vote for	527,009,510	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares		
Void	0	shares		

Thereafter, the Chairman asked the staff to invite 3 directors back to the meeting room.

The Chairman congratulated to 3 directors who have been entrusted by shareholders to be the directors for another term.

Agenda 6 To consider and approve the remuneration for directors for the year 2025.

Mr. Pirath Yensudjai informed that the nomination and remuneration committee of the Company has considered the remuneration for director for the year 2025 based on the responsibilities of directors, financial performance of the Company, and the remunerations of other companies with similar business as the Company, as well as the survey from Thai Institute of Directors (IOD), the remuneration of directors of the Company is in the similar level as the market average

The Board of Directors opined to propose to the shareholders' meeting to approve the remuneration for directors for the year 2025 with the maximum amount of 2 million baht which was equal to the remuneration for directors for the year 2024 with the following details.

1. Meeting Allowance

Board of Directors and Audit Committee

Title	Meeting Allowance (baht)
Chairman of the Board of Directors	20,000
Director	15,000
Chairman of Audit Committee	20,000
Audit Committee / Independent Director	15,000

Risk Management Committee

Title	Meeting Allowance (baht)
Chairman of Risk Management Committee	20,000
Risk Management Committee	15,000

Nomination and Remuneration Committee

Title	Meeting Allowance (baht)
Chairman of Nomination and Remuneration Committee	20,000
Nomination and Remuneration Committee	15,000

2. Quarterly Remuneration

Title	Quarterly Remuneration per person (Baht)
Chairman	30,000
Director	30,000

Based on the above remuneration, the Board of Directors and other committees will not get any other benefits besides the meeting allowance and quarterly remuneration specified above. The above rate would be effective on January 1, 2025, onward.

All shareholders and proxies were invited to ask questions.

There was no shareholder or proxy asking questions. Then, there was a call for voting for the remuneration for directors as proposed.

Resolution After consideration, the Meeting had the unanimous resolution to approve for the remuneration for directors for the year 2025 with the maximum amount of 2,000,000 baht. The result of voting was as follows.

Vote for	527,009,510	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares		
Void	0	shares		

Agenda 7 To consider and appoint the Company's auditors and determine audit fee in 2025.

Mr. Pirath Yensudjai informed the meeting that the Board of Directors considered the proposal of the audit committee in selecting the Company's auditor based on the qualification of the auditors from Dr. Virach & Associates Office Co., Ltd. and found that they were qualified, experienced, independent and had no relationship and no interest with the Company, subsidiaries, executives, major shareholders or persons related to such person. The audit committee opined to appoint.

1. Dr. Virach Aphimeteetamrong Certified Public Accountant (Thailand) No. 1378 or
2. Mr. Chaiyakorn Aunpitipongsa Certified Public Accountant (Thailand) No. 3196 or
3. Mr. Apiruk Ati-anuwat Certified Public Accountant (Thailand) No. 5202 or
4. Ms. Kornkaew Dabkaew Certified Public Accountant (Thailand) No. 8463

from Dr. Virach & Associates Office Co., Ltd. as the Company's auditor for the year 2025. The budget for audit fee was 1,815,000 baht excluding other related expenses. This amount included the audit fee and quarterly review fee of the Company for 1,225,000 baht and the audit fee and quarterly review fee of the subsidiaries for 590,000 baht.

Audit Fees	2025 (Proposed)	2024
1. Audit fee	1,815,000.00	1,815,000.00
2. Other expenses	Based on the actual expense	81,535.00

Thereafter, all shareholders and proxies were invited to ask questions. There was no shareholder or proxy asking questions. Then, there was a call for voting for appointment of the Company's auditors and determining the audit fees for the year 2025.

Resolution The Meeting had the unanimous resolution to approve for the appointment of the auditor from Dr. Virach & Associates Office Co., Ltd. as the Company's auditor by assigning any person on the above list as the Company's auditors for the year 2025 as well as approving the audit fees for the year 2025 of 1,815,000.00 baht. The result of voting was as follows

Vote for	527,009,510	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares		
Void	0	shares		

Agenda 8 To consider other issues (if any)

Assoc.Prof.Dr. Montree Socratyanurak informed the meeting that all agendas were finished. All shareholders were invited to propose any other issues. There was no shareholder proposing any issues. Then, all shareholders were invited to ask any questions.

After that, Mr. Natthakrit Wannapinyo, the director, informed the meeting that there was 1 shareholder who had sent a question in advance, asking if there was a schedule to move the trade in the Stock Exchange of Thailand or not and if there would be an interim dividend payment or not.

The chairman assigned Mr. Natthakrit Wannapinyo to answer the questions. Mr. Natthakrit Wannapinyo stated that he understood that the first question would be about trading from MAI to SET, which the company has no schedule for yet. Regarding the interim dividend payment, the company has no plan to pay an interim dividend.

Thereafter, Assoc.Prof.Dr. Montree Socratyanurak, the Chairman invited other shareholders to ask questions.

Once there was no more question, Assoc.Prof.Dr. Montree Socratyanurak the Chairman thanked all shareholders who attend the meeting and closed the meeting.

The meeting was adjourned at 15.00 hrs.

Signature -Assoc.Prof.Dr. Montree Socratyanurak- Chairman of the Meeting
(Assoc.Prof.Dr. Montree Socratyanurak)

Signature -Mr. Natakrit Wannapinyo- Meeting Secretary / Minutes Taker
(Mr. Natakrit Wannapinyo)