

Part of Notification of the National Broadcasting and Telecommunications Commission
Re: the Determination of Prohibitions of Actions regarded as Business domination by Foreigners B.E. 2555
(the “Notification of NBTC”) as amended and published in the Government Gazette on 23 July 2012

“Prohibitions” means the prohibitions on actions in the nature of Foreign Dominance according to the guideline specified in the Schedule annexed hereto.

“Business Domination” means the power to control or to influence, either directly or indirectly, by Foreigner in prescribing policy, management, operations, appointment of directors, or appointment of high-level executives, which may affect the management of the business or the operation of telecommunications business of the Applicant for License or the Licensee by means of holding voting shares of at least one-half of all the voting rights, having controlling power over the majority vote of the shareholders meeting, or appointing or removing at least one-half of all directors or more.

Article 7 Within 30 days from the date of annual general meeting of shareholders, the Licensee shall stipulate or reconsider the Prohibitions and submit [the Prohibitions] to the Commission, together with a certification signed by the authorized person(s) of the juristic person that it shall not proceed in any way that is in violation of any clause of such Prohibitions, however, according to the rules, conditions, and procedures as prescribed herein.

The Prohibitions under paragraph one must be approved by the general meeting of shareholders of the Licensee as well.

Notification of Planet Communication Asia Public Company Limited
“Prohibitions of Actions regarded as Business domination by Foreigners”

To be in line with the standard prescribed by Notification of the National Broadcasting and Telecommunications Commission Re: the Determination of Prohibitions of Actions regarded as Business domination by Foreigners B.E. 2555, the Board of Directors' meeting of Planet Communications Asia Public Company Limited (“the Company”) No.2/2019 held on 25 February 2019 is of the opinion that the “Prohibitions of Actions regarded as Business domination by Foreigners” as appeared in the Company’s announcement, which is the same content as approved by the 2017 AGM, should be proposed to 2019 AGM for review and approval, details are as follow;

To certify that Planet Communication Asia Public Company Limited has not performed any acts which are contrary to Prohibitions of Actions regarded as Business domination by Foreigners. Therefore, the Company has determined the said Prohibitions as described below.

1. The domination in business by allowing foreigners, their agents, or nominees to hold shares, either directly or indirectly, to avoid the compliance under the Notification of NBTC.

2. The domination in business by allowing foreigners to hold shares directly or to hold shares through their representatives or nominees, whereby such shares have special rights by casting votes greater than the proportion of shareholding actually held in a shareholder meeting, or they are shares with preferential rights over shares held by Thai nationals.

3. The domination in business by allowing foreigners to have control power or influence, regardless of whether it is direct or indirect in determining policies, management, operation, or appointment of directors or high-level executives.

High-level executives refers to chairman, managing director, manager, supervisor, chief executive on purchasing, chief financial officer, or any other person who has controlling power or influence to the management of the business or telecommunication business operation in the business of the Company.

4. The domination in business via legal relations with sources of investment money and loans from foreigners or their subsidiary juristic persons, such as, guaranty of loan, lending money at interest rate lower than market rates, guaranty of business risk, or granting of credit of discriminatory description.

5. The domination in business through the making of contract concerning intellectual property, franchise contract, or contract giving exclusive rights to foreigners or their subsidiary juristic persons, and such contract rendering an effect of transfer of expenses and benefits in return to foreigners.

6. The domination in business through the making of contract of procurement or contract of hire of work of management with foreigners or their subsidiary juristic persons, or with employees or staff of foreigners or of their subsidiary juristic persons, and such contracts rendering an effect of transfer of expenses and benefits in return to foreigners.

7. The domination in business through the making of joint business operation with foreigners or their subsidiary juristic persons, by allocating or dividing capital in the business operation in a manner that renders a transfer of expenses and benefits in return to foreigners.

8. The domination in business through the execution of transactions in the manner of a transfer pricing or a price collusion with foreigners or their subsidiary juristic persons.