

**Profiles of Independent Directors for proxy case**

**Name** : Mr. Vachara Tuntariyanond

**Age** : 65 years old

**Address** : 999/26 Soi Vibhavadi Rangsit 60,  
Talat Bang Khen Sub-district, Laksi District,  
Bangkok

**Position (s) in the Company** : Independent Director/  
Chairman of Risk Management Committee/  
Audit Committee



**Conflict of Interest in the Agenda** : Agenda 6 : To consider and approve the payment of the remuneration and the meeting allowance of the directors of the Company for the Year 2023.

**Extraordinary conflict of Interest in the Agenda** : Agenda 5 :To consider the election of directors to replace the retired directors from the expiry of director's term.

**% of MPIC Shares held** : -None-

In case the shareholder would like to grant proxy to independent director, please send the proxy with the certified copy of ID card or the certified copy of company affidavit to the Company by mail to the following address. Such proxy form and required documents shall be delivered on **March 31, 2023 at 5.00 p.m.**

**M Pictures Entertainment Public Company Limited  
The Proxy - Company Secretary**

**234, 234/1-3 Ratchayothin Avenue Building 3 Floor, Room No. B301-B306,  
Ratchadapisek road, Ladyao, Chatuchak, Bangkok 10900**

**Independent director**

**“Independent director”** means fully qualified persons with independence as determined by the Stock Exchange of Thailand as followed;

1. Amount and elements of Independent Director shall have at least 1/3 of the Board of Directors and shall not less than 3 independent Directors
  2. Hold shares not exceed 0.5% of total voting right shares of the Company and also are included of shareholding of related parties.
  3. Within preceded 2 years until present, shall not be participated in business management and controllable
  4. Within preceded 2 years until present, shall not be in business relationship with the persons below;
    - Auditor: Strict prohibition
    - Other Professional Service Provider: Transaction value exceeds of 2 million baht/year
- Exceptions:** Transactions were considered necessary and irregular with unanimous approval of the Board of the Company. The Company shall disclose such transaction in Form 56-1 and Annual Report and Invitation of Shareholders’ Meeting.
5. Do not be bloody relation, legislative relation, agent of executives or major shareholders, as well as being not appointed as a representative of other shareholders who bear relationship with major shareholders of the Company such as spouse, adopted child, etc.
  6. Do not be director of other listed company in group.
  7. Do not be management team, employee or advisor which regularly receives salary from the company, subsidiaries, or major shareholders.
  8. Do not be benefit person whether directly or indirectly, in aspects of both financial and management of the company and subsidiaries.
  9. There no relation with the executives or major shareholders.
  10. Do not be agent on caring benefit of directors, major shareholders, shareholder which is related to major shareholder.

Real independence of the independent directors indicates good governance of the company, and the appointed independent director performs strictly comply with the foregoing rules. Especially, the independent directors can perform their duties, and give opinions or report operation results on assignment independently, regardless of any benefit concerning their assets and positions, and are forced neither influence of any group nor any pressure in giving opinions.