



(Translation)

Ref. MONO 017/2024

December 19, 2024

Subject: Notification of Board of Directors' Resolutions Regarding Connected Transaction for the Provision of Streaming Platform Services, Appointment of Independent Financial Advisor, and Schedule of Extraordinary General Meeting of Shareholders No. 1/2025 (Edited)

To: President
The Stock Exchange of Thailand

Enclosure: Information Memorandum on a Connected Transaction of Mono Next Public Company Limited Regarding the Provision of Streaming Platform Services to Jasmine International Public Company Limited for the Broadcast of Premier League and FA Cup Football Content

The Board of Directors' Meeting No. 10/2024 of Mono Next Public Company Limited (the "**Company**"), held on December 18, 2024, has passed the following significant resolutions:

1. Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2568 for consideration and approval of the transaction involves Mono Streaming Company Limited, a subsidiary of the Company (99.99% owned through Mono Cyber Company Limited), to enter into the transaction with Jasmine International Public Company Limited ("JAS") for the provision of service platforms, equipment, and personnel to JAS for the broadcast of Premier League and FA Cup football content, including live broadcasts, on-demand replays, highlight clips, and related programs, for which JAS holds broadcasting rights from The Football Association Premier League Limited ("FAPL") and The Football Association Limited ("**Sports Content**") under the Live Broadcast Agreement (Live Package) for Premier League football, the Live Broadcast Agreement for the FA Cup (FA Rights), and the agreement related to digital video and audio clips (Clips Package) for Premier League football (collectively referred to as the "Long Form Agreement"), which JAS will enter into with FAPL. MONO Streaming will offer sports content packages to customers in a format that provides users with the privilege of accessing additional MONOMAX content. It will also develop the MONOMAX platform and system to enable the distribution of sports content, ensuring compatibility with all networks, platforms, and devices for seamless service. The services will include live broadcasts with commentary, production of programs, highlight clips, and marketing and public relations support, including the creation of promotional materials, in compliance with the terms and conditions to be mutually agreed upon and formalized in the relevant agreements and transaction documents ("**Transaction Documents**").

Since the Company and JAS have the same major shareholder which is Mr. Pete Bodharamik, this transaction is considered as a connected transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 regarding Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (collectively, the "**Connected Transaction Notifications**"). Based on the calculated transaction size, the value of this transaction is estimated to be approximately 5,400,000,000 Baht¹, equivalent to 520.07% of the Company's and its subsidiaries' net tangible assets, based on the reviewed consolidated financial statements for Q3/2024 ending on September 30, 2024. The Company has not engaged in any other connected transactions with JAS or its related parties in the past six months (from June 18, 2024, to December 18, 2024) except for ordinary business transactions or transactions supporting ordinary business operations.

The Company is required to comply with the following obligations under the Connected Transaction Notification:

- 1) Prepare and disclose information regarding the connected transaction to the Stock Exchange of Thailand immediately.
- 2) Appoint an independent financial advisor to provide opinions on the connected transaction and submit the report to the Company's shareholder.
- 3) Send a notice of shareholders' meeting, including the required information, at least 14 days in advance.
- 4) Convene a shareholders' meeting to approve the connected transaction, which must receive approval from no less than three-fourths of the total votes of shareholders present and eligible to vote, excluding those with a conflict of interest.

Please consider further details regarding the execution of the transaction as specified in the Enclosure.

¹ This estimated figure is provided solely for the purpose of calculating the transaction size for this occasion and does not represent a limitation on the potential revenue generation. Revenue from this transaction, regarding the provision of streaming platform services, will depend on the number of content subscribers. Such revenue may vary from the company's assumptions due to various relevant factors at the time.

The Board of Directors' Meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 for consideration and approval of the delegation of authority to the Board of Directors and/or the Executive Committee and/or the Acting Chief Executive Officer and/or authorized persons designated by the Board of Directors and/or the Executive Committee and/or the Acting Chief Executive Officer. The authorized person shall have the power to perform any actions related to or necessary for the execution of the transaction. This includes negotiating, executing, signing, amending, or supplementing the Transaction Documents, contracts, arrangements, and any other necessary or relevant documents in connection with the transaction, as well as amend or modify the format, principles, conditions, and other details of the transaction to comply with the terms and requirements specified in the Long Form Agreement. as deemed appropriate and in compliance with applicable laws and relevant regulations.

2. Approved the appointment of Bluebell Securities Company Limited as an independent financial advisor to provide opinions on the connected transaction regarding the Provision of Streaming Platform Services for the Broadcast of Sports Content.
3. The record date for determining shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2025 is set as January 2, 2025. The meeting is scheduled to be held on Thursday, January 30, 2025, at 14:00 hours via electronic means only, in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 and relevant laws. The meeting agenda includes the following:

Agenda 1: To certify the Minutes of the 2024 Annual General Meeting of Shareholders held on April 25, 2024

Agenda 2: To consider and approve the connected transaction regarding the Provision of Streaming Platform Services

Agenda 3: To consider other matters (if any)

Furthermore, the Acting Chief Executive Officer or their designee is authorized to change the date, time, venue, meeting format, or any other details related to the Extraordinary General Meeting of Shareholders No. 1/2025, as deemed necessary and appropriate, or to ensure the meeting is conducted efficiently and in compliance with legal requirements.

Please be informed accordingly.

Yours sincerely,

(Mr. Navamin Prasopnet)
Acting Chief Executive Officer

Information Memorandum on a Connected Transaction of Mono Next Public Company Limited
Regarding the Provision of Streaming Platform Services to Jasmine International Public Company Limited
for the Broadcast of Premier League and FA Cup Football Content (Edited)

1. Date, Month, Year of the Transaction

The Board of Directors' Meeting of Mono Next Public Company Limited (**the "Company"**) No. 10/2024 which held on December 18, 2024 has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 for consideration and approval of Mono Streaming Company Limited (**"MONO Streaming"**), a subsidiary of the Company (in which the Company holds shares through Mono Cyber Company Limited at 99.99%), to enter into the transaction with Jasmine International Public Company Limited (**"JAS"**) for the provision of service platforms, equipment, and personnel to JAS for the broadcast of Premier League and FA Cup football content, including live broadcasts, on-demand replays, highlight clips, and related programs, for which JAS holds broadcasting rights from The Football Association Premier League Limited (**"FAPL"**) and The Football Association Limited (**"Sports Content"**) under the Live Broadcast Agreement (Live Package) for Premier League football, the Live Broadcast Agreement for the FA Cup (FA Rights), and the agreement related to digital video and audio clips (Clips Package) for Premier League football (collectively referred to as the "Long Form Agreement"), which JAS will enter into with FAPL. MONO Streaming will offer sports content packages to customers in a format that provides users with the privilege of accessing additional MONOMAX content. It will also develop the MONOMAX platform and system to enable the distribution of sports content, ensuring compatibility with all networks, platforms, and devices for seamless service. The services will include live broadcasts with commentary, production of programs, highlight clips, and marketing and public relations support, including the creation of promotional materials, in compliance with the terms and conditions to be mutually agreed upon and formalized in the relevant agreements and transaction documents (**"Transaction Documents"**).

This transaction is considered as a connected transaction in the category of a normal business nature without general commercial terms under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 regarding Rules on Connected Transactions (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (as amended) (collectively, the **"Connected Transaction Notifications"**) as the Company and JAS have the same major shareholder, Mr. Pete Bodharamik. Such a transaction is therefore considered a connected transaction of the Company in accordance with the Connected Transaction Notification. **The value of this transaction is estimated to be approximately 5,400,000,000 Baht¹**, representing 520.07% of the Company's and its subsidiaries' net tangible assets based on the reviewed consolidated financial statements for Q3/2024 ending September 30, 2024 which has already audited by the auditor.

¹ This estimated figure is provided solely for the purpose of calculating the transaction size for this occasion and does not represent a limitation on the potential revenue generation. Revenue from this transaction, regarding the provision of streaming platform services, will depend on the number of content subscribers. Such revenue may vary from the company's assumptions due to various relevant factors at the time.

The Company has not entered into any other transactions with JAS or its related parties during the past six months (June 18, 2024 – December 18, 2024) except for ordinary business transactions or transactions supporting ordinary business operations.

Therefore, the Company is required to comply with the following obligations:

- (a) Appoint an independent financial advisor, with the Company having appointed Bluebell Securities Company Limited to provide an opinion on the connected transaction and to submit their opinion report to the Company’s shareholders.
- (b) Send a notice of shareholders’ meeting, including the required information under the Connected Transaction Notifications, at least 14 days in advance.
- (c) Convene a shareholders’ meeting to consider and approve the connected transaction . Approval must be obtained with a vote of no less than three-fourths of the total votes of shareholders attending the meeting and eligible to vote, excluding votes from shareholders with a conflict of interest.

MONO Streaming will proceed with the transaction with JAS after receiving approval from the Extraordinary General Meeting of Shareholders No. 1/2025, scheduled for January 30, 2025. Approval requires at least three-fourths of the total votes of shareholders present and eligible to vote, excluding votes from shareholders with a conflict of interest. The Company anticipates completing the transaction within the first quarter of 2025 but prior to the 2025/26 Premier League football season .

2. Details of Contracting Parties

Party 1 : MONO Streaming

Party 2 : JAS

Relationship with the Company : As of the date of this information, Mr. Pete Bodharamik holds 57.73% of the total issued and paid-up shares of the Company. Additionally, Mr. Pete Bodharamik holds 52.07% of the total issued and paid-up shares of JAS.

The Company owns 99.99% of the total issued and paid-up shares of Mono Cyber Company Limited (“MONO Cyber”), and MONO Cyber holds 99.99% of the total issued and paid-up shares of MONO Streaming.

3. Transaction Characteristics and Total Value

MONO Streaming and JAS, which are connected persons of the Company, will enter into the Transaction Documents with the following key details:

- 3.1 Parties** : 1. MONO Streaming
2. JAS

3.2 Purposes

MONO Streaming will develop the MONOMAX system and platform to support the broadcasting of Premier League and FA Cup football content across various distribution channels. The developed MONOMAX platform will be introduced to provide services to JAS, enabling the delivery of sports content to its subscribers.

3.3 Compensation to be Received by MONO Streaming

MONO Streaming will receive a monthly service fee of 50 Baht (excluding VAT) per user account that has subscribes to the sports content package, with privileged access to other MONOMAX content, such as movies, series, and various programs currently offered by the company.

3.4 Terms

Six years commencing from the execution date or as mutually agreed by the parties. JAS has the right to renew the agreement, with each renewal maintaining the terms and conditions of the original agreement, provided that an advance written notice is served to MONO.

3.5 Key obligations of MONO Streaming

- (1) Offer a sports content package to customers, including privileged access to other content from MONOMAX. Additionally, develop a service system on the platform for the distribution of sports content via MONOMAX, ensuring compatibility with all networks and supporting all platforms and devices.
- (2) Provide live broadcasts with Thai-language commentary, as well as produce pre-match and in-match shows, including highlight clips.
- (3) Provide marketing support, public relations, produce advertising materials, and organize related activities by JAS to promote the sale of the sports content package.

3.6 Key Responsibilities of JAS

- (1) Receive and broadcast Premier League and FA Cup content via MONOMAX to MONOMAX users who purchase the Premier League and FA Cup sports content package, offering them privileged access to other MONOMAX content as well.
- (2) Provide materials and key art to MONO Streaming for the creation of advertising and marketing materials to promote the sports content packages, bundled with other MONOMAX content, with the promotional activities to be carried out at JAS's expense.

The preliminary agreement mentioned above may be subject to adjustments or changes depending on the permissions, conditions, or final requirements set forth by FAPL and FA, the rights holders of Premier League and FA Cup content in which JAS has obtained the broadcasting rights from FAPL and FA, as specified in the Long Form Agreement.

The aforementioned transactions do not require approval from any relevant regulatory authorities.

4. Criteria for Determining Total Transaction Value

The consideration that MONO Streaming will receive as compensation throughout the term of the Collaboration Agreement has been determined on the same basis as transactions conducted with third parties (Arm's Length Basis). Upon comparison, the price, terms, and other conditions are consistent with market standards and do not differ materially.

5. Transaction Size

This transaction is considered as a connected transaction under the Connected Transaction Notifications and **the value of this transaction is estimated to be approximately 5,400,000,000 Baht¹**, equivalent to approximately 520.07% of the net tangible assets of the Company and its subsidiaries (NTA), based on the reviewed consolidated financial statements of the Company for Q3/2024, ending September 30, 2024, as audited by the auditor. The Company has not engaged in any other connected transactions with JAS or its related parties in the past six months preceding this transaction except for ordinary business transactions or transactions supporting ordinary business operations. Upon calculation, the transaction value is equal to or greater than 20 million Baht or 3% of the net tangible assets (NTA) of the Company and its subsidiaries, whichever is higher.

In compliance with the Connected Transaction Notifications, the Company is required to obtain approval from the Board of Directors, disclose relevant information to the Stock Exchange of Thailand, and seek approval for the transaction at the shareholders' meeting. Furthermore, the Company must appoint an independent financial advisor to provide an opinion on the transaction, which must be approved by no less than three-fourths of the total votes of shareholders present and eligible to vote, excluding those of shareholders with a conflict of interest.

6. Details of Connected Persons and Scope of the Conflict of Interest

JAS is classified as a connected person of the Company under the Connected Transaction Notifications, as both entities share the same major shareholder, Mr. Pete Bodharamik. As of the date of this Information Memorandum, Mr. Pete Bodharamik holds 57.73% of the total issued and paid-up shares of the Company and 52.07% of the total issued and paid-up shares of JAS.

The Company owns 99.99% of the total issued and paid-up shares of MONO Cyber, and MONO Cyber holds 99.99% of the total issued and paid-up shares of MONO Streaming.

According to the Transaction Documents, MONO Streaming will receive a monthly service fee of 50 Baht per user account for sports content packages, bundled with other MONOMAX content, that provide users with the privilege of accessing additional MONOMAX content.

7. Opinions of the Company's Board of Directors'

The Board of Directors has considered the connected transaction and concluded that it is reasonable and beneficial to the Company for the following reason.

- (1) The Board of Directors has determined that the service fees MONO Streaming will receive from JAS are reasonable after taking into account the associated costs and the scope of services the company is required to provide, these fees are expected to ensure an appropriate profit margin compared to the current services.

MONO Streaming's initiative to offer sports content packages with the privilege of accessing additional MONOMAX content represents a strategic effort to extend and expand its subscriber base. This initiative is expected to attract new customer segments to MONOMAX, add value to its products and services, and provide customers with enhanced benefits. It will also strengthen the MONOMAX brand and increase its market share. The company anticipates this strategy will draw a significant number of new customers to subscribe to the sports content packages.

Additionally, MONO Streaming's ongoing marketing efforts, combined with its consistently popular entertainment offerings, including series and movies, are expected to create further opportunities to expand its customer base. After reviewing the information provided by the management team, the Board of Directors concludes that the sports content packages will enable MONO Streaming to generate service fees at a reasonable rate. This initiative is anticipated to be beneficial and to contribute to increased revenue for MONO Streaming.

- (2) The collaboration with JAS enables the Company to enhance the MONOMAX system and platform. These upgrades will ensure compatibility with all networks and provide MONO Streaming's team with valuable experience in broadcasting sports content. This expertise will be beneficial for providing similar services to JAS or other clients in the future.

When considering the approval of this transaction, no directors with a conflict of interest or connected persons participated in the meeting and/or voted on this agenda item.

The following directors, having a conflict of interest, are not entitled to vote on this matter:

<u>Name of the Directors</u>	<u>Nature of Conflict of Interest</u>
(1) Mr. Karl Jamornmarn	Independent Director and Chairman of the Audit Committee member of JAS
(2) Miss Benjawan Rakwong	Director of JAS
(3) Mr. Polpat Asavaprapha	The individual is a close relative of Mr. Soraj Asavaprapha, who serves as the Chairman of the Board and Acting Chief Executive Officer of JAS.

8. Risk in the Event MONO Streaming Company Limited is Unable to Enter into the Provision of Streaming Platform Services with Jasmine International Public Company Limited

If MONO Streaming is unable to enter into the Provision of Streaming Platform Services with JAS, it will result in MONO Streaming and the Company losing a significant business opportunity to generate continuous revenue and profits. This includes revenue from providing system and platform development services for MONOMAX, as well as from establishing and managing the membership account system.

9. Opinions of the Company's Audit Committee

The Company's Audit Committee does not give opinions that are different from the opinions of the Board of Directors of the Company.

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(Mr. Navamin Prasopnet)

Director

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(Mr. Bannasit Rakwong)

Director