



Minutes of the 2019 Annual General Meeting of Shareholders of

PTT Public Company Limited

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**Date, time, and place of the Meeting**

The 2019 Annual General Meeting of Shareholders (the “**Meeting**”) was convened on Thursday 11 April 2019, at 13:30 hrs, at Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza Ladprao, No. 1695, Phaholyothin Road, Chatuchak District, Bangkok Metropolis.

**Before the Meeting**

PTT Public Company Limited (“**PTT**” or the “**Company**”) presented a safety instruction video for the use of the Meeting room and asked the attending shareholders to cooperate by turning off their mobile phones, in addition to giving a special presentation “Thank You for the Love ,40 Years PTT” on the occasion of PTT’s 40<sup>th</sup> anniversary by hearing-impaired baristas under the “Café Amazon for Chance” project. The foregoing is a project to create opportunities for 10 persons with disabilities, comprising 8 hearing-impaired persons and 2 learning-impaired persons, to work as baristas at 4 branches of Café Amazon: Office of the President; Faculty of Environment and Resource Studies, Mahidol University; Arts Gallery at Ban Chao Phraya; and Sky Lane Bicycle Track at Suvarnabhumi.

**Beginning of the Meeting**

As at the record date, in order to determine the shareholders who were entitled to attend the Meeting and entitled to receive dividends, PTT had a paid-up registered capital of THB 28,562,996,250, represented by 28,562,996,250 issued ordinary shares with a par value of THB 1 per share. At the start of the Meeting, there were a total of 5,189 shareholders and proxies registered and present, comprising 2,591 shareholders attending the Meeting in person and 2,598 shareholders attending by proxy, representing a total of 20,697,911,424 shares, equivalent to 72.4641 percent., which was more than one-third of the total issued and sold shares of PTT. A quorum was thus constituted according to PTT’s Articles of Association and the registration of shareholders attending the Meeting continued.

Mr. Krairit Euchukanonchai, Chairman of PTT’s Board of Directors, presided as the Chairman of the Meeting and declared the Meeting duly convened. He informed the Meeting that PTT welcomed all shareholders to the Meeting and that this was the 18<sup>th</sup> year since PTT’s shares had been first listed on the Stock Exchange of Thailand (the “**Stock Exchange**”) on 6 December 2001. He informed the Meeting that PTT would like to thank all shareholders for their continued support and reiterated that PTT was committed to being an organization that operated an integrated energy business and was Thailand’s leading energy company with good governance, transparency and accountability, with a focus on enhancing its operating performance to maximize the benefit to the shareholders and all stakeholders in a balanced manner.

With respect to the Meeting, PTT is the first entity in the industry sector to receive certification for its “Sustainable Meeting” from the Thailand Convention & Exhibition Bureau (TCEB). This Meeting was convened in a “sustainable” manner, i.e. campaigning for the attendees’ use of resources in a cost-effective manner to mitigate the environmental impacts, putting in place waste-sorting measures to optimize the use of waste, including sorting of plastic waste which can be transformed into refuse-derived fuel (RDF), encouraging a circular economy within PTT Group in accordance with PTT Group’s Clean & Green Strategy and in line with the “Sustainable Growth for All” commitment to the Thai people and Thailand.

In addition, PTT has been listed on the Dow Jones Sustainability Index (DJSI) for the seventh consecutive year and received the highest score as an Industry Leader in the Oil & Gas Upstream & Integrated Group for the second consecutive year, in addition to being awarded the Honorable Mention Corporate Transparency Award for the year 2018 from the National Anti-Corruption Commission, which is a testimony to PTT’s commitment to good corporate governance policy, ethical professional practice, and commitment to maintaining society, communities, and environment as one of the driving forces in Thailand to be an organization of pride, transparency, and heading towards sustainability.

The Chairman then introduced the 19 directors and executive officers present at the Meeting and on the stage as follows:

**Directors** (the directors in attendance represent 100 percent of the total number of directors)

1. Mr. Krairit Euchukanonchai Chairman of the Board of Directors / Independent Director
2. Professor Dr. Kittipong Kittayarak Independent Director / Chairman of the Audit Committee
3. Mr. Don Wasantapruerk Independent Director /  
Chairman of the Nominating Committee
4. Mr. Vichai Assarasakorn Independent Director /  
Chairman of the Remuneration Committee /  
Member of the Audit Committee
5. Gen. Chatchalerm Chalermasukh Independent Director /  
Chairman of the Corporate Governance Committee
6. Mr. Thon Thamrongnawasawat Independent Director /  
Chairman of the Enterprise Risk Management Committee /  
Member of the Corporate Governance Committee
7. Mrs. Nuntawan Sakuntanaga Independent Director / Member of the Audit Committee
8. Mr. Danucha Pichayanan Independent Director /  
Member of the Enterprise Risk Management Committee
9. Mr. Somsak Chotrattanasiri Independent Director /  
Member of the Remuneration Committee
10. Professor Dr. Surapon Nitikraipot Independent Director /

		Member of the Nominating Committee / Member of the Corporate Governance Committee
11.	Mr. Supot Teachavorasinskun	Independent Director / Member of the Nominating Committee
12.	Mr. Chumpol Rimsakorn	Director / Member of the Remuneration Committee
13.	Mr. Kulit Sombatsiri	Director
14.	Mr. Nuttachat Charuchinda	Director
15.	Mr. Chansin Treenuchagron	Director and Secretary to the Board / President and Chief Executive Officer

### **Executive Officers**

1.	Mr. Wirat Uanarumit	Chief Operating Officer, Upstream Petroleum and Gas Business Group
2.	Mr. Auttapol Rerkpiboon	Chief Operating Officer, Downstream Petroleum Business Group
3.	Ms. Pannalin Mahawongtikul	Chief Financial Officer
4.	Mr. Wittawat Svasti-xuto	Chief Technology and Engineering Officer

In addition, there were other executive officers at the level of Senior Executive Vice Presidents, Executive Vice Presidents and executive officers from the PTT Group in front of the stage who were prepared to provide further clarification and information in the event that any relevant questions were asked. The three Independent Directors attending the Meeting, namely Mr. Vichai Assarasakorn, Mrs. Nuntawan Sakuntanaga, and Professor Dr. Surapon Nitikraipot would also act as proxies for the minority shareholders.

### **PTT's Auditors and Legal Advisors present at the Meeting**

The Chairman introduced the three representatives from the State Audit Office of the Kingdom of Thailand, being PTT's Auditors i.e. (1) Ms. Mayuree Chantamart, Director of Financial Audit Office; (2) Ms. Phakawan Sueblao, Auditor, professional level; and (3) Ms. Jirawat Pruksasuay, Auditor, professional level. The Chairman also introduced the two legal advisors who were acting as independent parties i.e. (1) Mrs. Veeranuch Thammavaranucpt; and (2) Ms. Patcharaporn Pootranon from Weerawong, Chinnavat & Partners Ltd. to act as voting inspectors. The Chairman also requested the presence of Mr. Sornchai Krainara, a proxy of the major shareholder, the Ministry of Finance, to the Meeting.

The Chairman informed the Meeting that PTT had published the documents to be presented at this Meeting on the Company's website and notified this to the Stock Exchange on 11 March 2019. In order to promote good corporate governance with respect to the equitable treatment of its shareholders, PTT had informed the shareholders via the Stock Exchange of Thailand and published an announcement on its own website inviting the shareholders to propose matters they deemed important and appropriate to be included in

the meeting agenda of the 2019 Annual General Meeting and to nominate persons whose qualifications are appropriate and meet the criteria prescribed by the Company to be elected as directors during the period from 1 September 2018 to 30 November 2018. However, no shareholders proposed any agenda item nor nominated any person in accordance with the prescribed criteria.

To ensure that the Meeting was carried out smoothly, the Chairman asked the Company Secretary, Mrs. Wantanee Jaruke, to explain the procedures for the Meeting.

Mrs. Wantanee Jaruke, the Company Secretary, explained the vote-counting procedures for each agenda item to the shareholders as follows:

- A shareholder has a number of votes equivalent to the number of shares that he/she or a proxy grantor holds. A shareholder may cast votes of approval, disapproval or abstention on each agenda item equivalent to the number of shares which he/she or a proxy grantor holds, using the ballot paper received at registration.

- In vote-counting, only the votes of disapproval and abstention for each agenda item would be counted by way of the raising of hands to signify to the Meeting staff to collect ballots. Such votes of disapproval or abstention, as well as the votes on invalid ballot papers (if any) would then be deducted from the total number of votes of the shareholders present at the Meeting and the remaining number would be treated as votes for the approval of that agenda item. The voting base would be calculated from the total number of votes of shareholders present and entitled to vote. With respect to the voting in Agenda Item 6, i.e. the appointment of directors to replace the directors retiring by rotation, the shareholders would be asked to cast their votes for each candidate on an individual basis by collecting the disapproval or abstention ballot papers first, followed by all of the approval ballots. In the interests of the compliance with the best practice in convening a shareholders' meeting, in the case that the shareholders submit their disapproval or abstention ballot papers after the collection of ballot papers for each agenda item, the Company shall not count any vote cast by such ballot papers.

If the majority of the votes cast were for approval and this was in accordance with PTT's Articles of Association regarding voting, it shall be deemed that the Meeting had agreed or approved that agenda item. A shareholder who wishes to leave early or who is absent during any agenda item may exercise his/her right by handing in his/her ballot papers in advance to the staff-member stationed at his/her respective row. A ballot is considered invalid if it casts a vote expressing a conflict of intent, such as a ballot on which more than one mark is placed, or a ballot with any crossing-out without an accompanying signature thereon, etc.

Before casting a vote for each agenda item, the Chairman will provide an opportunity for the shareholders to ask questions relevant to that agenda item as appropriate. Shareholders who wish to ask any questions or give an opinion will be requested to stand at the microphone and raise his/her hand. Upon being granted permission from the Chairman, the shareholder would be asked to state his/her name and surname before asking questions or providing an opinion on each occasion. Questions or opinions raised should be precise and relevant to the agenda item being considered, within no more than five minutes, in order that other shareholders would also have an opportunity to exercise their right, and so that the Meeting would be conducted within the prescribed timeframe. If a shareholder had any question irrelevant to agenda item being

considered, the Chairman may request for that shareholder to ask such question during the consideration of the agenda item in respect of any other matters at the end of the Meeting.

In addition, after the adjournment of the Meeting, the shareholders would be requested to return the ballot papers to PTT's staff for reference purposes and fill out the questionnaires distributed to them at the registration for the improvement of conducting shareholders meetings in the future by providing these to the collectors or staff at the exit of the Meeting room.

Mrs. Wantanee Jaruke, the Company Secretary, asked the Chairman to resume the Meeting's proceedings.

**The Chairman requested the three ad hoc committees to present the key accomplishments to the shareholders, starting from the Audit Committee** by Professor Dr. Kittipong Kittayarak, Chairman of the Audit Committee.

**Adjunct Professor Dr. Kittipong Kittayarak**, Chairman of the Audit Committee, gave the summary of the performance of duties as follows:

The Audit Committee consists of three members as follows:

- |    |                                    |                                 |
|----|------------------------------------|---------------------------------|
| 1. | Professor Dr. Kittipong Kittayarak | Chairman of the Audit Committee |
| 2. | Ms. Nuntawan Sakuntanaga           | Member of the Audit Committee   |
| 3. | Mr. Vichai Assarasakorn            | Member of the Audit Committee   |

In 2018, the Audit Committee held 17 meetings.

The Audit Committee performed its duties as assigned by the Board of Directors and in compliance with the Audit Committee Charter by focusing on creating a corporate culture of transparency and improving the quality of the internal audit of PTT Group with a view to becoming a "Trustworthy Partner". The highlights of the audit results for the year 2018 are summarized as follows:

1. Forming a structured unit to integrate Governance, Risk Management, Control & Compliance (GRC) with the senior executives being responsible for encouragement of personnel development to ensure that the personnel are equipped with the necessary knowledge, capability, and skills to accommodate a rapidly-changing business environment, as well as to place importance on development of knowledge and capability of the internal auditors to ensure professionalism and effectiveness in internal audit works;
2. Supporting the Management to improve PTT's operating guidelines as the "organization of pride, transparency, and heading towards sustainability" by driving towards business integrity in the operation, enhancement of the internal audit level by emphasizing professionalism, and credibility of the internal auditors with a view to increasing effectiveness and efficiency of the internal audit function to stay abreast of the ever-changing global business trends in the digital age, as well as to place priority on risk factors, whether they be strategic risks or emerging risks that may have a material impact on the organization;

3. Promotion of anti-corruption in the procurement process by incorporating large-scale investments of PTT and companies in PTT Group into the Integrity Pact (IP);
4. Driving towards a careful and concise analysis and review of the investment process and development of a systematic Post-Investment Review (PIR);
5. Promotion of application of technology in the audit process and expansion of the use of the Continuous Control Monitoring and Auditing System (CCMS);
6. Formulating an audit policy that includes continuous personnel development with a focus on higher audit efficiency of the business process and cooperation with units in charge of auditing (Second Line of Defense); and
7. Promotion of STAR Award Project to focus on enhancing the effectiveness, efficiency, transparency, accountability, and positive attitude towards the internal audit of the functions of the operation unit (First Line of Defense) and the supervisory unit (Second Line of Defense).

**Gen. Chatchalerm Chalermsook, Chairman of the Corporate Governance Committee**, gave a summary of the performance of duties as follows:

The Corporate Governance Committee consists of three members as follows:

1. Gen. Chatchalerm Chalermsook      Chairman of the Corporate Governance Committee
2. Mr. Thon Thamrongnawasawat      Member of the Corporate Governance Committee
3. Professor Dr. Surapon Nitikraipot      Member of the Corporate Governance Committee

In 2018, the Corporate Governance Committee held six meetings.

The Corporate Governance Committee was committed to complying with the principles of PTT's Corporate Governance, Ethical Standards, the Code of Business Ethics, and the PTT Group Sustainability Management Framework in order to develop and enhance PTT's corporate governance to ensure its continued efficiency. The Corporate Governance Committee also established a framework for anti-corruption within PTT. The key actions taken in 2018 are summarized below:

- Information disclosure and transparency:
  - Prepared the Corporate Sustainability Report for the year 2018, for the eleventh consecutive year, in order to disclose the relevant economic, social, and environmental information;
  - Published the magazine "Happiness" and the newsletter "PTT Bizway" for the shareholders;
- Equitable treatment of shareholders:
  - Ensured the compliance with the Insider Trading Guidelines by requesting that the Board of Directors, the Management, and the persons related to the information refrain from trading securities of PTT Group. In the case that such a transaction is

necessary, in the interest of transparency, they must inform the Company Secretary of such securities trading in advance;

- Recognition of stakeholders:
  - Endorsed an action plan on PTT's Corporate Governance and Anti-corruption for the year 2018;
  - Ensured that revisions be made to the material subject matter of PTT's Corporate Governance, Ethical Standards and Code of Business Ethics Handbook with respect to the limit on the number of the state enterprises and/or juristic persons that PTT's directors may hold a Board position at. In this regard, the foregoing will enhance efficiency in the operation and create transparency in supervision;
- Social responsibility and sustainable development:
  - Passed the RobecoSAM Corporate Sustainability Assessment; being ranked as a DJSI Member for the seventh consecutive year;
- Recognition at the national and international level, such as:
  - Honorable Mention Corporate Transparency Award for the year 2018 from the National Anti-Corruption Commission;
  - "Very high" ranking for the National Anti-Corruption Commission's Integrity & Transparency Assessment (ITA) for five consecutive years; and
  - ASEAN Corporate Governance Award as a Thai listed company meeting ASEAN Corporate Governance Scorecard criteria, ranking among the Top 3 Public Limited Companies (Thailand) and Top 50 ASEAN Public Limited Companies.

**Mr. Thon Thamrongnawasawat, Chairman of the Enterprise Risk Management Committee,** provided the summary of the performance of duties as follows:

The Enterprise Risk Management Committee consists of two members as follows:

1. Mr. Thon Thamrongnawasawat Chairman of the Enterprise Risk Management Committee
2. Mr. Danucha Pichayanan Member of the Enterprise Risk Management Committee

In 2018, the Enterprise Risk Management Committee held five meetings.

The Enterprise Risk Management Committee fully supported the performance of PTT's Board of Directors in overseeing the overall risk management practices under the good corporate governance principles. The key highlights for the year 2018 are summarized below:

- Supervised and managed risks to mitigate impacts on PTT's business:
  - Defined proactive measures to lower the probability of all risk events while commanding passive measures should risk events actually happen e.g. risk management to mitigate impacts from oil price volatility by employing hedging tools

and risk management from participating in the Bongkot and Erawan petroleum blocks bidding. In addition, in 2018, due to volatile foreign-currency exchange rates, which posed direct impacts on the operating performance, the Enterprise Risk Management Committee was assigned additional tasks to closely monitor financial risks from such volatility.

- Supervised the management of stakeholders to ensure that the stakeholder management process is comprehensive and all-inclusive for appropriate stakeholder management.
- Closely monitored and provided opinions on the risk management practices every quarter:
  - By defining the Key Risk Indicators (KRIs) for staying alert, providing warnings, and indicators for measuring the effectiveness of the risk management;
- Considered and commented on agenda items which would entail long-term and sophisticated business obligations with significant impacts on PTT prior to proposing to the Board of Directors;
- Considered and screened the list of enterprise risks for the year 2019 and proposed the same to the Board of Directors' opinion by ensuring the integration of risk items and enterprise risk management plans in parallel with the formulation of the enterprise plan for 2019.

The Chairman asked the Meeting to consider the matters comprising 7 agenda items as follows:

**Agenda Item 1: To acknowledge the 2018 Performance Report and to approve the 2018 Financial Statements ended 31 December 2018**

The Chairman informed that PTT had circulated the 2018 Annual Report, the 2018 Financial Statements, and the 2018 Sustainability Report to the shareholders in advance.

Before Mr. Chansin Treenuchagron, the President & CEO, would present the summary of the 2018 Performance Report and other important information to the shareholders, the shareholders were invited to watch a video presentation of the summary of the operating performance, after which the shareholders would be granted an opportunity to make enquiries for further information.

(The video presentation was shown and lasted approximately 24 minutes.)

The President & CEO presented the 2018 operating performance of PTT and its subsidiaries as compared to that of 2017, which can be summarized as follows:

**Revenue:**

- In 2018, the sales revenue of PTT and its subsidiaries increased by 17 percent from THB 1.99 trillion in 2017 to THB 2.34 trillion in 2018, primarily due to the increase in selling prices of petroleum and petrochemical products following the rise of oil prices, that is, the increase in the average Dubai crude oil price from USD 53 per barrel in 2017 to USD 69 per barrel in 2018, as well as the increase in sales volumes in almost all business groups.

- As for the revenue proportions for the year 2018, the majority is derived from the Oil Business and International Trading Business, contributing to approximately 50 percent of the total revenue, followed by the Petrochemicals & Refining Business Group at 31 percent, the Natural Gas Business Unit at 13 percent, and the Petroleum Exploration and Production Business at 5 percent.

**EBITDA:**

The earnings before finance costs, taxes, depreciation and amortization, or EBITDA, increased by 2 percent from THB 345,395 million in 2017 to THB 351,396 million in 2018, primarily due to:

1. The EBITDA of the Petroleum Exploration and Production Business increased due to the increase of the average selling prices and average sales volumes.
2. The EBITDA of the Natural Gas Business Unit of PTT improved in almost all business units (except for the Natural Gas for Vehicles), particularly the Natural Gas Processing Unit and the Natural Gas Supply and Trading Unit as a result of the increase in both sales volumes and selling prices following the oil and petroleum prices. Natural Gas Transmission Business Unit reported a better performance from the power producer customers, as well as the operating performance of the affiliates in the Natural Gas Business Unit, particularly PTTLNG, in which PTT holds 100% of the shares following PTTLNG recognition of revenue from the LNG Terminal 1 Phase 2 and the operating performance of PTTNGD.
3. The decrease in the overall performance of the Petrochemicals & Refining Business Group which was mainly due to the decreased profit margin in the Accounting GIM as a result of the stock loss of approximately THB 12,000 million following the sharp fall of crude oil prices in the fourth quarter of 2018 while there was stock gain of approximately THB 12,000 million in 2017, resulting in the decrease in the stock gain and loss of approximately THB 24,000 million.
4. The decrease in the performance of the Olefins and Aromatics in the Petrochemical Business from the lower petrochemical spread during the end of 2018 due to concerns over the slowdown of growth of the world economy despite the increase in overall production and sales volumes of the Petrochemicals & Refining Business Group.

**Total Net Income:**

The total net income of PTT and its subsidiaries decreased by THB 15,496 or 11 percent from THB 135,180 million in 2017 to THB 119,684 million in 2018 mainly due to the increase in expenses from 2017 which were as follows:

1. The tax expenses increased due to:
  - Increase of PTTEP's tax payment due to the increase of profits made by PTTEP;
  - Increase of PTT's tax payment (an increase of THB 6,033 million) from the profits from the transfer of its oil business to PTT Oil and Retail Business Public Company

Limited (PTTOR) and the full redemption of BOI tax privileges in 2018.

2. The increase in depreciation which was mainly due to the increased proportion of depreciation in the Bongkot Project of PTTEP (an increase of THB 7,267 million).
3. The decrease in gain on foreign exchange due to a depreciation of Thai baht in 2018 which was lower than that of 2017.

**Financial Position:**

The financial position of PTT and its subsidiaries as at 31 December 2018 was as follows:

1. The total assets of PTT and its subsidiaries amounted to THB 2.36 trillion, an increase of 6 percent or approximately THB 123,170 million as compared to those of the year 2017, which was mainly from:
  - An increase of THB 38,765 million in cash and current investments, mainly from the increased amount of net operating cash from PTT and its affiliates.
  - An increase of THB 37,269 million in land, building, and equipment from the construction in progress of additional assets of PTT Group, such as the Fifth Transmission Pipeline Project of PTT, Olefins Reconfiguration, and Propylene Oxide and Polyols Production Project of PTTGC, and PTTEP's acquisition of additional stakes of 22 percent of the Bongkot Project.
2. As at 31 December 2018, the total liabilities of PTT and its subsidiaries amounted to THB 1.04 trillion, an increase of 5 percent or THB 53,231 million, which was mainly due to:
  - An increase of other accounts payable of PTTEP from the acquisition of additional stakes in the Bongkot Project.
  - An increase of PTT's income tax payable from the transfer of the Oil Business to PTTOR, as well as the full redemption of BOI tax privileges in 2018.
  - An increase of long-term loans of the companies in PTT Group.

The shareholders' equity was approximately THB 1.32 trillion, an increase of 6 percent or THB 69,939 million due to the improved operating performance of PTT and its subsidiaries, and the dividend payment from the operating performance of the second half of 2017 was THB 12 per share, equivalent to THB 1.2 per share after par split, and THB 0.80 per share for the first half of 2018 by, totaling THB 57,108 million.

**Key Financial Ratios:**

PTT's has a robust financial structure due to its increased operating cash and current investments being higher than its increased loans, resulting in:

1. The net debt-to-equity ratio decreasing from 0.11 times in 2017 to 0.08 times resulting from a decrease in the net debt due to the increased cash and the shareholder's equity from the increased profits, while PTT's policy is that the net debt-to-equity ratio shall not exceed 1

times (as it is the reasonable level for the energy industry).

2. The net debt-to-EBITDA ratio decreasing from 0.4 times in 2017 to 0.3 times because the net debt decreased due to the increased cash, and the increased EBITDA by 2 percent from the previous year, while PTT's policy is that the net debt-to-EBITDA ratio shall not exceed 2 times (as it is the reasonable level for the energy industry).
3. The interest coverage ratio remained at a robust level.

PTT realizes that corruption remains a major concern that has caused damage to the country and is committed to taking part in enhancing the transparency to build a stronger society in Thailand. Great efforts have been placed with a view to develop a proactive good corporate governance and anti-corruption practice system. In addition, PTT is increasing its role in participating with agencies in the private and public sectors. The key highlights in 2018 can be summarized as follows:

- PTT is a model organization in Thailand that has announced its implementation of the "No Gift Policy" and has put in place the guidelines for implementing such policy.
- PTT has established the Corporate Governance and Regulatory Affairs Unit to accommodate continual growth of business by integrating Governance, Risk Management, Control & Compliance (GRC) measures to ensure appropriate control systems and effective performance;
- PTT has established the Anti-Corruption Operation Center for State Enterprises in accordance with the guideline prescribed by the National Anti-Corruption Commission to be responsible for prevention and suppression of corruption and wrongful acts; and
- PTT applied for renewal of the certification of Thailand's Private Sector Collective Action Coalition against Corruption (CAC), which renewal was certified for the second time on 17 May 2018.

With the strong commitment on its stance in adhering to the principles of good corporate governance and zero tolerance of corruption, PTT is widely-recognized at national and international levels e.g.:

1. Honorable Mention Corporate Transparency Award for the year 2018 from the National Anti-Corruption Commission;
2. Outstanding Ethics Award from the Thai Chamber of Commerce 2018 Best Award for the first time, which is an honor for PTT to have been trusted and relied on by all stakeholder groups;
3. State Enterprise of the Year 2018 for the third consecutive year: this top prize of all State Enterprise Awards is presented to state enterprises with an outstanding board of directors, management team, and business administration standards in all aspects that is able to respond to and satisfy stakeholders' demands.

The Chairman stated to the Meeting as follows: given that the shareholders had been informed of

the 2018 Performance Report of PTT, as well as the financial statement in the Financial Report and the Annual Report circulated in advance along with the Notice of this Meeting, and followed by the video presentation on “Summary of the 2018 Performance Report” and the additional summary of information presented, the Chairman then asked the Meeting to consider and certify PTT’s 2018 Performance report, acknowledge the future plan, consider and approve the financial statements for the year ended 31 December 2018, which has been certified by the Auditors in accordance with generally-accepted accounting principles, as detailed in the Annual Report and the Financial Report. The Chairman then asked whether the shareholders had any questions or comments. The questions and comments are summarized as follows:

**Mr. Vicha Chokpongpan**, a proxy, commented and asked the following questions:

1. The shareholder gave compliments for the excellent organization of the Meeting despite the fact that there were a large number of shareholders in attendance.
2. The shareholder asked whether the Company was likely to generate a profit that reached THB 150,000 million within the next three years.

**Pol.Col. Sermkiat Bamrungphruek**, a shareholder, asked the following questions

1. Which version of the Accounting Standards did the Auditors use in auditing the financial statements?
2. Were certain operating expenses, particularly for Human Resources, unnecessary? How were these expenditures controlled and audited? What was the scope of consideration for expenses, for example, donations, expenses for study trips for the directors? Were these expenses included as other expenses?
3. How many directors participated in the working visit for the energy and its related businesses and the start-up business in the past year? The shareholders asked the Company to clarify the names of directors, the period of the visit, and the budget of the working visit and clarify whether or not there were any reports on the benefits received from the visit. The shareholder requested the Audit Committee to audit and report this matter.

**Mr. Rittichai Yipchareonporn**, a shareholder, asked the following questions about the natural gas price:

1. With respect to the price for the natural gas from the Erawan field and the Bongkot field for which PTTEP had won the bid, the natural gas price under the new Production Sharing Scheme Contract is lower than the current natural gas price by 40 percent. Would the price difference have any impact on the selling price of Ethane, which is a raw material of PTTGC? Was there any price formula linked with HDPE? Would this have an impact on the profit of PTT and its flagships? What policy did PTT have on structuring the price difference?
2. Does PTT have any plan to base the natural gas price in a long-term contract with the price of coal in order to mitigate the price fluctuation, as has been done by other energy companies in the global market?

3. What would be the impact on LNG market in the Asian Region from the trade agreement entered into by the United States and China whereby China would import LNG from the United States in a large volume in order to reduce the deficit from agricultural goods?
4. What would be the Ethane-to- Methane Ratio after processing from the natural gas separation plant?

**Mr. Direk Khunawutvanich**, a shareholder, asked the following questions

1. Did the Company put in place a system and the selection process for vendors who were interested in operating the Café Amazon business to ensure that the selection process was transparent?
2. Does PTT have any structure or plan to generate revenues and profits in order to declare dividends to the shareholders after the spin-off of PTTOR, and if so, what is the structure or plan? How would the spin-off of PTTOR have an impact on the shareholders who would receive the payment of dividends in the future?

**The Chairman** asked the relevant members of the Management to clarify the issues raised by the shareholders as follows:

1. Mr. Chansin Treenuchagron, President and Chief Executive Officer, provided clarification on the outlook of the profits of the Company, other expenses, and the working visit of the Board of Directors.
2. Ms. Pannalin Mahawongtikul, Chief Financial Officer, provided clarification on the issues related to the financial statements.
3. Mr. Wirat Uanarumit, Chief Operating Officer, Upstream Petroleum and Gas Business Group, provided clarification on the issues related to PTTEP and LNG.
4. Mr. Auttapol Rerkpiboon, Chief Operating Officer, Downstream Petroleum Business Group, clarified the issues related to PTTOR.

**The President & CEO** clarified as follows:

1. The outlook of PTT's profit in the next three years would depend on the oil price, and the product price difference (Spread), including the stock gain/loss at the time. In this regard, PTT has an investment plan of approximately THB 200 billion for the next three to five years and the return would depend on the factors stated above.
2. With respect to the management of the expenses in donations, charitable activities, sponsorship for sport events and education, PTT would consider making charitable donations to any activity that promotes a good image of PTT and any activity that truly benefits the community, as well as take into consideration the operating performance of PTT and would propose the request for donation to the Board of Directors for approval.
3. The annual working visit of the Board of Directors was attended by all members of the Board with a view to expanding their visions and worldviews in order to incorporate the same in formulating the

business strategies; to give opinions for efficient business development, to stabilize the country's energy security, due to the diverse backgrounds and expertise of the directors. In addition, coupled with the ever-changing technological environment, it is necessary for the members of the Board to take a working visit aboard in order for them to be able to apply the knowledge and experience in the organizational development and improvement in order to stay abreast of the ever-changing technological environment on a regular basis.

4. Due to the reduction of the price of the natural gas from the Erawan field and the Bongkot field, the natural gas selling price to PTTGC would be discussed between the producers of natural gas and the purchasers of Ethane for use as raw materials.
5. The ratio of Methane and natural gas after the separation, that is, Ethane, Butane, and Propane are shown in Page 33 and Page 34 of the Annual Report.

**The Chief Financial Officer** clarified as follows:

1. The account recording for the financial statements of the Company and the consolidated financial statements complied with the current applicable accounting standards and the financial statements of the Company and the consolidated financial statements were audited by the State Audit Office.
2. The Operating Expenses with respect to donations, as well as the expenses for the energy business working visit of the directors, were recorded as "other expenses" in the Note to the Financial Statements in Page 167 of the Financial Report.
3. With respect to dividend payment, PTT would consider making payment of dividends from the consolidated financial statement. Therefore, the spin-off of PTTOR would not affect the dividend payment of PTT because PTT holds 100 percent of the shares of PTTOR and the operating performance of PTTOR would be included in the consolidated financial statement.

**The Chief Operating Officer, Upstream Petroleum and Gas Business Group**, clarified as follows:

1. PTTEP had won the bid for the natural gas from the Erawan field and the Bongkot field at a low price as a result of low investment, resulting in a lower natural gas price under the new Production Sharing Scheme Contract which would be reflected in the natural gas selling price for the power plants resulting in a lower Ft charge. Nevertheless, the gas selling price and the electricity tariff are under the supervision of the National Energy Policy Committee (NEPC) and the Energy Regulatory Commission (ERC) and, at the same time, the gas separation plants, which use natural gas as a raw material in the petrochemical business also benefit from the lower natural gas selling price. As a result, the petrochemical business will be more competitive. In addition, the products from the gas separation plants, such as cooking gas or LPG, are the main fuel products which benefit the business operators and the consumers.
2. The price of LNG has increased since 2019 as a result of the increase of imports into China, which is a new consumer. China has significantly increased its imports of LNG due to its policy to decrease the use of coal and increase use of natural gas. Thus, the policy has an impact on the prices of coal and LNG. Nevertheless, the current LNG market can be described as being a

buyer's market for there is an abundance of supply of LNG due to increased availability of LNG sources worldwide, coupled with technological discoveries from the USA. It is estimated that the price of LNG will likely increase in the next four to five years as there is a little investment in new LNG fields. Therefore, in order to stabilize the energy security, PTT has formulated an LNG investment strategy as a value chain approach, as well as investment in the upstream business.

3. As for the coal – linked LNG price, being the method first adopted by Shell, PTT would follow up and look into the impacts in relation to this.

**The Chief Operating Officer, Downstream Petroleum Business Group** provided clarification on the selection of franchisees of Café Amazon, i.e. that the Company had put in place a process for the selection of franchisee applicants in a transparent manner where the interested persons can apply through the website and would be systematically placed into a queue. A team would then be assigned to conduct a survey of the suitability of the proposed locations of the applicants. The applicants would enter into the selection process by a group of committee members from various units. At present, the queue system takes approximately two to three months. PTT is adding additional staff members for the survey of locations in order to expedite the selection process.

**Mr. Bhasant Kumar Dugar**, a shareholder, commented as follows:

1. The shareholder gave compliments to the Café Amazon For Chance Project in creating opportunities and asked PTT to consider participating in the SET Well-Being Index (SETWB). He also gave compliments to PTT for being rated on the SET CLMV and the SET NEXT, the operating performance, the satisfactory financial ratios, and being on the TOP Quartile.
2. The shareholder suggested that PTT should consider making more investments in order to generate more revenue and should be mindful of the costs of goods sold to ensure that PTT would have a sufficient margin.
3. The shareholder suggested that PTT should pay attention to the management of its cash flow.

**Mr. Niran Jitprakob**, a shareholder, asked the following questions

1. According to Item 33: Sales and Service Income in the Financial Report, what was the income from the non-oil businesses?
2. Why did the dividends in 2018 decrease from that of 2017?
3. What did Item 34: Other Income of approximately THB 8,000 million in the Financial Report consist of?

**Mr. Sitthichok Boonvanich**, a shareholder, suggested that any questions about the case of GGC should be asked in a discreet and level-headed manner and that the Board of Directors should answer the questions in the manner that would not have an impact on the case.

**Mr. Sathaporn Kotheeranurak**, a shareholder, expressed his opinions and asked the following questions:

1. The shareholder complimented the presentation of the hearing-impaired and learning-impaired

baristas and the clearly presented information.

2. The shareholder asked about the implication of 4 Key Audit Matters in the Auditor's Report: 1.) estimation of petroleum reserves; 2.) provisions for decommissioning costs; 3.) business acquisition; and 4.) sale of oil business.
3. What was the approach for management with regard to the loss on impairment of investments in the Statement of Cash Flows (Page 17, the Financial Report) of THB 30 billion and THB 20 billion in 2017 and 2018, respectively?
4. The shareholder asked the Management to clarify the delay in the operation plan in the restructuring of the Oil Business Unit (the last paragraph, Page 63, the Financial Report) and the impact on PTT.
5. What was the approach for managing and mitigating risks from stock loss?
6. What was the policy for incorporating subsidiaries in the tax haven countries, such as the British Virgin Islands and the Cayman Islands?

**Mr. Athiwat Pattanachaiphuwanon**, a shareholder, asked the following questions

1. What was PTT's goal for PTT's service stations, both in the format of the Company Owned Company Operated (COCO) and the Dealer Owned Dealer Operated (DODO)?
2. Did the Company have a business plan for spinning off Jiffy to be a stand-alone business and what was the Company's goal in relation to this?
3. What was the Company's goal in expanding Café Amazon outlets outside of service stations as a stand-alone format and how would this business generate income to the Non-oil Business?

**The Chairman** requested the Chief Financial Officer to clarify the financial matters, the Chief Operating Officer, Downstream Petroleum Business Group, to clarify the restructuring of PTTOR and the President & CEO to clarify the stock loss as follows:

**The Chief Financial Officer** provided clarification on the matters related to the Financial Report as follows:

1. In 2017, PTT received dividend income from its holding of investment units in the Energy and Petrochemical Index Fund (EPIF) and sold the investment units in order to comply with the regulation of the SEC which requires that a unit holder shall not hold more than one-third of the total investment unit of a fund. Therefore, PTT did not receive any dividends from EPIF in 2018.
2. The "Other Income" in Item 34 of the Notes to the Financial Report consists of income from aviation fuel and gains from business acquisition, for instance. As for Item 33 of the Notes to the Financial Report, the income from the "non-oil businesses" was mainly derived from the non-oil products while the "Services", primarily from the use of pipelines of PTTEP which operates a gas pipeline business in Myanmar and "Others" referred to income derived from utilities services.
3. The Key Audit Matters refer to the matters considered by the Auditors as material to a particular business in that industry. As for PTT, the Auditors had identified four Key Audit Matters, being: the

estimation of petroleum reserves; the provisions for decommissioning costs; the acquisition of additional shares in the Bongkot field by PTTEP; and the sale of investment by selling the oil business to PTTOR, as the Auditors are of the view that the estimation of these figures will rely on high expertise in calculating figures and formulating assumptions. Accordingly, the Auditors had paid special attention in auditing these matters and had described the method in auditing these matters.

4. In 2017, the loss on impairment of assets was due to the debt-to-equity conversion of the Coal Business from the impairment of assets of PTTER and PTTGM.

**The Chief Operating Officer, Downstream Petroleum Business Group**, provided clarification on the matters related to the Oil Business as follows:

1. The goal of the service station business remains the same, that is, the service stations under the DODO format will comprise 80 percent of the total number of service stations while the Company will continue to operate the COCO service stations in order to establish the standards and requirements for the operations of the dealers. Therefore, the policy for expanding the service stations will continue to focus on the DODO format.
2. PTT does not have a policy to spin-off Jiffy yet.
3. At present, there are approximately over 1,600 Café Amazon outlets located in the service stations and approximately 600 – 700 outside the service stations. The Company has a plan to expand the number of Café Amazon outlets in the service stations and also its number of stand-alone outlets. Nevertheless, the expansion rate for Café Amazon as stand-alone outlets is higher compared to the expansion of Café Amazon in the service stations which will depend on the number of new service stations. In addition, more than 200 Café Amazon branches are set up in other countries.
4. With regard to the delay in listing PTTOR on the Stock Exchange, PTT transferred the Oil Business to PTTOR on 1 July 2018. Nevertheless, PTT is required to transfer to PTTOR a large amount of assets, contracts, and business partners. The transfer is 80 percent complete and the remaining 20 percent is in process. Notwithstanding the foregoing, the delay does not have any impact on the Oil Business and, as PTT holds 100 percent in PTTOR, its operating results have been included in PTT's performance results.

**The President & CEO** clarified as follows:

1. PTT had managed stock gain/loss by setting up the PRISM Team to be in charge of managing the price risk which is linked to the companies in PTT Group; to closely monitor the market; and mitigate potential risk concerning market fluctuation. Nevertheless, any rise or fall in oil price depends on various factors, importantly, technological factors and the flow of funds in the global market. However, it is necessary for PTT to keep oil reserves as raw materials for refineries and as legal reserves.
2. PTT has a policy not to incorporate subsidiaries in tax haven countries and the Exploration and Production Business also has a policy not to incorporate subsidiaries in tax haven countries.

Nevertheless, the Exploration and Production Business has certain subsidiaries of PTTEP which are incorporated in those countries from amalgamations and business acquisitions.

**The Chairman** asked if any shareholder wished to ask questions or make further comments regarding this Agenda Item 1. As there were no more questions and comments from the shareholders, the Chairman invited the shareholders to vote on this agenda item.

**Resolution:**

The Meeting acknowledged PTT’s performance report for the year 2018, acknowledged the action plan in the future, and approved the 2018 Financial Statements ended 31 December 2018 by a majority of votes of the shareholders present and entitled to vote, as detailed below:

<b>Votes</b>	<b>Number of Votes Cast (1 share = 1 vote)</b>	<b>Percentage of voting rights exercised by the shareholders present and casting their votes</b>
1. Approved	22,692,693,660	99.8416
2. Disapproved	584,000	0.0026
3. Abstained	34,407,514	0.1514
4. Invalid Ballots	989,710	0.0044

Remark: While this agenda item was being considered, additional shareholders, holding a total of 2,030,763,460 shares, were present at the Meeting than at the start of the Meeting.

**Agenda Item 2: To approve the 2018 net profit allocation and dividend payment**

The Chairman asked the President & CEO to present this matter to the Meeting. The President & CEO clarified as follows:

- From the 2018 operating performance in the Consolidated Financial Statements, the net income of PTT and its subsidiaries was THB 119,684 million, equivalent to THB 4.15 per share.
- PTT allocated THB 23 million as a reserve for the self-insurance fund.
- PTT’s existing statutory reserve is already equal to 10 percent of its registered capital, as required by law.
- Therefore, PTT proposed the payment of dividend for the 2018 operating performance at THB 2.00 per share, totaling approximately THB 57,126 million, which was equivalent to a payout ratio at 48.2 percent, an increase from that of the previous year (42.8 percent in 2017).

The shareholders were requested to approve the 2018 net profit allocation and dividend payment

for the 2018 operating performance at THB 2.00 per share, which was divided into:

1. The interim dividend payment for the first half of 2018 at THB 0.80 per share, which was paid on 26 October 2018 from the unappropriated retained earnings as follows:
  - o Earnings derived from the BOI promoted activities during the tax exemption period at THB 0.45 per share;
  - o Earnings from the dividend income from PTTEP at THB 0.35 per share.
2. The dividend payment for the second half of 2018 at THB 1.20 per share, which was paid from the unappropriated retained earnings as follows:
  - o Earnings from the payment of corporate income tax at the rate of 23 percent at THB 0.70 per share;
  - o Earnings from the payment of corporate income tax at the rate of 20 percent at THB 0.50 per share.

For the dividend payment for the second half of 2018, the shareholders who are individuals (persons) shall be entitled to tax credit in the calculation of dividend tax under Section 47 *bis* of the Revenue Code. The dividends shall be paid to PTT shareholders whose names appear in the share register on the record date set for determining the shareholders' entitlement to dividend payments on 7 March 2019. The dividend payments were scheduled to be made on 30 April 2019.

**The Chairman** asked whether the shareholders had any questions or comments. The questions and comments are summarized as follows:

**Pol. Col. Sermkiat Bamrungphruek**, a shareholder, commented and asked the following questions:

1. Section 115 of the Public Limited Company Act provides that the Company may pay interim dividend without the approval of the shareholders' meeting provided that the Company has not incurred an accumulated loss. The amount and appropriateness of the dividend payment which is not an interim dividend shall be based upon the consideration and approval of the shareholders but is not subject to allocation by the Board of Directors.
2. The shareholder asked which one of the accounting standards – GAAP of the USA or IFRS of Europe – had been used by the State Audit Office.
3. The Board of Directors should exercise its precautions to comply with the duty of loyalty and duty of care under Section 85 of the Public Limited Company Act with respect to the protection of interests of the Company and the operation of the business of the Company with integrity and honesty in terms of both the working visit overseas and the supervision of donations.

**Mr. Basant Kumar Dugar**, a shareholder, commented on the reduction of taxes to be paid to the foreign shareholders for the interim dividend payment by using the Double Taxation Avoidance Agreement (DTAA) for the income from the BOI promoted activities.

**Mr. Direk Khunawutvanich**, a shareholder, asked whether the dividend payment of PTT was made from

the Separate Financial Statements or the Consolidated Financial Statements.

**Mr. Chonlawit Boonarpa**, a shareholder, commented that the shareholders should exercise their rights and spend time to give comments or ask questions appropriately within the relevant agenda item, as well as adhere to the principles of time management.

**The Chief Financial Officer** explained that the dividend payment was made from the Consolidated Financial Statements. In determining whether to include the operating performance of a subsidiary in the Consolidated Financial Statements, the percentage of shareholding as well as control will be taken into consideration. For example, in the case of PTTEP, PTTGC, and Thairoil, even though PTT holds less than 50 percent of shares of each company, PTT has the control of these companies, and, therefore, their operating performance will be included in the PTT's Consolidated Financial Statements. The amount of dividends would be considered from the net profit of the Consolidated Financial Statements, while the dividend coverage ratio would be considered from the retained earnings of the Separate Financial Statements. If the Separate Financial Statements do not show a deficit, making a dividend payment to the shareholders could be considered.

**The Chairman** asked if any shareholder wished to ask questions or make further comments regarding this Agenda Item 2. As there were no more questions and comments from the shareholders, the Chairman invited the shareholders to vote on this agenda item.

**Resolution:**

The Meeting resolved to approve the 2018 net profit allocation and dividend payment for the 2018 operating performance at the rate of THB 2.00 per share by a majority of votes of the shareholders present and entitled to vote, as detailed below:

<b>Votes</b>	<b>Number of Votes Cast (1 share = 1 vote)</b>	<b>Percentage of voting rights exercised by the shareholders present and casting their votes</b>
1. Approved	22,737,121,448	99.9947
2. Disapproved	423,650	0.0019
3. Abstained	517,356	0.0023
4. Invalid Ballots	259,710	0.0011

**Remark:** While this agenda item was being considered, additional shareholders, holding a total of 9,647,280 shares, were present at the Meeting than at the start of the Meeting.

**Agenda Item 3: To appoint an auditor for 2019 and to approve the 2018 and 2019 audit fee**

The Chairman stated that the Audit Committee consists of three directors, namely:

1. Prof. Dr. Kittipong Kittayarak Chairman of the Audit Committee
2. Mrs. Nuntawan Sakuntanaga Member of the Audit Committee
3. Mr. Vichai Assarasakorn Member of the Audit Committee

Prof. Dr. Kittipong Kittayarak, Chairman of the Audit Committee, was asked to clarify this matter to the Meeting.

Prof. Dr. Kittipong Kittayarak, Chairman of the Audit Committee, clarified as follows:

- The Organic Act on State Audit B.E. 2561 (2018) provides that the State Audit Office (the “SAO”) shall have the duties and authority to conduct an audit of the fiscal report of the agency subject to the audit and to provide opinions on the audit results in accordance with the law governing state fiscal and financial disciplines.
- The State Fiscal and Financial Disciplines Act B.E. 2561 (2018) provides for the SAO or the auditor approved by the SAO to conduct an audit of the fiscal report of a “state agency”. The audit shall be conducted and the audit results shall be reported in accordance with the policy, criteria, and standards as prescribed by the State Audit Commission.
- Therefore, PTT is a “state agency” under the State Fiscal and Financial Disciplines Act B.E. 2561 (2018) and its fiscal report is subject to audit by the SAO.
- Section 55 of the Organic Act on State Audit B.E. 2561 (2018), which came into effect on 22 February 2018 prohibits the Auditor General or an officer delegated by the Auditor General from charging expenses, which constitutes a conflict of interest, from the agency subject to the audit in the course of conducting an audit. Therefore, for the 2018 Annual General Meeting of Shareholders, the SAO was appointed as the auditor without the audit fee.
- PTT issued Letter No. 80000001/669 dated 16 July 2018 to the Office of the Council of State to seek an opinion as to whether other expenses relating to the audit, such as overtime wages, allowances, accommodation expenses, etc., were considered as expenses prohibited from being charged by the SAO in accordance with Section 55. The Council of State was of the opinion that the provision of Section 55 is limited to the expenses “which are conflicts of interest” only. Therefore, any expense incurred which is not considered a conflict of interest can be charged. The other expenses as mentioned above are considered conflicts of interest because they are directly paid to the SAO officer as if he or she were a staff member of the agency subject to the audit.
- With respect to other fees, the SAO is entitled to charge fees in accordance with Section

32(3) for the provision of auditing services by the government agency. Therefore, the SAO sent a letter informing of the fees for conducting the audit for the year 2018 to PTT on 21 January 2019.

- The SAO proposed the fees for conducting the audit for the year 2018 in the amount of THB 4,700,000, comprising the quarterly audit fee of THB 760,000 per quarter and the annual audit fee of THB 2,420,000, both of which are the same rates as those in the year 2017.
- For the year 2019, the SAO proposed the fees for conducting the audit in the amount of THB 4,000,000, comprising the quarterly audit fee of THB 650,000 per quarter and the annual audit fee of THB 2,050,000, which is a decrease of THB 700,000 from the previous year due to the transfer of the oil business to PTTOR.
- The Board of Directors resolved to approve the appointment of the SAO as the auditor of PTT and approve the fees for conducting the audit as proposed by the Audit Committee, and, therefore, proposed that the Meeting consider and appoint the SAO as the auditor for the accounting period ending 31 December 2019, with the fees for conducting the audit for the years 2018 and 2019 in the amount of THB 4,700,000 and THB 4,000,000 respectively as considered by the Audit Committee.

**The Chairman** asked whether the shareholders had any questions or comments. The questions and comments are summarized as follows:

**Mr. Chaloeiphon Vaithayangkun**, a shareholder, commented and asked the following questions:

1. The shareholder stated that he was unable to give comments on the balance sheet because the Company did not deliver the Financial Report to the shareholders and they only received the Financial Report on the meeting date.
2. The shareholder asked the SAO which criteria were used for the presentation of the balance sheet which appeared on only 10 pages in the Financial Report.
3. The shareholder asked the SAO about the standards for auditing the balance sheet, particularly the investment statement in foreign countries, which may have different accounting standards from Thailand.

**Mr. Sathaporn Koteeranurak**, a shareholder, asked if the audit fee of the affiliates for the year 2019 would be more or less than the audit fee of THB 135.5 million for the year 2018 as appearing in Page 200 of the Financial Report.

**Mr. Basant Kumar Dugar**, a shareholder, asked what the general practice of the Company was with respect to the period for the engagement of an independent auditor.

**The Chairman** explained to the shareholder that the questions asked about the balance sheet were not relevant to Agenda Item 3 but he would delegate the Company Secretary to contact the shareholder with respect to the Financial Report again and then requested the SAO and the Chief Financial Officer to give

explanations to the shareholders.

**The SAO** provided clarification on the accounting standards as follows:

1. The SAO has a duty to audit whether the company or the agency subject to the audit has complied with the accounting standards. The numbers of pages in the report on the financial statements and notes to the financial statements are based on the accounting standards and PTT has prepared the accounting reports in accordance with such standards.
2. With respect to the overseas working visit of the Board of Directors, the SAO had taken into consideration the principles and rationale, completeness, correctness, and appropriateness of the approval of the transaction.

**The Chief Financial Officer** provided clarification on the audit fee for the year 2019 in that PTT had not finalized the amount of the audit fee of the affiliates for the year 2019 because several affiliates were in the process of negotiating the amount of the audit fee.

**Mrs. Wantanee Jaruke**, the Company Secretary, apologized and explained to the shareholder, with regard to the Annual Report, Financial Report, and Sustainability Report, that this year PTT prepared a QR Code for the shareholders to use to download the Annual Report, Financial Report, and Sustainability Report and delivered these three Reports in CD format together with the invitation to the 2019 AGM. In addition, PTT also delivered the Reports in a printed format to the shareholders who wished to have the printed format of those Reports but there was delay because the Annual Report in printed format was completed after the notice calling the Meeting had been delivered to the shareholders.

**The Chairman** asked if any shareholder wished to ask questions or make further comments regarding Agenda Item 3. As there were no more questions and comments from the shareholders, the Chairman invited the shareholders to vote on this agenda item.

**Resolution:**

The Meeting resolved to approve the appointment of the SAO as the auditor of PTT for the year 2019 and approve the fee for conducting an audit for the years 2018 and 2019 in the amount of THB 4,700,000 and THB 4,000,000 respectively, as proposed by the Audit Committee after due consideration, and approved by the Board of Directors.

<b>Votes</b>	<b>Number of Votes Cast (1 share = 1 vote)</b>	<b>Percentage of voting rights exercised by the shareholders present and casting their votes</b>
1. Approved	22,735,679,829	99.9882
2. Disapproved	1,195,230	0.0053
3. Abstained	733,906	0.0032
4. Invalid Ballots	741,210	0.0033

Remark: While this agenda item was being considered, additional shareholders, holding a total of 28,011 shares, were present at the Meeting.

**Agenda Item 4: To approve the amendment of PTT Public Company Limited’s Articles of Association**

The Chairman asked the President & CEO to present this matter to the Meeting.

The President & CEO clarified as follows:

Currently, a public limited company may convene a board of directors meeting through electronic media, provided that the following relevant criteria are complied with:

(1) Announcement of the National Council for Peace and Order No. 74/2557 Re: Electronic Conferencing

(2) Clarification of the Department of Business Development Re: Electronic Conferencing for the Registered Partnership, Limited Company, Public Company, Trade Association, and Chamber of Commerce dated 23 September 2016

(3) Notification of the Ministry of Information and Communication Technology Re: Standards for Electronic Conferencing Security B.E. 2557 (2014)

According to the Clarification of the Department of Business Development, Ministry of Commerce, if a public limited company wishes to convene a meeting through electronic media, the provision allowing the convention of a meeting through electronic media must be specified in the Articles of Association of such public limited company.

Therefore, in order for PTT to convene the meetings of the Board of Directors through electronic media, PTT deemed it appropriate to amend Article 43 and Article 44 of the Articles of Association as follows:

Existing Provision	Proposed Amendment
<p><b>Article 43:</b> The Board of Directors shall meet at least once a month at the location specified by itself. A meeting of the Board of Directors shall be called by the Chairman or his/her designated person. If at least two (2) directors request to have a meeting called, the Chairman or his/her designated person shall fix a meeting date within fourteen (14) days from the date of receipt of such request.</p>	<p><b>Article 43:</b>The Board of Directors shall meet at least once a month at the location specified by itself. A meeting of the Board of Directors shall be called by the Chairman or his/her designated person. If at least two (2) directors request to have a meeting called, the Chairman or his/her designated person shall fix a meeting date within fourteen (14) days from the date of receipt of such request.</p> <p>The Chairman or the presiding Chairman may determine that the Board of Directors’ meeting be organized and held through electronic media. In</p>

	<p>such event, the Board of Directors' meeting shall be proceeded in accordance with the criteria, methods, and the information security standards, specified by law.</p>
<p><b>Article 44:</b> The Chairman or his/her designated person shall send a notice of the Board of Directors' meeting to all Directors by registered post or in person or by messenger, as the Chairman or his/her designated may think fit, at least seven (7) days prior to the Board of Directors' meeting, except in an emergency (such as to preserve the rights and benefits of the Company) when the meeting may be called by other methods and the meeting date may be fixed sooner than the period of time specified above.</p>	<p><b>Article 44:</b> The Chairman or his/her designated person shall send a notice of the Board of Directors' meeting to all Directors by registered post or in person or by messenger, as the Chairman or his/her designated may think fit, at least seven (7) days prior to the Board of Directors' meeting, except in an emergency (such as to preserve the rights and benefits of the Company) when the meeting may be called by other methods and the meeting date may be fixed sooner than the period of time specified above.</p> <p>In delivering a notice of the Board of Directors' meeting and related documents, the Chairman or his/her designated person may send such notice and documents by an electronic mail as specified by law. In this regard, the person who is in charge with the arrangement for the meeting must keep a copy of such notice and related documents as evidence, which may be kept in electronic data format</p>

The Chairman asked if any shareholder wished to ask questions or make further comments regarding Agenda Item 4. As there were no more questions and comments from the shareholders, the Chairman invited the shareholders to vote on this agenda item.

**Resolution:**

The Meeting resolved to approve the amendment to Article 43 and 44 of the Articles of Association by the votes of no less than three-quarters of the total votes cast by the shareholders present and entitled to vote, as detailed below:

<b>Votes</b>	<b>Number of Votes Cast (1 share = 1 vote)</b>	<b>Percentage of voting rights exercised by the shareholders present and casting their votes</b>
1. Approved	22,735,801,861	99.9888

2. Disapproved	488,500	0.0021
3. Abstained	1,809,114	0.0080
4. Invalid Ballots	250,710	0.0011

Remark: While this agenda item was being considered, additional shareholders, holding a total of 10 shares, were present at the Meeting.

**Agenda Item 5: To approve the 2019 directors' remuneration**

The Chairman clarified that the Remuneration Committee consists of three members, namely:

1. Mr. Vichai Assarasakorn Chairman of the Remuneration Committee
2. Mr. Somsak Chotrattanasiri Member of the Remuneration Committee
3. Mr. Chumpol Rimsakorn Member of the Remuneration Committee

Mr. Vichai Assarasakorn, Chairman of the Remuneration Committee, was asked to clarify this matter to the Meeting.

Mr. Vichai Assarasakorn, Chairman of the Remuneration Committee, clarified that the Remuneration Committee applied the same practice in considering the remuneration of the Board of Directors and other specific committees of PTT for the year 2019 by taking into consideration the following important factors:

- the current practice of listed companies in the same industry, including other leading national and international companies;
- the current practice of listed companies which are state enterprises;
- the principles of good corporate governance;
- the operating performance;
- the size of the business;
- the scope of responsibility of the Board of Directors; and
- the information on economic growth and inflation.

After due consideration, the Remuneration Committee deemed it appropriate to approve the remuneration for the Board of Directors and other specific committees of PTT for the year 2019 as follows:

**1. Monthly fee and attendance fee**

- The remuneration for the directors of PTT includes:
  - the monthly fee: THB 30,000 per month per director which is the same as the previous rate, and the Chairman receives a monthly fee in the amount two times that of the directors (while previously the Chairman received in an amount 25

percent higher than that paid of the directors).

- the attendance fee : the attendance fee increases from THB 50,000 to THB 60,000, and the Chairman receives a fee in an amount 25 percent higher than the that paid of the directors. The payment is limited to one meeting per month. In the case that there is a reasonable cause, the attendance fee may be paid for more than one meeting, but shall not exceeding 15 meetings per year (while the payment was previously limited to one meeting per month).

➤ The remuneration for the specific committees appointed by the Board of Directors includes:

1. Audit Committee:

- the monthly fee : THB 15,000 per month which is the same as the previous rate, and the Chairman of Audit Committee receives the same rate of remuneration as the members of the Committee (while the Chairman of Audit Committee previously received remuneration in an amount 25 percent higher than the remuneration of the members of the Committee).

- the attendance fee: the meeting attendance fee increases from THB 15,000 to THB 45,000 per meeting only for the members of the Committee attending the meeting. The Chairman receives an attendance fee in an amount 25 percent higher than that paid of the members of the Committee and the secretary of the meeting receives an attendance fee of THB 7,500 per month (which is the same rate).

2. For the Nomination Committee, Remuneration Committee, Corporate Governance Committee, Enterprise Risk Management Committee and other committees that may be appointed as necessary and appropriate in the future by the Board of Directors, the remuneration would be as follows:

- monthly fee: none
- the meeting attendance fee: the attendance fee increases from THB 24,000 to THB 30,000 per meeting only for the members of the Committee attending the meeting. The Chairman receives an amount 25 percent higher than that paid of the members of the Committee.

➤ Other benefits: none

**2. Bonus for the Board of Directors of PTT for the year 2019**

The bonus for the year 2019 is fixed to reflect and relate to PTT's operating performance or net income, i.e. 0.05 percent of the 2019 net income, calculated based on the term in office. However, the maximum bonus for each director is changed from the maximum bonus of THB 3,000,000 for each director per year to the maximum bonus of THB 60,000,000 in total for the Board of Directors. The bonus received by the Chairman would be in an amount 25 percent higher than the bonus

received by the directors.

In this regard, the directors who are the shareholders of the Company will abstain from voting in this agenda item. Therefore, the Meeting was asked to consider and approve the directors' remuneration as proposed above.

The Chairman asked whether the shareholders had any questions or comments. The questions and comments are summarized as follows:

**Mr. Basant Kumar Dugar**, a shareholder, commented as follows:

1. The meeting attendance fee of the chairman of the specific committees should be higher than the meeting allowance of the directors.
2. The shareholder suggested that the bonus for the Board of Directors should be increased from 0.05 percent to 0.20 percent of the net income and the maximum rate should not be fixed in order to motivate the Board of Directors in the performance of their duties and to be in line with the companies listed in Fortune 500.

**Mr. Sathaporn Koteeranurak**, a shareholder, asked the following questions:

1. The shareholder asked whether the change in the remuneration structure of PTT would result in the change in the remuneration structure of its subsidiaries.
2. Considering the spinning-off of PTTOR, the shareholder asked which criteria were used to consider the directors' remuneration as the increase was not consistent with the decrease of workload.
3. The shareholder asked whether the maximum number of the directors of PTT and its subsidiaries had been fixed.

**Mr. Varun Trakulphadejkrai**, a shareholder, asked the following questions:

1. The shareholder asked how much the expenses were for the directors' remuneration, meeting allowances, and bonuses for the year 2018.
2. The shareholder asked what the reasons for the increase of the director's remuneration for 2019 were.

**Mrs. Nongluk Tham-ari**, a shareholder, asked whether the directors received the monthly salary and the meeting allowance in every position they held.

**Pol. Col. Sermkiat Bamrungphruet**, a shareholder, commented and asked the following questions:

1. The shareholder asked what the criteria for the directors' remuneration were and if the criteria for responsibilities were used, it would be in conflict with the decrease of responsibilities given that the Oil Business was transferred to PTTOR.
2. The shareholder suggested that one person should hold the position of chairman of the Board of Directors for one company only so that the person shall be able to dedicate his or her time and maximize his or her knowledge, capabilities, and expertise for the interests of the organization.

3. The shareholder requested that the Company should review the criteria to ensure that making payment of the directors' bonus be reasonable.

**Mr. Parin Garunyatorn**, a proxy, expressed his opinion as follows:

1. The directors' remuneration was not unreasonably high in consideration of the operating performance. Furthermore, the Ministry of Finance has defined the criteria in relation to the directors' remuneration.
2. The shareholders should maintain a friendly environment in the Meeting and should refrain from attacking any particular person.

**Mr. Basant Kumar Dugar**, a shareholder, expressed his opinion that the Company should offer the longevity package and procure directors' and officers' liability insurance and cyber-risk insurance, and provide training to the directors.

**The Chairman** asked Mr. Vichai Assarasakorn, Chairman of the Remuneration Committee, to clarify the matter.

**The Chairman of the Remuneration Committee** clarified the following issues to the shareholders:

1. After the spinning-off of PTTOR, the PTT's tasks have not diminished as PTT still has the task of supervising its subsidiaries in a more restricted manner, particularly the supervision of investments. Furthermore, certain key operations, such as the Natural Gas Business, remain with PTT.
2. This approval of the directors' remuneration does not set a new standard to the subsidiaries as the subsidiaries have undergone their directors' remuneration restructuring before PTT underwent its directors' remuneration restructuring. In addition, PTT has not adjusted the directors' remuneration since 2013. It is now reasonable to seek approval from the shareholders on the adjustment of the directors' remuneration.
3. As a state enterprise, PTT adopts the criteria for directors' remuneration of the State Enterprise Policy Committee and the directors' remuneration structure proposed at the Meeting has been considered from the State Enterprise Policy Committee and the Ministry of Finance.
4. The directors' bonus is changed from the maximum bonus of THB 3,000,000 million for each director to the maximum bonus of THB 60 million in total for the Board of Directors.
5. PTT has a guideline to limit the holding of directorship positions by taking into consideration the responsibilities of the various committees. For example, the Audit Committee has a number of tasks, therefore, each member of the Audit Committee can hold only one directorship position. As for other specific committees, there is no limited holding position of director, however each director shall receive maximum 2 attendance fees of specific committee and the payment shall be done only once a month. The number of meetings also depends on the tasks. For example, the Remuneration Committee may have two meetings a year. In addition, the meeting allowance is limited to one payment a month.

The Chairman asked if any shareholder wished to ask questions or make further comments

regarding Agenda Item 5. As there were no more questions and comments from the shareholders, the Chairman invited the shareholders to vote on this agenda item.

**Resolution:**

The Meeting resolved to approve the remuneration for the Board of Directors and other specific committees of PTT for the year 2019 by the votes of no less than two-thirds of the total votes cast by the shareholders present and entitled to vote, as detailed below:

<b>Votes</b>	<b>Number of Votes Cast (1 share = 1 vote)</b>	<b>Percentage of voting rights exercised by the shareholders present and casting their votes</b>
1. Approved	22,592,373,888	99.3441
2. Disapproved	146,980,263	0.6463
3. Abstained	1,672,134	0.0074
4. Invalid Ballots	503,690	0.0022

Remark: While this agenda item was being considered, additional shareholders, holding a total of 3,179,790 shares, were present at the Meeting.

**Agenda Item 6: To elect directors to replace those who are retired by rotation**

The Chairman explained that the Nomination Committee consists of the following three directors, namely:

1. Mr. Don Wasantapruerk Chairman of the Nomination Committee
2. Mr. Supot Teachavorasinskun Member of the Nomination Committee
3. Professor Dr. Surapon Nitikraipot Member of the Nomination Committee

According to PTT's Articles of Association, at each annual general meeting of shareholders, one-third of the members of the Board of Directors or the nearest number to one-third shall retire from office by rotation. This year, there were five directors who were due to retire by rotation namely:

1. Mr. Krairit Euchukanonchai
2. Mr. Chumpol Rimsakorn
3. General Chatchalerm Chalermasukh
4. Mr. Supot Teachavorasinskun
5. Mr. Don Wasantapruerk

In order to be in compliance with the principles of good corporate governance and in the interests of transparency, the five directors who were due to retire by rotation as listed above and who were

regarded as interested parties in this agenda item were requested to leave the meeting room until the consideration of this agenda item had been completed.

Under Article 32, Chapter 4 of PTT's Articles of Association, there must be at least five but not more than 15 directors elected by the meeting of shareholders.

Professor Dr. Surapon Nitikraipot, Independent Director and Member of the Nomination Committee, was asked to present this matter to the Meeting.

Professor Dr. Surapon Nitikraipot explained as follows:

- PTT had an announcement on its website inviting the shareholders to nominate any person who was qualified to be a candidate for PTT's directorship from 1 September 2018 to 30 November 2018. However, no shareholder nominated any person who was qualified in accordance with the specified criteria.
- The three members of the Nomination Committee proceeded to select the persons who were appropriately qualified to be nominated as the directors of PTT.
- The Nomination Committee considered and selected persons in line with the composition of the Board of Directors, that is, the persons shall have the qualifications, experience, and expertise which would be beneficial to the operation of PTT in accordance with the nomination process. The nominated candidates must be fully qualified and free from any prohibited characteristics as set out in the law governing public limited companies, the law governing standard qualifications of directors and employees of state enterprises, and other relevant notifications of the SEC and the Stock Exchange, as well as the relevant Cabinet resolutions. The name list of selected persons was approved by the State Enterprise Policy Committee.
- The Nomination Committee considered, selected, and nominated four directors to hold the office for another term, and nominated an independent qualified person to be elected as a director of PTT, during which the retiring directors who were regarded as interested parties abstained from voting.
- The candidates who passed the nomination process to be proposed for appointment as the directors of PTT are as follows:
  1. **Mr. Krairit Euchukanonchai**, Chairman of the Board of Directors, an expert in accounting / finance / law / information technology / petroleum engineering / marketing / business management and administration / international business / economics / science and technology / civil society works, and is listed in the Director's Pool of the Ministry of Finance as an expert in business management and administration / accounting and finance / international business;
  2. **Mr. Chumpol Rimsakorn**, Deputy Permanent Secretary, Ministry of Finance, an expert in finance / law / business management and administration, management or

regulation of state enterprises listed on the SET / economics, and is listed in the Director's Pool of the Ministry of Finance;

3. **General Teerawat Bunayawat**, Chief of Staff, Royal Thai Army, an expert in business management and administration / management and regulation / political science / national security / risk management in critical incidents;
4. **Mr. Supot Teachavorasinskun**, Dean of the Faculty of Engineering, Chulalongkorn University, an expert in petroleum engineering / business management and administration, management or regulation of state enterprises listed on the SET / science and technology;
5. **Mr. Don Wasantapruek**, a self-employed person, an expert in information technology / petroleum engineering / business management and administration, management or regulation of state enterprises listed on the SET / international business / science and technology.

The brief profiles of the nominated candidates were attached to the Invitation to the 2019 Annual General Meeting of Shareholders.

The candidate numbers 1, 2, 4, 5, namely Mr. Krairit Euchukanonchai, Mr. Chumpol Rimsakorn, Mr. Supot Teachavorasinskun, and Mr. Don Wasantapruek were the directors due to retire by rotation who had been nominated for re-election as directors for another term. For the candidate number 3, General Teerawat Bunayawat, is newly nominated.

The Chairman asked if any shareholder wished to ask questions or make comments. The questions, answers and comments were summarized as follows:

**Pol. Col. Sermkiat Bamrungphruek**, a shareholder, commented and asked the following questions:

1. The shareholder stated that the directors must be fully qualified and free from any prohibited characteristics as prescribed by law.
2. The shareholder requested the Nomination Committee to examine the evidence on whether or not General Teerawat Bunayawat, who is still in service and has not retired, had requested for permission or whether or not he had been granted permission from his supervisor in holding the position of PTT's director.
3. The shareholder requested the Company to consider the performance of the directors who have been nominated to hold the office for another term.

**Professor Dr. Surapon Nitikraipot**, Member of the Nomination Committee, clarified to the shareholders that there were five directors who were due to retire by rotation at the 2019 Annual General Meeting of Shareholders. The Nomination Committee proposed to re-appoint four directors to hold the office for another term and an independent person whom the Nomination Committee had verified was fully qualified, and free from any prohibited characteristics as prescribed by law. The Nomination Committee had considered the performance of the four directors who were proposed to be reappointed to hold the office for

another term that they had attended and provided useful comments in the meetings throughout the year 2018. In addition, the director clarified that PTT's criteria for the director qualifications were more stringent than those of the Stock Exchange.

**Mr. Basant Kumar Dugar**, a shareholder, proposed that the Board of Directors should attend the Management Development courses of Institute of Management Development (IMD).

The Chairman asked if any shareholder wished to ask questions or make further comments regarding Agenda Item 6. As there were no more questions and comments from the shareholders, the Chairman invited the shareholders to vote on this agenda item.

**Resolution:**

The Meeting approved the appointment of the five directors to replace the directors who were due to retire by rotation by nominating the four retiring directors to hold the office for another term and an independent person who is qualified to be a director by a majority vote of the shareholders present and entitled to vote, as detailed below:

(1) Mr. Krairit Euchukanonchai, Independent Director (taking the position for another term)

<b>Votes</b>	<b>Number of Votes Cast (1 share = 1 vote)</b>	<b>Percentage of voting rights exercised by the shareholders present and casting their votes</b>
1. Approved	23,285,947,673	99.8805
2. Disapproved	15,768,180	0.0676
3. Abstained	11,991,534	0.0514
4. Invalid Ballots	111,200	0.005

(2) Mr. Chumpol Rimsakorn, Director (taking the position for another term)

<b>Votes</b>	<b>Number of Votes Cast (1 share = 1 vote)</b>	<b>Percentage of voting rights exercised by the shareholders present and casting their votes</b>
1. Approved	23,102,351,407	99.0930
2. Disapproved	201,127,743	0.8627
3. Abstained	10,305,337	0.0442
4. Invalid Ballots	34,100	0.0001

(3) General Teerawat Boonyawat, Independent Director (taking the position of General Chatchalerm Chalermasukh)

<b>Votes</b>	<b>Number of Votes Cast (1 share = 1 vote)</b>	<b>Percentage of voting rights exercised by the shareholders present and casting their votes</b>
1. Approved	23,268,083,784	99.8039
2. Disapproved	36,903,367	0.1583
3. Abstained	8,518,036	0.0365
4. Invalid Ballots	313,400	0.0013

(4) Mr. Supot Teachavorasinskun, Independent Director (taking the position for another term)

<b>Votes</b>	<b>Number of Votes Cast (1 share = 1 vote)</b>	<b>Percentage of voting rights exercised by the shareholders present and casting their votes</b>
1. Approved	23,195,221,909	99.4913
2. Disapproved	108,273,292	0.4644
3. Abstained	8,383,176	0.0360
4. Invalid Ballots	1,940,210	0.0083

(5) Mr. Don Wasantapruerk, Independent Director (taking the position for another term)

<b>Votes</b>	<b>Number of Votes Cast (1 share = 1 vote)</b>	<b>Percentage of voting rights exercised by the shareholders present and casting their votes</b>
1. Approved	23,106,547,936	99.1109
2. Disapproved	197,768,365	0.8483
3. Abstained	7,530,376	0.0323
4. Invalid Ballots	1,971,910	0.0085

Remark: While this agenda item was being considered, additional shareholders, holding a total of 572,288,612 shares, were present at the Meeting.

**Agenda Item 7: Other matters**

The Chairman stated that the Meeting had now reached the consideration of Agenda Item 7 in respect of any other matters as stated in the Notice of the Meeting. The Chairman then asked whether there were any shareholders or proxies who would like to propose any other matters for consideration. The proposal of an agenda item required the support of a total of no less than one-third of the total number of issued shares, or equivalent to 9,520,998,750 shares. No shareholder wished to propose other matters for consideration.

The Chairman asked the shareholders whether there were any questions or comments. The questions raised, the answers given, and comments made at the Meeting are summarized as follows:

**Mr. Nikom Pakabunto**, a shareholder, commented and suggested as follows:

1. The Company had transparently disclosed the details of each director's remuneration on Page 138 of the Annual Report. In 2018, the Company paid the annual bonus of THB 34 million to the directors holding position in 2018.
2. The shareholder suggested that the reports of performance of the specific ad hoc committees should be fixed as Agenda Item "0" in order for the shareholders to be aware of the agenda item
3. The shareholder commented that the energy business working visit of the Board of Directors appeared in the news on public websites ([www.thaiembassy.org](http://www.thaiembassy.org)). and was disclosed in the Annual Report, as well.

**Mr. Chanmapoom Ngampoopun**, a proxy, asked the Company to clarify the progress of the return of the natural gas pipeline.

**Mr. Sombat Hor. Piancharoen** asked the following questions:

1. How would the investment in EEC generate long-term returns to PTT?
2. What was the scheduled date for the listing of PTTOR on the Stock Exchange and the IPO price?

**Mr. Sitthichok Boonvanich**, a shareholder, gave the remarks and suggestions as follows:

4. The shareholder gave compliments with regard to the Annual Report being provided in an environmentally-friendly way, which was printed on recycled paper and used soy ink.
5. The shareholder suggested that the Company should apply the national oil depot strategy in the interests of management of stock loss and the price difference could be used in future oil trading and the Government would benefit from the collection of the excise tax.
6. The shareholder suggested that the Company should produce video contents presenting the experiments of Kamnoetvidya Science Academy School and share the contents on the YouTube channel or the Company's website in order to disseminate the contents to children and young learners for educational purposes. The Company should also disseminate the required qualifications of PTT's employees to serve as a guidance to the younger generations who are

interested in working for PTT Group.

7. The shareholder suggested that the Company should provide employee fringe benefits under the new law in the form of credit via PTT Blue Card so that the employees would be able to use services in PTT Group, for example, for filling gas, purchasing goods, paving the way to the cashless society according to the Government policy and expanding into the banking business which would add value to PTT.

**Pol.Col. Sermkiat Bamrungphruerk**, a shareholder, asked the following questions:

1. What was the progress of collecting the payment of damages from RPCG Public Company Limited to PTT?
2. What was the progress of the development of gas pipeline for household use to replace the use of LPG tanks?

**Mr. Sakda Tangsaksathit**, a shareholder, made a remark and asked the following questions

1. The shareholder remarked that the information of PTTOR in the Annual Report and the Financial Report was not sufficient and asked the Management to give additional clarification.
2. The shareholder asked what direction of the revenue and profit and growth of PTTOR was and what proportion of the income from Café Amazon was.

**Mr. Basant Kumar Dugar**, a shareholder, suggested that the Company should issue newsletters to the shareholders in an electronic form.

**The President & CEO** clarified the strategies and directions for PTT's investments in the EEC as follows:

1. The Company plans to add value to petrochemicals and refineries, for example, developing and improving low-quality fuel oil with high-sulfur contents to be jet fuel.
2. The Company is considering entering into the bid for the Leam Chabang Deep Sea Port Project and Map Ta Phut Port Project.
3. The Company plans to stabilize the natural gas security by linking the east gas pipeline with the west gas pipeline. In addition, the Company has commenced the LNG Terminal Phase 2 Project at Ban Nong Fab, with the LNG regasification capacity at 7.5 million tons per year.
4. The Company plans to expand the business in the electricity sector by initiating the LNG to Power Project and expanding the electricity business via GPSC.

**The Chief Operating Officer, Downstream Petroleum Business Group**, provided clarification on the direction and the profit, and the IPO of PTTOR as follows:

1. PTTOR has revenue of THB 300 billion and profits of THB 10 billion and it is normal for an oil business to generate such low profit. The 8,000 million shares (Item 14.10, the significant events during the year ended 31 December 2018 of the Financial Report, Page 106) were acquired from the transfer of assets, customers, business partners, and the Oil Business of PTT to PTTOR.

2. The Company is in the process of filing the offering for sales of securities to the SEC and, until the filing is complete, the details of the direction of profits, the price of IPO, and the profit and proportion of profit of Café Amazon cannot be disclosed. Nevertheless, Café Amazon has the franchise income of approximately THB 10 billion and the profit proportion of the Non-oil Business is approximately 20 percent.

**Ms. Peangpanor Boonklum, Senior Executive Vice President, Office of General Counsel**, provided clarification on the issues regarding the disputes and the interim dividend as follows:

1. The litigation or dispute concerning RPCG is described in Item 47.6 of the Notes 47 (Commitments and Contingent Liabilities) to the Financial Statement. With respect to RPCG's referral of the dispute due to PTT's termination of contract, the arbitral tribunal adjudicated that PTT make payment of damages of approximately THB 1,560 million. PTT, then, referred the issue to the Civil Court to revoke the arbitral award. With respect to PTT's referral of the dispute to demand RPCG to make payment of THB 1,500 million in accordance with Condensate Residue Sale Agreement, the arbitral tribunal adjudicated that RPCG make payment of the product to PTT. Notwithstanding the foregoing, RPCG filed a petition to the Civil Court to revoke the arbitral award, and on 29 March 2019, the Civil Court rendered the decision to revoke the arbitral award. PTT will exercise the right to appeal the matter to the Supreme Court in due course, and the issue has been clarified and disclosed in the information submitted to the Stock Exchange on 29 March 2019.
2. With respect to the case concerning the separation of pipelines, in which the Foundation for Consumers filed a petition to revoke the royal decree on the privatization of PTT in relation to the expropriated lands, the Supreme Administrative Court had reached the judgment in 2017 and the case is now final. However, there were two cases concerning the separation of pipelines that are still pending in the Administrative Court: (1) The Ombudsman had filed a petition for the court to revoke the cabinet resolution in this matter and claimed that PTT and its related persons had failed to comply with the cabinet resolution. This matter is pending the consideration of the Central Administrative Court; (2) The Cabinet resolved for the Office of the Attorney General to refer the issue for decision by the Supreme Administrative Court. In this regard, with respect to the first issue, the Supreme Administrative Court did not render the order on the same day of its receipt of report from PTT, since PTT and other relevant agencies involved, including the Treasury Department, had reported the progress of operation for a total of nine times after the decision by the Supreme Administrative Court in December 2007, a total of one year, and a summary report was given to the Court that the resolution of the State Audit Commission is unlikely to have binding effect. In addition, the Supreme Administrative Court also decided upon the second issue, being the period of prescription on the separation of pipeline, in which some groups of persons alleged to have a ten-year period of prescription, but the Supreme Administrative Court adjudicated that there is no period of prescription in this issue.
3. With respect to the payment of interim dividend, Section 115 of the Public Limited Companies Act provides that the interim dividend does not require approval of the shareholders' meeting, but the interim dividend must be reported to the shareholders' meeting. Therefore, the agenda item

concerning the approval of payment of interim dividend on this day is therefore an act beyond the requirement of the law.

The Chairman concluded that since the Meeting had discussed every agenda item and no shareholder wished to ask any further questions or make any further comments, he would like to adjourn the Meeting and thanked the shareholders for attending the Meeting. The shareholders were asked to return their ballots for use as evidence, as well as hand in their completed questionnaires to the staff at the exit.

In addition, after the Meeting had begun at 13:30 hrs, additional shareholders arrived and registered for the Meeting. At the close of the Meeting, there were 7,211 shareholders attending the Meeting, divided into 3,337 shareholders attending the Meeting in person and 3,874 by proxy, representing a total of 23,458,184,683 shares, equivalent to 82.1279 percent of the total issued shares. The Chairman thanked the shareholders and declared the Meeting adjourned.

**The Meeting was adjourned at 18:45 hrs.**

Recorded by: Mrs. Wantanee Jaruke

Checked by: Mr. Chansin Treenuchagron

Signed.....-signed-.....

(Mr. Chansin Treenuchagron)

President and Chief Executive Officer

Director and Secretary to the PTT's Board of Directors

Signed.....-signed-.....

(Mr. Krairit Euchukanonchai)

Chairman of PTT's Board of Directors