

## Invitation to the 2020 Annual General Meeting of Shareholders

PTT Public Company Limited

Friday 10<sup>th</sup> April 2020 at 13.30 hrs.

Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza Ladprao (Plaza Zone),  
1695 Phaholyothin Road, Chatuchak, Bangkok 10900, Thailand

Registration starts at 11.00 hrs.

Please bring the Notification of Meeting with barcode to the meeting

**No Tokens To Be Given:** In order to comply with the policy on transparency and the guideline for good corporate governance campaigned by the supervising authorities in relation to the decrease or cancellation of token giving at the annual general meeting of shareholders, there will be no token given to the shareholders at the 2020 AGM of the Company. However, the Company will still provide a lunch box to the shareholders or their proxies who attend the Meeting (one set per one person)

### Guidelines for attending the meeting, regarding the outbreak of Coronavirus 2019 (COVID-19)

According to the outbreak of Coronavirus Disease 2019 (COVID-19), the Ministry of Public Health has declared to be a dangerous infectious disease under the Communicable Disease Act B.E. 2558 (2015).

With our deep concern over the health of the meeting attendees from the spread of COVID-19, PTT, therefore, kindly asks shareholders to remain informed with the following guidelines:

1. Shareholders who recently visited or returned from any high-risk countries in less than fourteen (14) days as specified in the notification of Ministry of Public Health, PTT shall reserve the right to deny entry into the meeting.
2. In addition to item 1, Shareholders who are in a high-risk situation, e.g. having recently visited or returned from any high-risk countries or administrative areas in less than fourteen (14) days, or showing any sign of respiratory symptoms, are advised to proxy a representative or PTT's Independent Director as per the conditions and procedures stated in the attachment. In any case, PTT shall reserve the right to deny any high-risk attendees' entry into the meeting.
3. PTT shall conduct health screening, in compliance with the guideline of Department of Disease Control, at the meeting entrance. For those being identified with respiratory symptom, **PTT shall reserve the right to deny entry into the meeting.** In case that the aforementioned shareholder presents at the Venue, such shareholder may proxy a representative or the Company's Independent Director to attend the meeting.
4. With our deep concern over the health of the shareholders, PTT asks for your kind cooperation even those who are not in the risk group, proxy PTT's Independent Director to attend the meeting.
5. The Venue will be sanitized and cleaned with Ozone Sterilization and Alcohol prior to the meeting. PTT kindly requests everyone to prepare and wear a facemask at all times.

.PTT reserves the right to issue any additional measures as necessary.

(Unofficial Translation)



-Translation-

No. 80000001/230

March 10, 2020

Re: Invitation to the 2020 Annual General Meeting of Shareholders

To: Shareholders of PTT Public Company Limited

- Attachments:
1. Profile of nominated auditors for Agenda Item No.3
  2. Brief personal profiles of nominated candidates for Agenda Item No.5
  3. Definition of Independent Director and functional description of Specific Committees
  4. Registration conditions and procedure and necessary documents to be presented at the meeting
  5. Profiles of the Independent Directors for proxies appointment
  6. **A Notification of Meeting (registration form)**
  7. Proxy forms - Type A, B (recommended) and C
  8. A summary of the PTT Articles of Association relevant to the meeting
  9. Request Form of printed Annual Report, Financial Statement and Corporate Sustainability Report for 2019
  10. A map of the meeting venue

PTT Public Company Limited (hereinafter referred to as "PTT") would like to invite you to attend the 2020 Annual General Meeting of Shareholders (hereinafter referred to as "AGM") on Friday April 10, 2020 at 13.30 hrs. at Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin Road, Chatuchak, Bangkok, Thailand. The 2020 AGM has 6 agenda items as follows:

**Item 1: To acknowledge the 2019 performance statement and to approve the 2019 financial statement ended on December 31, 2019**

Objectives and Details: The shareholders should acknowledge the 2019 performance statement and the proposed corporate strategy plan and approve the financial statement ended on December 31, 2019 audited by the external auditor. The details are enclosed in the 2019 Annual Report, the 2019 Financial Statement and the 2019 Corporate Sustainability Report (Shareholders can download the aforementioned documents from the QR Code provided in the Notification of Meeting in Attachment 6). A summary is as follows:

Items	2019	2018
Total Assets (Million Baht)	2,484,438.68	2,353,682.33
Total Liabilities (Million Baht)	1,183,399.06	1,036,116.72
Total Shareholders' Equity (Million Baht)	1,301,039.62	1,317,565.61
Total Paid-up Capital (Million Baht)	28,563.00	28,563.00
Sales and Service Income (Million Baht)	2,219,738.67	2,336,154.92
Net Income (Million Baht)	92,950.60	119,647.25
Earnings per Share (Baht / Share)	3.20	4.15

The Board's opinion: The Board recommends shareholders to acknowledge the 2019 performance statement, the proposed corporate strategy plan and to approve the 2019 financial statement ended on December 31, 2019 which has been audited by the external auditor, reviewed by the Audit Committee and endorsed by the Board.

**Item 2: To approve the 2019 net profit allocation and dividend payment**

Objectives and Details: PTT establishes dividend payment policy at least 25 percent of net income after corporate reserves. The dividend payment may vary in each year depending on the investment plan, necessity and other appropriate prospects. After the Board resolves to pay the annual dividend, the dividend payment requires shareholders' approval. For an interim dividend, the Board may resolve to pay the interim dividend without shareholders' approval but must inform the shareholders of the same at the next meeting.

The consolidated performance and financial positions indicate that PTT made Baht 92,951 million for the 2019 net income. PTT appropriates net income to reserve for self-insurance fund Baht 21 million. Therefore, PTT considers paying an annual 2019 dividend of Baht 2.00 per share or 63% of the net income in accordance with the Company's dividend policy. Comparison of recent dividend payments is as follows:

*2018-2019 Dividend Payment Comparison*

	<b>2019</b>	<b>2018</b>
1. Net income (Million Baht)	92,951	119,647*
2. Number of shares (Million shares)	28,563	28,563
3. Earnings per share (Baht per share)	3.20	4.15
4. Dividend per share (Baht per share)	2.00	2.00
- First half interim dividend (Baht per share)	0.90	0.80
- Second half dividend (Baht per share)	1.10	1.20
5. Total dividend payment (Million Baht)	57,126	57,126
6. Payout ratio (as a percentage)	63	48

Remark: \* Net income for the year 2018 according to restated financial statements.

The Board's opinion:

We recommend the shareholders to approve the 2019 net profit allocation and the dividend payment for the year which will be paid to shareholders of total 28,562,996,250 shares at Baht 2.00 per share, totaling Baht 57,126 million. After deduction of the interim dividend payment for the first half of 2019 performance at Baht 0.90 per share, totaling Baht 25,707 million paid to the shareholders on October 25, 2019, the Company will pay the remaining dividend for the second half of 2019 performance at Baht 1.10 per share, totaling Baht 31,419 million.

The dividend will be paid from the unappropriated retained earnings which subjected to 20% and 15% corporate income tax wherein individual shareholders shall be entitled to a Dividend Tax Credit under Section 47 bis of the Revenue Code at the rate of Baht 0.52 and 0.33 per share respectively and paid from the unappropriated retained earnings from dividend received from PTT Exploration and Production Public Company Limited (PTTEP) which is subjected to 50% petroleum income tax wherein individual shareholders shall not be entitled to a Dividend Tax Credit under Section 47 bis of the Revenue Code at the rate of Baht 0.25 per share. The Record Date to determine the name of shareholders who are entitled to receive the dividend is on March 5, 2020. The dividend will be paid on April 30, 2020 subject to the shareholders' approval to be obtained from the 2020 AGM.

In addition, we recommend the shareholders to acknowledge the interim dividend payment approved by the Board of Directors on September 27, 2019 at the rate of Baht 0.90 per share, totaling Baht 25,707 million, which was paid to the shareholders on October 25, 2019.

**Item 3: To appoint the auditors and approve the audit fees for the year 2020**

Objectives and Details: The State Audit Office of the Kingdom of Thailand (SAO) asked for cooperation with PTT to engage external auditor in replace of the SAO. The nominated auditors must be approved by the SAO.

PTT has arranged a tender of external auditor in compliance with the Public Procurement Act B.E.2560 (2017) and the rules, regulations, procedures, and conditions set by the State Audit Commission. PTT has selected the auditor from EY Office Limited as PTT’s auditor for the year 2020.

The nominated auditors and the auditors’ firm, EY Office Limited, have no relationship and conflict of interests with PTT, subsidiaries, managements, major shareholders or related persons of the aforesaid parties. They are independent in auditing and providing their opinion on the financial statements of PTT. Even some of PTT’s subsidiaries are audited by other auditors, the Board of Director of PTT is responsible for ensuring that the financial statements of those subsidiaries are completed within the schedules.

The Board concurred with the Audit Committee recommendation to appoint the following auditors from EY Office Limited as PTT’s auditor for the year 2020

<b>List of Auditors to be Appointed</b>	<b>CPA License No.</b>
1. Miss Waraporn Prapasirikul	4579
2. Mrs. Saifon Inkaew	4434
3. Miss Rungnapa Lertsuwankul	3516

*(Profile of the nominated auditors for the year 2020 are set out in the attachment 1)*

The Board also proposes to approve the audit fee for the year 2020 of Baht 8,000,000, as follows:

<b>Auditing / Reviewing of Consolidated and Separate Financial Statements</b>	<b>2020 * (Baht)</b>	<b>2019 (Baht)</b>	<b>Increase (Baht)</b>
For the quarter ended March 31, June 30, and September 30 - Baht 1,800,000 for 2020 quarterly statement - Baht 650,000 for 2019 quarterly statement	5,400,000	1,950,000	3,450,000
For the year ended December 31	2,600,000	2,050,000	550,000
<b>Total</b>	<b>8,000,000</b>	<b>4,000,000</b>	<b>4,000,000</b>

\* Increase in 2020 audit fee due to increase in working rate

The Company has non-audit fees for Tariff Commodity Charge Report, and the volume of fuel sales at aviation service station in AOT area Report amounting to Baht 400,000 for 2020 and Baht 925,000 for 2019.

Additionally, in 2019, the Company paid non-audit service fee for the preparation of Comfort Letter and Certified the English translation of financial statements in supporting the subsidiary's US Dollar debenture offering totaling 10,738,000 Baht.

The Board's opinion: The Board recommends the shareholders to appoint Miss Waraporn Prapasirikul, CPA License No. 4579 and/or Mrs. Saifon Inkaew, CPA License No. 4434 and/or Miss Rungnapa Lertsuwankul, CPA License No. 3516 from EY Office Company Limited as PTT's auditors for the year 2020 and approve the audit fees of Baht 8,000,000 as recommended by the Audit Committee and endorsed by the Board of Directors.

**Item 4: To approve the 2020 directors' remuneration**

Objectives and Details: PTT requires shareholders' approval on the directors' remuneration for the 2020. The Remuneration Committee had considered the matter and recommended the 2020 remuneration for directors and members of specific committee. In compliance with the previous practice, the competitiveness of remuneration among listed companies in the same industry, local and international leading companies, good corporate governance practice, performance statements, business size and PTT Directors' accountability were taken into account. The Committee also took economic development and inflation rate into account.

The Board proposes the 2020 remuneration package for the Board and specific committee members, as recommended by the Remuneration Committee, to be the same rate as 2019 as follows:

- Monthly fee and attendance fee (Unchanged)

Remuneration	2020 (Current Proposal)	Compared with year 2019
<b>1. Board of Directors</b>		
<b>Monthly fee</b> (By pro rata)		
- Chairman <sup>(1)</sup>	60,000 Baht/Month	60,000 Baht/Month
- Director	30,000 Baht/Month	30,000 Baht/Month
<b>Per Attendance Fee</b> <sup>(2)</sup> (for those in attendance only)		
- Chairman <sup>(3)</sup>	75,000 Baht/Month	75,000 Baht/Month
- Director	60,000 Baht/Month	60,000 Baht/Month

Remuneration	2020 (Current Proposal)	Compared with year 2019
<b>2. Specific Committees</b>		
<b>2.1 Audit Committee</b> <sup>(4)</sup>		
<b>Monthly fee</b> (By pro rata)		
- Chairman <sup>(5)</sup>	15,000 Baht/Month	15,000 Baht/Month
- Member	15,000 Baht/Month	15,000 Baht/Month
<b>Per Attendance Fee</b> <sup>(6)</sup> (for those in attendance only)		
- Chairman <sup>(3)</sup>	56,250 Baht/Month	56,250 Baht/Month
- Member	45,000 Baht/Month	45,000 Baht/Month
The Secretary of the Audit Committee shall receive a monthly fee of Baht 7,500 (unchanged)		
<b>2.2 Nominating Committee, Remuneration Committee, Corporate Governance Committee, Enterprise Risk Management Committee, The other committees which may be appointed by the Board of Directors if deemed necessary</b>		
<b>Monthly fee</b> (By pro rata)		
- Chairman	None	None
- Member		
<b>Per Attendance Fee</b> <sup>(7)</sup> (for those in attendance only)		
- Chairman <sup>(3)</sup>	37,500 Baht/Month	37,500 Baht/Month
- Member	30,000 Baht/Month	30,000 Baht/Month
<b>3. Other Remunerations</b>	None	None

*Remark*

- (1) The Chairman of the Board shall receive monthly fee at equalling double the base fee received by the director
- (2) The payments are limited up to only once a month, in case of necessity or reasonable causes, the payments may be paid more than once a month but limited up to 15 meetings annually.
- (3) The Chairman of the Board /Specific Committee shall receive attendance fee at higher rate than that paid to other directors /committee member by 25%.
- (4) Audit Committee should not be positioned in any other specific committee
- (5) The Chairman of the Audit Committee shall receive monthly fee at equalling the base fee received by the member of committee.
- (6) The payments are limited up to only once a month.
- (7) Each member of committee shall receive maximum 2 attendance fees of specific committee. The payment of each specific committee shall be done only once a month

● Directors' bonus policy

The directors' bonus for the 2020 fiscal year will be the same as the 2019 policy where the bonus depend on PTT's performance. The directors will be entitled to receive 0.05% of PTT's 2020 net profit and the chairman of the board is entitled to receive a bonus at higher rate than that paid to other directors by 25%. The total amount of bonus payable to the board of directors shall not exceeds Baht 60,000,000 per year and the bonus will be paid on a pro rata basis.

The details of the remuneration of each director for 2019 are presented in the 2019 Annual Report.

The Board's opinion: We recommend the shareholders to approve the 2020 directors' and the specific committee members' remuneration including directors' bonus package to be the same rate as the 2019 package. The package have been proposed by Remuneration Committee and concurred by the Board of Directors.

**Item 5:** **To elect directors to replace those who are retired by rotation**

Objective and Details: There are 5 directors retired by rotation at the 2020 AGM (one third of the total number of directors) as follows:

- |  |  |
|--|--|
| (1) –Vacant position-                  | (Mr. Nuttachat Charuchinda, a director, retired from the directorship of PTT, effective from January 17, 2020) |
| (2) Mr. Supattanapong Punmeechaow      | A director /<br>Chairman of the Enterprise Risk Management Committee   |
| (3) Mr. Vichai Assarasakorn            | An independent director /<br>Chairman of the Audit Committee   |
| (4) Professor Dr. Kittipong Kittayarak | An independent director /<br>Chairman of the Corporate Governance Committee                                    |
| (5) Mr. Sarawut Kaewtathip             | A director   |

PTT announced a shareholders' invitation to nominate qualified candidates for a directorship and propose agenda items for the AGM from September 1, to November 30, 2019 through PTT website and the Stock Exchange of Thailand channel. Despite the invitation, neither proposals for qualified candidates nor agenda items were proposed. The Nominating Committee undertook nomination procedures by duly considering the PTT's board composition (Skill Matrix) to ensure that the qualification, wisdom, talent, experience and expertise and appropriateness to be of utmost benefit of PTT. The Nominating Committee (excluding the director having interests therein shall abstain from voting) has duly reviewed and proposed to approve the re-appointment of 2 retiring directors to be PTT's directors for another term and propose other 3 qualified candidates to be appointed as PTT's directors. The list of proposed candidates has been subsequently endorsed by the Board of Directors to further propose the list of director candidates to the State Enterprise Policy Committee for approval in

accordance to the Regulations of the Office of the Prime Minister on State Enterprise Policy and Governance Determination.

The 5 candidates' profiles are enclosed in Attachment 2. The candidates are as follows:

- |  |   |
|--|---|
| (1) Mr. Krishna Boonyachai             | An independent director<br>(in replacement of Mr. Nuttachat Charuchinda); |
| (2) Mr. Supattanapong Punmeechaow      | A director<br>(re-election);  |
| (3) POL.GEN. Rungroj Sangkram          | An independent director<br>(in replacement of Mr. Vichai Assarasakorn);   |
| (4) Professor Dr. Kittipong Kittayarak | An independent director<br>(re-election);                                 |
| (5) Mrs. Premrutai Vinaiphath          | A director<br>(in replacement of Mr. Sarawut Kaewtathip)                  |

Candidates in (1), (3) and (4) are proposed to be independent directors since their qualifications are qualified to be the independent directors according to the Stock Exchange of Thailand and PTT's definition of "Independent Directors". The definition of "Independent Directors" and the Duties and Responsibilities of the Specific Committees are set out in Attachment 3.

The Board's opinion: The Board recommends shareholders to elect the following 2 persons to be PTT's directors for another term and propose other 3 qualified candidates to be appointed as PTT's directors as follows:

- |                                   |  |
|-----------------------------------|--|
| (1) Mr. Krishna Boonyachai        | (2) Mr. Supattanapong Punmeechaow      |
| (3) POL.GEN. Rungroj Sangkram     | (4) Professor Dr. Kittipong Kittayarak |
| and (5) Mrs. Premrutai Vinaiphath |  |

These proposed candidates have been selected through the nomination procedure of the Nominating Committee and the Board as their qualifications, wisdom, talent and experiences are valuable for PTT. The candidates in (1), (3) and (4) are proposed to be independent directors since their qualifications are suitably qualified to be the independent directors according to the Stock Exchange of Thailand's and PTT's definition of "Independent Directors" who are able to independently raise their opinions and in compliance with the relevant rules and regulations. In any case, the directors who have conflict of interest did not cast the vote for this proposal.

**Item 6: Other matters (if any)**

PTT recommends that shareholders read the registration terms, conditions and procedures and relevant documents to be presented and delivered on the meeting day in Attachment 4.

Any shareholder may appoint a PTT Independent Director as his or her proxy to attend the meeting and vote on his or her behalf. Brief Independent Director Profiles are available in Attachment 5

Shareholders and proxies must submit documents in Attachment 6 and 7 for registration prior to or on the meeting day.

For shareholders who wish to appoint a proxy to attend the meeting and vote on behalf of the shareholders, please choose and fill in either the proxy form A or B and submit it to PTT before the meeting. For foreign shareholders who deposit PTT shares in safeguard of custodian banks in Thailand, please choose and fill in either the proxy form A, B or C in Attachment 7.

PTT will conduct the meeting in compliance with its Articles of Association set out in Attachment 8.

Shareholders who wish to receive printed copies of the 2019 Annual Report, 2019 Financial Statement and 2019 Corporate Sustainability Report, please do not hesitate to contact us at **Office of President, 24th floor, PTT Building, 555 Vibhavadi Rangsit Rd., Chatuchak, Bangkok 10900, Thailand or call at +66(0)2537-3855**. Shareholders may fill in the Request Form (Attachment 9) and fax the form to number +66(0)2537-3887 or email: [corporatesecretary@pttplc.com](mailto:corporatesecretary@pttplc.com) for a copy.

For your benefit and to fully protect your rights, please send us your inquiries regarding the meeting and agenda items prior to the meeting date at [corporatesecretary@pttplc.com](mailto:corporatesecretary@pttplc.com) or fax at +66(0)2537 3887. For more information regarding PTT code of conduct, performance and activities, Please visit our website at <https://ptt.listedcompany.com/home.html>

Therefore, we would like to invite our shareholders to 2020 AGM on Friday April 10, 2020 at 13.30 hrs. The meeting will be held at Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin Road, Chatuchak, Bangkok 10900, Thailand. The registration will be opened on 11.00 hrs.

Yours Sincerely,



Chansin Treenuchagron  
President & CEO

Office of President

Telephone: 0-2537-3855 Fax: 0-2537-3887

*Remark*

*The 2020 AGM will be conducted as a Sustainable Meeting in compliance with the criteria of Sustainable Event Guidelines endorsed by Thailand Convention and Exhibition Bureau (TCEB). The Suggestions on Sustainable Meeting under Securities Exchange of Thailand 's "Care the Bear: Change the Climate Change by Eco Event" project and the "Green Meeting" guidelines set by Thailand Business Council for Sustainable Development: TBCSD) are also taken into account.*

*A sustainable event is an event designed, organized and implemented in a way that minimizes potential negative impacts and leaves a beneficial legacy for host community and all involved.*

*In order to minimize environmental impact, which may cause from 2020 AGM, PTT would encourage the shareholder to;*

- *Use public transportation to access to the venue e.g. MRT and BTS*
- *Dress comfortably as the venue temperature is no less than 25°c.*
- *Dispose waste in the separate bins provided at the venue. Waste in recycle bin such as nametag or plastic bag will be converted to Refuse Derived Fuel (RDF).*
- *Return an unwanted print document or brochure to "document return area"*

## Profiles and Work Experience of Auditors

**Miss Waraporn Prapasirikul**  
*Partner*

EY Office Limited  
Certified Public Accountant No. 4579



### Profiles and Work Experience

- Working Period : 1992 - present
- Professional Qualification : Certified Public Accountant (Thailand)  
Auditor Approved by the office of The Securities and Exchange Commission of Thailand
- Academic Qualification : Master's degree in Business Administration, Thammasat University  
Bachelor's degree in Accounting, Thammasat University
- Experience : Over 20 years of audit working experience with EY and also has experience working with a number of multinational clients and listed clients. Waraporn leads and supervises audits in a number of different fields, but with particular emphasis on listed companies involved in banking, finance and securities companies, real estate, oil & gas, services, retails, and consumer products. In addition to the mentioned audit work, she has also been extensively involved in a number of non-audit assignments. Amidst the TFRS conversion of Thai listed companies in recent years. Waraporn has led and advised on numerous TFRS conversion and TFRS reporting engagements.
- Relationship with or Interest in (except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently : - None -
- Contact Details : EY Office Limited  
33<sup>rd</sup> Floor, Lake Rajada Office Complex  
193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110  
Telephone: 0 2264-9090  
Facsimile: 0 2264-0789

## Profiles and Work Experience of Auditors

### **Mrs. Saifon Inkaew**

*Partner*

EY Office Limited

Certified Public Accountant No. 4434



### **Profiles and Work Experience**

- Working Period : 1989 - present
- Professional Qualification : Certified Public Accountant (Thailand)  
Auditor Approved by the office of The Securities and Exchange Commission of Thailand
- Academic Qualification : Master's degree in Accounting, Thammasat University  
Bachelor's degree in Accounting, Thammasat University
- Experience : Over 30 years of audit working experience with EY and also has experience working with a number of multinational clients and listed clients. In addition to the mentioned audit work, she also has extensive experiences with tax audits, information systems reviews, due diligence and advisory work. And she is a leader of EY Thailand in translation and has been training new auditing standards adopted in 2012 for the Federation of Accounting Professions since then up to now. Saifon is also a visiting lecturer at the Federation of Accounting Profession, Thammasat University and Chulalongkorn University.
- Relationship with or Interest in (except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently : - None -
- Contact Details : EY Office Limited  
33<sup>rd</sup> Floor, Lake Rajada Office Complex  
193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110  
Telephone: 0 2264-9090  
Facsimile: 0 2264-0789

## Profiles and Work Experience of Auditors

### Miss Rungnapa Lertsuwankul

*Partner*

EY Office Limited

Certified Public Accountant No. 3516



### Profiles and Work Experience

- Working Period : 1982 - present
- Professional Qualification : Certified Public Accountant (Thailand)  
Auditor Approved by the office of The Securities and Exchange Commission of Thailand
- Academic Qualification : Master's degree in Business Administration, Thammasat University  
Bachelor's degree in Accounting, Chulalongkorn University
- Experience : Over 30 years of audit working experience with EY and also has experience working with a number of multinational clients and listed clients. Rungnapa leads and supervises audits in a number of different fields, but with particular emphasis on listed companies involved in real estate, manufacturing, distribution and finance and securities companies. In addition to the mentioned audit work, she has also been extensively involved in a number of non-audit assignments. Rungnapa had also worked quite extensively on management advisory, due diligence and SET listing engagements. She is also a visiting lecturer in accounting and auditing topics at various educational institutions such as Chulalongkorn University and Chiang Mai University.
- Relationship with or Interest in (except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently : - None -
- Contact Details : EY Office Limited  
33<sup>rd</sup> Floor, Lake Rajada Office Complex  
193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110  
Telephone: 0 2264-9090  
Facsimile: 0 2264-0789  
Email: [rungnapa.lertsuwankul@th.ey.com](mailto:rungnapa.lertsuwankul@th.ey.com)

## Candidate's Profile

<b>Name</b>	: <b>Mr. Krishna Boonyachai</b>	
<b>Age</b>	: 56	
<b>Proposed Position</b>	: Independent Director	
<b>Education</b>	: Bachelor of Economic , Faculty of Economics , Kasetsart University  : Graduate Diploma Program of Management· Project Management, Muban Chombueng Rajabhat University	
<b>Expertise</b>	: Economics /Management and Governance Skill for State Enterprise listed on Stock Exchange of Thailand (SET)	
<b>Certificate</b>	: Top Executive Program (Class of 24 <sup>th</sup> ), Capital Market Academy  : Top Executive Program in Commerce and Trade (TEPCoT) (Class of 11 <sup>th</sup> ), Commerce Academy , The University of the Thai Chamber of Commerce	
<b>Director's Certificate</b>	: Director Certification Program (DCP 288/2020), Thai Institute of Directors Association (IOD)	
<b>Work Experiences (last 5 years)</b>	: 2005 - 2010 Senior Vice President, Thai Institute of Directors (IOD)  : 2006 - 2010 Member of Listed Company's Social and Environmental Responsibility Working Group, The Securities and Exchange Commission, Thailand  : 2007 - 2010 Member of Sub-committee in Economy Sufficiency Initiative in Private Sector, Office of the Royal Development Projects Board (ORDPB)  : 2014 - 2016 Director , Industrial Engineering, The Engineering Institute of Thailand Under H.M. The King's Patronage  : 2010 - Present Chief Relationship Officer, Thai Management Association (TMA)  : 2020 – Present Chairman , TQR Company Limited	
<b>PTT Directorship</b>	: - None -	
<b>Meeting attendance in 2019</b>	: - None -	
<b>Possession of PTT shares</b>	: - None- (0% of total issued shares)	

Proposed Candidate	Other Listed Companies		Other Important Organizations (non-listed companies)		Position in other organization that compete with/ related to the Company
	Number	Position	Number	Position	
Mr.Krishna Boonyachai	-	None	1	Chairman , TQR Company Limited	None

#### Additional Qualification for independent director

(Having the following relationship with PTT, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years)

#### Type of relationship

- Not taking part in the management and/or being an employee, staff member, advisor who receives a regular salary as stipulated in PTT Independent Director Qualification.
- Not being professional services provider, e.g., auditor, legal advisor.
- Not having significant business relation that could obstruct independent judgement.
- Not having kin relationship among Members of the Board of Director.

#### Qualification of Directors

- Having qualifications required by the applicable laws and regulations as set out below\*

#### Vision

1. Encourage PTT to be Thai premier multinational energy company with sustainable growth and be able to compete among other standardization companies in an international market; and ensure the benefit of shareholders, stakeholders, and public, especially energy security and business expansion as well as expansion of Disruptive Technology
2. Advocate the Good Corporate Governance to be in line with the related laws, rules, and regulations by considering advantages and benefits of shareholders and all stakeholders as utmost importance

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\*- Standard Qualifications of Directors and State Enterprise Officers Act B.E. 2518, section 5 and section 7

- Public Limited Companies Act, B.E. 2535, section 68

- The Securities and Exchange Act B.E.2535, section 89/3 and the Notification of the Securities and Exchange Commission No. Kor.Jor. 3/2560 regarding the Lack of Trustworthiness of Directors and Managing Directors

- The Cabinet Resolution on 24 January 2011 regarding the accreditation of the high-level government officials or persons as directors in many State Enterprises, and/or legal entities which its shares held by the State Enterprises.

- PTT Articles of Association ,the Corporate Governance Principles as disclosed in the PTT Annual Report and 56-1 Form and PTT Independent Director Qualification

## Candidate's Profile

<b>Name</b>	: <b>Mr. Supattanapong Punmeechaow</b>	
<b>Age</b>	: 60	
<b>Proposed Position</b>	: Director	
<b>Education</b>	: Bachelor of Engineering (Chemical Engineering), Chulalongkorn University  : Master of Business Administration, Chulalongkorn University	
<b>Expertise</b>	: Accounting / Financial / Engineering, Chemical, Energy, Petroleum Business/ Marketing/ Management and Governance Skill for State Enterprise listed on Stock Exchange of Thailand (SET)/ Sciences and Innovation, Digital, Automation, Artificial Intelligence, Robotics / Political Science/ Social Enterprise /Natural Resources and Environment /Sustainable development/ Listed in the Director's Pool of Ministry of Finance	
<b>Certificate</b>	: Advanced Management Program, INSEAD University, France  : Diploma, The National Defence Course (Class of 50 <sup>th</sup> ), National Defence College  : The Joint State-Private Sector Course (Class of 20 <sup>th</sup> ), National Defence College  : Oxford Energy Seminar 2013, United Kingdom  : Certificate, Executive Program on Energy Literacy for a Sustainable Future (Class of 4 <sup>th</sup> ), Thailand Energy Academy (TEA)  : Corporate Governance for Directors and Senior Executives of State Enterprises and Public Organizations (Class 12/2014), Public Director Institute (PDI), King Prajadhipok's Institute  : Rule of Law for Democracy Course (Class 3/2015), College of the Constitutional Court  : Top Executives Program (Class 23/2016), Capital Market Academy  : Business Revolution and Innovation Network "Brain" Class 2/2018, The Federation of Thai Industries	
<b>Director's Certificate</b>	: Director Certification Program (DCP 131/2010), Role of Chairman Program (RCP 30/2013), Thai Institute of Directors Association (IOD)	
<b>Work Experiences (last 5 years)</b>	: 2014 – 2015 Chairman, Sport Services Alliance Limited  : 2014 – 2017 Vice Chairman, Vinythai Public Company Limited  : 2014 – 2019 Senior Executive Vice President, PTT, working on a secondment as President and Chief Executive Officer, PTT Global Chemical Public Company Limited  : 2014 – Present Director / Director to the Risk Management Committee, PTT Global Chemical Public Company Limited	

- : 2015 – 2016 Chairman , Thai Fatty Alcohol Company Limited
- : 2015 – 2017 Chairman , The Community Partnership
- : 2015 – 2018 Committee Member , Thai Listed Companies Association
- : 2015 – Present Chairman, Global Green Chemicals Public Company Limited
- : 2016 Director, The Center of Excellence on Environmental Health and Toxicology (EHT), Mahidol University

**PTT Directorship**

- : Director First Term : 1 October 2019 – Present (6 Months )
- : Chairman of the Enterprise Risk Management Committee: 1 October 2019 – Present

**Meeting attendance in 2019**

- : • PTT Board of Directors: 3/3 (100 %)
- Enterprise Risk Management Committee: 2/2 (100 %)

**Possession of PTT shares**

- : - None- (0% of total issued shares)

Proposed Candidate	Other Listed Companies		Other Important Organizations (non-listed companies)		Position in other organization that compete with/ related to the Company
	Number	Position	Number	Position	
<b>Mr. Supattana-pong Punmeechaow</b>	2	1. Director / Director to the Risk Management Committee, PTT Global Chemical Public Company Limited 2. Chairman, Global Green Chemicals Public Company Limited	-	None	None

**Qualification of Directors**

- Having qualifications required by the applicable laws and regulations as set out below \*


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\*- Standard Qualifications of Directors and State Enterprise Officers Act B.E. 2518, section 5 and section 7  
 - Public Limited Companies Act, B.E. 2535, section 68  
 - The Securities and Exchange Act B.E.2535, section 89/3 and the Notification of the Securities and Exchange Commission No KorJor. 3/2560 regarding the Lack of Trustworthiness of Directors and Managing Directors  
 - The Cabinet Resolution on 24 January 2011 regarding the accreditation of the high-level government officials or persons as directors in many State Enterprises, and/or legal entities which its shares held by the State Enterprises.  
 - PTT Articles of Association and the Corporate Governance Principles as disclosed in the PTT Annual Report and 56-1 Form

**Performance in 2019**

1. Contributed to the formulation of PTT's Policy, Vision, Mission and Strategic Plan.
2. Reviewed, monitored and ensured PTT's performance achievements
3. Presented useful guidance to the management in order to enhance PTT's business development in creating value added and competency for PTT's sustainable growth
4. As a chairman of the Enterprise Risk Management Committee, defined and reviewed the Company's risk management policy, framework, and the Company's Stakeholder Management framework. Regulated and supported risk management process and Stakeholder Management process to be in line with strategy and business goal, and the changing circumstance. Recommended monitored, and evaluated risk management process and Stakeholder Management process to the Corporate Plan and Risk Management Committee (CPRC) (management level) for further implementation.

## Candidate's Profile

<b>Name</b>	: POL.GEN. Rungroj Sangkram	
<b>Age</b>	: 60	
<b>Proposed Position</b>	: Independent Director	
<b>Education</b>	: Bachelor of Art, Public Administration, Faculty of Social Science , Royal Police Cadet Academy (Class of 34 <sup>th</sup> )	
	: Master of Art, Faculty of Social Science , Kasetsart University	
<b>Expertise</b>	: Political Science, National Security, Risk Management	
<b>Certificate</b>	: -	
<b>Director's Certificate</b>	: -	
<b>Work Experiences (last 5 years)</b>	: 2015            Assistant Directors General , Royal Thai Police : 2016 - 2019   Deputy National Police Chief, Royal Thai Police	
<b>PTT Directorship</b>	: - None -	
<b>Meeting attendance in 2019</b>	: - None -	
<b>Possession of PTT shares</b>	: - None - (0% of total issued shares)	

Proposed Candidate	Other Listed Companies		Other Important Organizations (non-listed companies)		Position in other organization that compete with/ related to the Company
	Number	Position	Number	Position	
POL.GEN. Rungroj Sangkram	-	None	-	None	None

### Additional Qualification for independent director

(Having the following relationship with PTT, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years)

#### Type of relationship

- Not taking part in the management and/or being an employee, staff member, advisor who receives a regular salary as stipulated in PTT Independent Director Qualification.
- Not being professional services provider, e.g., auditor, legal advisor.
- Not having significant business relation that could obstruct independent judgement.
- Not having kin relationship among Members of the Board of Director.

### **Qualification of Directors**

- Having qualifications required by the applicable laws and regulations as set out below\*

### **Vision**

1. Encourage PTT to be the organization with sustainable growth that ensure the benefit of shareholders and stakeholders as one of the company's important mission.
2. Advocate strategic planning subtended to the change of business and economic as well as disruptive technology that have significant impact to PTT.
3. Promote the Good Corporate Governance, Anti-Corruption, and transparent.

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\*- Standard Qualifications of Directors and State Enterprise Officers Act B.E. 2518, section 5 and section 7

- Public Limited Companies Act, B.E. 2535, section 68

- The Securities and Exchange Act B.E.2535, section 89/3 and the Notification of the Securities and Exchange Commission No KorJor. 3/2560 regarding the Lack of Trustworthiness of Directors and Managing Directors

- The Cabinet Resolution on 24 January 2011 regarding the accreditation of the high-level government officials or persons as directors in many State Enterprises, and/or legal entities which its shares held by the State Enterprises.

- PTT Articles of Association ,the Corporate Governance Principles as disclosed in the PTT Annual Report and 56-1 Form and PTT Independent Director Qualification



- : 2016 – Present Independent Director, Dusit Thani Public Company Limited
- : April, 2019- Present Chairman of the Corporate Governance and Social Responsibility Committee / Member of the Compliance Committee, Krungthai Bank Public Company Limited
- : June 2019 -Present Nomination, Remuneration and Corporate Governance Committee Member, Dusit Thani Public Company Limited

**PTT Directorship**

- Independent Director First Term: 1 July 2014 – 28 April 2017 ( 2 Years 9 Months)
- Independent Director Second Term: 28 April 2017 – Present ( 2 Years 11 Months)
- Audit Committee :
  - Member of the Audit Committee : 5 July 2014 – 3 September 2014
  - Chairman of the Audit Committee : 4 September 2014 – 11 April 2019
- Corporate Governance Committee:
  - Chairman of the Corporate Governance Committee: 11 April 2019 – Present

**Meeting attendance in 2019**

- PTT Board of Directors: 14/15 (93 %)
- Audit Committee: 5/5 (100 %)
- Corporate Governance Committee: 4/4 (100 %)

**Possession of PTT shares**

- - None- (0% of total issued shares)

Proposed Candidate	Other Listed Companies		Other Important Organizations (non-listed companies)		Position in other organization that compete with/ related to the Company
	Number	Position	Number	Position	
<b>Professor Dr. Kittipong Kittayarak</b>	2	1. Independent Director / Chairman of the Corporate Governance and Social Responsibility Committee / Member of the Compliance Committee, Krungthai Bank Public Company Limited 2. Independent Director / Nomination, Remuneration and Corporate Governance Committee Member, Dusit Thani Public Company Limited	-	None	None

**Additional Qualification for independent director**

(Having the following relationship with PTT, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years)

**Type of relationship**

- Not taking part in the management and/or being an employee, staff member, advisor who receives a regular salary as stipulated in PTT Independent Director Qualification.
- Not being professional services provider, e.g., auditor, legal advisor.
- Not having significant business relation that could obstruct independent judgement.
- Not having kin relationship among Members of the Board of Director.

**Qualification of Directors**

- Having qualifications required by the applicable laws and regulations as set out below \*

**Performance in 2019**

1. Contributed to the formulation of PTT's Policy, Vision, Mission and Strategic Plan.
2. Reviewed, monitored and ensured PTT's performance achievements
3. Presented useful guidance to the management in order to enhance PTT's business development in creating value added and competency for PTT's sustainable growth.
4. As a chairman of the Corporate Governance Committee, reviewed, revised and proposed principles and guidelines of the corporate governance (CG) to the Board as well as advised the Board on the corporate governance (CG) matters. Ensured that the duties and responsibilities of directors as well as the management are in line with CG principles. Delegate sustainable management (SM) policy and guidelines together with corporate social responsibility (CSR).

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\*- Standard Qualifications of Directors and State Enterprise Officers Act B.E. 2518, section 5 and section 7

- Public Limited Companies Act, B.E. 2535, section 68

- The Securities and Exchange Act B.E.2535, section 89/3 and the Notification of the Securities and Exchange Commission No. Kor.Jor. 3/2560 regarding the Lack of Trustworthiness of Directors and Managing Directors

- The Cabinet Resolution on 24 January 2011 regarding the accreditation of the high-level government officials or persons as directors in many State Enterprises, and/or legal entities which its shares held by the State Enterprises.

- PTT Articles of Association ,the Corporate Governance Principles as disclosed in the PTT Annual Report and 56-1 Form and PTT Independent Director Qualification

## Candidate's Profile

- Name** : Mrs. Premrutai Vinaiphat
- Age** : 57
- Proposed Position** : Director
- Education** : Bachelor of Science (Geology), Chiang Mai University  
: Master of Engineer in Mining Engineering (Mineral Economics),  
McGill University, Montreal, Canada
- Expertise** : Management and Governance Skill for State Enterprise listed on Stock Exchange of Thailand (SET)/ Sciences and Innovation, Digital, Automation, Artificial Intelligence, Robotics / Listed in the Director's Pool of Ministry of Finance
- Certificate** : Certificate, Executive Program on Energy Literacy for Sustainable Future (TEA) (Class of 13<sup>th</sup>), 2019, Thailand Energy Academy  
: The Program of Senior Executives on Justice Administration (Class of 22<sup>nd</sup>),  
Judicial Training Institute  
: Leadership 4.0 Program, The ICT Society for Social Development Association  
: Diploma, National Defence College, The National Defence Course (Class 57/2014), National Defence College of Thailand (NDC)  
: World Fiscal Systems for Oil and Gas, U.K.  
: Executive Development Program "Leadership with Vision and Virtue" (Class of 71<sup>th</sup>), Office of the Civil Service Commission  
: Development of Management Competency and Leadership Program for Talent Network "Leadership & Change", Office of the Civil Service Commission, Japan  
: Top Level Energy Administration (Class of 2<sup>nd</sup>), Ministry of Energy  
: International Petroleum Management Certificate Program, U.S.A.  
: Law of the Sea, Malaysia  
: Managing Managers in the Energy Industry, U.S.A.
- Director's Certificate** : Director Certification Program (DCP 269/2019),  
Thai Institute of Directors Association (IOD)
- Work Experiences (last 5 years)** : 2011 - 2015 Director of International Petroleum Bureau,  
Department of Mineral Fuels, Ministry of Energy  
: 2015 - 2016 Director of Petroleum Concession Management Bureau,  
Department of Mineral Fuels, Ministry of Energy  
: 2016 - 2018 Deputy Director-General, Department of Mineral Fuels,  
Ministry of Energy



	: 2018	Independent Director and Member of the Corporate Governance and Social Responsibility Committee, Ratchaburi Electricity Generating Holding Public Company Limited
	: 2018	Inspector General, Ministry of Energy
	: 2019	Director - General, Department of Mineral Fuels, Ministry of Energy
	: 2019 – Present	Inspector General, Ministry of Energy
	: Present	Director and Director to the Risk Management Committee, PTT Global Chemical Public Company Limited
<b>PTT Directorship</b>	: -None-	
<b>Meeting attendance in 2019</b>	: -None-	
<b>Possession of PTT shares</b>	: -None-	(0% of total issued shares)

Proposed Candidate	Other Listed Companies		Other Important Organizations (non-listed companies)		Position in other organization that compete with/ related to the Company
	Number	Position	Number	Position	
<b>Mrs. Premrutai Vinaiphath</b>	1	Director and Director to the Risk Management Committee, PTT Global Chemical Public Company Limited	-	None	None

#### Qualification of Directors

- Having qualifications required by the applicable laws and regulations as set out below \*

#### Vision

1. Encourage PTT to be Thai premier multinational energy company with sustainable growth and be able to compete among other standardization companies in an international market; and ensure the benefit of shareholders, stakeholders, and public, especially energy security and business expansion as well as expansion of Disruptive Technology
2. Advocate the Good Corporate Governance to be in line with the related laws, rules, and regulations by considering advantages and benefits of shareholders and all stakeholders as utmost importance

\*- Standard Qualifications of Directors and State Enterprise Officers Act B.E. 2518, section 5 and section 7

- Public Limited Companies Act, B.E. 2535, section 68

- The Securities and Exchange Act B.E.2535, section 89/3 and the Notification of the Securities and Exchange Commission No. Kor.Jor. 3/2560 regarding the Lack of Trustworthiness of Directors and Managing Directors

- The Cabinet Resolution on 24 January 2011 regarding the accreditation of the high-level government officials or persons as directors in many State Enterprises, and/or legal entities which its shares held by the State Enterprises.

- PTT Articles of Association and the Corporate Governance Principles as disclosed in the PTT Annual Report and 56-1 Form



## **PTT Independent Director Qualification**

(More restrictions than the Stock Exchange Commission and Stock Exchange's minimum requirements)

PTT independent director must;

1. Hold shares in their own name or in the name of a related person (as defined by Section 258 of the Securities and Stock Exchange Act) not more than 0.5% of the total voting share of PTT, subsidiary, affiliate of potential conflicted legal entity.
2. Not participate in management and not be an employee, a staff, an advisor who regularly earn monthly salary or controlling party of PTT, parent company, subsidiary, affiliate company, associate company or potential conflicted legal entity. (Either currently or 2 years prior to the appointment.)
3. Not be a relative both by bloodline and legal registration; i.e. parents, spouse, sibling, child and child's spouse; with any executive, major shareholder, controlling party or currently nominated executives or controlling parties of PTT subsidiary.
4. Not have substantial business relationship with PTT
  - a. Relationships :
    - Professional relationship
      - Type of relationship: i.e. external auditor and other professions such as legal consultant, financial consultants and appraisals.
      - Transactional indicator for independency
        - External auditor is prohibited.
        - Annual transaction with PTT is more than THB 2 million per annum.
    - Business and commercial relationship
      - Type of relationship: any other business relationship i.e. ordinary transactions, immovability assets rental transactions, assets related and services transaction, providing and receiving financial support, etc.
      - Transactional indicator for independency
        - The transaction value from THB 20 million or 3% of PTT's net tangible assets upward (whichever is lower). The total value shall be cumulative of the last 6 months prior to the transaction date.
  - b. Positions: Major shareholders, directors (except independent and audit committee member) , executives and partners deem dependent in any relationship described in a. with legal entities.
  - c. Cooling period: Directors deem dependent if they currently or in the past 2 years have relationships and position described in a. and b.
  - d. Exemption: In a rarely and discontinuously appropriate case and if necessity, independent director and Audit Committee member may be exempted the qualification described above. The Board of Directors must consider such circumstance and unanimously approve the appointment of such independent directors. PTT must disclose such relationship in annual report (56-1 and

56-2 form). If PTT nominate such independent director for reelection, PTT must disclose such relationships in notice of Annual General Meeting of Shareholder Meeting in director nomination item.

5. Not be appointed as representatives of PTT's directors, major shareholders or shareholders who are related parties to the major shareholders.
6. Not have other circumstance that may conflict with the independency.
7. Be delegated by the Board of Directors to make a collective decision for activities in PTT, parent company, subsidiary, affiliate or potential conflicted legal entity.

In addition, independent directors serve in this position in PTT, its subsidiaries, associated companies, or sister companies, PTT must also disclose information about such service and the total remuneration of such directors in Form 56-1 and Form 56-2.

### **Roles and Responsibility of PTT's Independent Directors**

1. Recommend essential and beneficial matters to PTT and all its shareholders to the Board or the President & CEO, or both.
2. Advocate roles and responsibility of the Board and provide views commonly expected of independent directors for the benefit of PTT and all its shareholders.
3. Review matters to ensure PTT's compliance with the law dealing with independent directors, and revise the definition of independent directors for suitability and legal completeness.
4. Take other Board- assigned actions provided that these actions do not compromise their independence.
5. An independent director's term begins once he or she fulfills all the requirements under the definition for PTT's corporate governance; it ends when he or she lacks qualifications or completes the PTT term.
6. The independent directors must hold their own meeting at least once a year.

### **Duties and Responsibilities of the Audit Committee**

1. Review and reassess the adequacy of the Audit Committee Charter annually in accordance with PTT strategic objectives. Final approval of the charter resides with PTT Board of Directors.
2. Review the effectiveness and efficiency of governance, risk management and control processes.
3. Review and ensure that PTT financial statement is appropriate and in accordance with the accounting standards.
4. Review and ensure that PTT business processes are in accordance with the Securities Law, the Stock Exchange's regulations, policy, rules, ordinances, the Articles, the Cabinet Resolutions and the relevant laws.

5. Review and ensure that PTT internal audit system is appropriate including the sufficiency of internal audit budget, resource, and the organizational independence of the internal audit activity.
6. Consider any connected or Conflict of Interest transaction or fraud occurrence that may affect PTT business in accordance with the Stock Exchange's regulations and rules.
7. Recommend to PTT Board of Directors, the Chief Audit Executive appointment, removal and performance.
8. Recommend to PTT Board of Directors, the external auditor nomination, appointment or termination including its fee.
9. Coordinate with the external auditor and may purpose to review or assess any significant accounting and reporting issues.
10. Report to PTT Board of Directors, the Audit Committee performance at least one time quarterly. For the fourth quarter, the Audit Committee Annual Report must be prepared and submitted to Responsible Ministry of Government agencies and the Ministry of Finance.
11. Report to PTT Board of Directors, the Audit Committee performance on internal audit activity assessment at least one time annually.
12. Disclose the Audit Committee Annual Report and the external auditor annual fee in the PTT annual report.
13. Either the Chairman or a member of the Audit Committee must attend the PTT annual general shareholder meeting.
14. Ensure that the management has established Whistle Blowing System including its monitoring process.
15. If competent advice or assistance is needed to perform internal audit activity or other the Audit Committee tasks, the Audit Committee can purpose PTT Board of Directors to appoint any independent consultant or expert. The costs and expenses of such services or invitations shall be on PTT's account.
16. Inform the CEO, any breach of the Securities Law, the Stock Exchange's regulations, policy, rules, ordinances, the Articles, the Cabinet Resolutions and the relevant laws to resolve the issue.
17. Meet at least one time quarterly and must hold private meeting with the external auditor at least one time annually.
18. Officially meet with the managements at least one time annually.
19. Perform any designated tasks by the laws or PTT Board of Directors under the Audit Committee duties and responsibilities.

#### **Duties and Responsibilities of the Nominating Committee**

1. To determine procedures and criteria for nomination of PTT's directors so as to ensure transparency.
2. To select director nominees to fill vacancies (due to resignation or term completion) for the Board's or the shareholders' meeting's consideration and appointment with due regard for the composition of the Board, expertise, competencies, and experience that would be useful

to PTT in compliance with PTT's Board Skill Matrix and the Director's Pool of Ministry of Finance and IOD. Equally important, nominees must have no conflicts of interest with PTT. The qualifications of desirable directors must prove compatible with PTT's business strategies.

3. To appoint the suitably qualified directors to perform duty as Specific Committee, taking into account the compositions of committees in question, suitability, qualifications, knowledge, and competencies. Then, propose the list to the Board for approval, except for the Nominating Committee which is being appointed directly by the Board.
4. To possess direct responsibility to the Board through their specific areas. The Board is ultimately responsible for PTT's business matters to all its stakeholders.
5. Appraisal performance of the Nominating Committee and report to the Board of Directors in order to disclose in the Annual Report.
6. To report the outcome of the performance of the Nominating Committee in the Annual Report
7. Hold at least two meetings a year.
8. To perform other Board-assigned tasks.

The procedures and criteria for nomination of directors are as follow;

1. The Committee determines the qualifications of the new directors to ensure that they meet the criteria and qualifications as stipulated in the related laws/regulations. The Committee also establishes the procedures for nominating qualified candidates.
2. The Committee summarizes the results of the nomination process and presents a shortlist of qualified candidates for directorship along with supporting reasons to the board.
3. The Board selects the candidates with appropriate qualifications from the list prepared by the Committee and submits the names of the selected candidate(s) to the shareholders' meeting for approval. The list of candidate (s) shall be endorsed by The State Enterprise Policy Committee.

#### **Duties and Responsibilities of the Remuneration Committee**

1. To determine guidelines and methods for paying remuneration and propose fair and reasonable remuneration of Directors and Specific Committees to the Board and Shareholder Meeting for approval.
2. To propose the approach for evaluation and remuneration of Chief Executive Officer (CEO) to PTT Board for approval.
3. To acknowledge and recommend the re-structuring of the Company and its departments, including appraisal and remuneration of Chief Operation Officers.
4. To possess direct responsibility to the Board through their specific areas. The Board is ultimately responsible for PTT's business matters to all its stakeholders.
5. To evaluate the performance of the Remuneration Committee and report to the Board of so as to be disclosed in the Annual Report
6. To report the outcome of the Remuneration Committee operation in the annual report
7. Hold at least two meetings a year (enforcement in 2017.)

8. To perform other Board-assigned tasks.

### **Duties and Responsibilities of the Corporate Governance Committee**

1. To propose principles and guidelines of the corporate governance (CG) to the Board.
2. To advise the Board on the corporate governance (CG) matters.
3. To ensure that the duties and responsibilities of directors as well as the management are in line with CG principles.
4. To annually review and revise the corporate governance (CG) principles and guidelines of PTT by comparing with international practice and present to the Board.
5. To delegate corporate governance policies to the Governance Risk and Compliance Management Committee.
6. To delegate sustainable management (SM) policy and guidelines together with corporate social responsibility (CSR).
7. To set up the criteria to authorize the minority shareholders to propose the agenda and the qualified candidates for appointment as director prior the AGM meeting.
8. To monitor the implementation of SM and report its findings to the Board.
9. To define guidelines for PTT's oversight of anti-corruption.
10. Hold at least one meeting each quarter

### **Duties and Responsibilities of the Enterprise Risk Management Committee**

1. To define and review the Company's risk management policy, framework, and the Company's Stakeholder Management framework.
2. To regulate and support risk management process and Stakeholder Management process to be in line with strategy and business goal, including the changing circumstance.
3. To provide recommendations, monitor, and evaluate risk management process and Stakeholder Management process to the Corporate Plan and Risk Management Committee (CPRC) (management level) for further implementation.
4. To review the Risk Management's report and provide suggestions on the potential risks, including specification on control measure or mitigation plan as well as development of risk management system to CPRC in order to ensure efficient continuity.
5. To review Stakeholder Management's Report and provide recommendation for the Operational Plan with regards to carry out positive results or minimize/ compensate the effects on Stakeholder including improving of Stakeholder Management System for CPRC in order to ensure efficient continuity.
6. To support Chief Risk Officer (CRO) and Chief Stakeholder Officer (CSO) to achieve the goals of Company's Risk Management and Stakeholder Management.
7. To report the results of risk management and Stakeholder Management to the Board of Directors. In case where there are factors or events that might have significant impact on the Company or Stakeholder, the Board of Directors shall be immediately notified.

8. To consider and provide comments on agendas regarding the commitments by along with a potential of business complication and risk of PTT and Stakeholder significantly which have to approved by the PTT Board of Directors as the PTT Management Committee approve.
9. To consider and provide comments on investment project agendas as follows:
  - 9.1 Investment projects of PTT and a wholly owned subsidiary of PTT and the investment values more than 5,000 million baht and have to be approved by the PTT Board of Directors.
  - 9.2 Investment projects of non-listed Companies which PTT hold less than 100% and the investment values more than 5,000 million Baht and have to be approved by the PTT Board of Directors before PTT representatives vote in Shareholders meeting or Board meeting.
  - 9.3 Investments involving risk which may materially impact PTT or PTT's stakeholders as approved by PTT Management Committee.
10. The Enterprise Risk Management Committee should meet at least once a quarter.
11. To perform other Board-assigned tasks.

Nevertheless, The Audit committee and the Office of Corporate Audit are responsible for The Enterprise Risk Management System assessment.



## Registration Conditions, Procedure and Necessary Documents

### 1. Shareholders must

- 1.1 Sign and submit the Registration Form (Notification of Meeting, Attachment 6) for registration.
- 1.2 Present valid official Identification Card, Government Identification Card or Passport (for non-Thais) for registration. In case of any changes of name and/or surname, evidence of such changes, certified as true and correct copy, shall be presented.

### 2. Proxy must

- 2.1 Sign and submit the Registration Form (Notification of Meeting ,Attachment 6) for registration.
- 2.2 Submit the proxy form (Attachment 7) for registration as follows:

- (1) Precisely fill in and sign the proxy form (Attachment 7). PTT recommends using Proxy Form B and specify your vote(s) for each item. PTT will be responsible for the Duty Stamp of Baht 20 to be affixed to the proxy form.

#### **(1.1) If the appointing shareholder is an ordinary person,**

- (a) Please enclose a copy of the valid Identification Card or Government Identification Card, or Passport (for non-Thais), certified as true and correct copy by the grantor. In order to comply with Personal Data Protection Act B.E. 2562, we would request the grantor to cross out, conceal, or do anything to conceal certain data namely Religions and/or Blood Type (the “**Required Document**”). In case that the grantor does not cross out, conceal, or do anything to conceal such data, PTT reserves the right to do the aforementioned.

- (b) In case Shareholders are minors, their father, mother or guardians shall attend the meeting in person or by proxy. The aforementioned persons shall certify and submit a copy of house registration of the minor, a copy of marriage certification, a copy of certificate of legitimation of child, or a copy of court order with regards to an appointment of guardian (if any) as additional evidence.

In case of proxy, a copy of any of the Required Documents of grantor with cross-out or concealed data as specified in 1.1 (a) shall be required.

- (c) In case Shareholders deceased, the administrator of the deceased’s estate shall attend the meeting in person or by proxy. The aforementioned person shall certify and submit a copy of court order with regards to an appointment of administrator of the deceased’s estate as additional evidence.

In case of proxy, a copy of any of the Required Documents of grantor with cross-out or concealed data as specified in 1.1 (a) shall be required.

- (d) In case Shareholders are incompetent persons or quasi-incompetent persons, the guardian or curator shall attend the meeting in person or by proxy. The aforementioned person shall certify or submit a copy of court order with regards to an appointment of guardian or curator as additional evidence.

In case of proxy, a copy of any of the Required Documents of grantor with cross-out or concealed data as specified in 1.1 (a) shall be required.

- (e) Proxy holder shall present valid official Identification Card, Government Identification Card, or Passport (for non-Thais) for registration.

**(1.2) If the appointing shareholder is a juristic person or a custodian:**

(a) The proxy form shall be signed by the authorized person(s), according to its Affidavit with the seal of the juristic person being affixed (if any), and by the proxy.

(b) Juristic Persons incorporated in Thailand,

- Please enclose a copy of the latest version of the Affidavit of the juristic person, issued by the Ministry of Commerce or the relevant government authority (not longer than 60 days prior to the meeting date). Such document must be certified as true and correct copy by the authorized person(s), with the juristic person's seal being affixed (if any) and a copy of any of the Required Documents of the authorized person(s) with cross-out or concealed data as specified in 1.1 (a) shall be required;
- Proxy holder shall present valid official Identification Card, Government Identification Card, or Passport (for non-Thais).

(c) Foreign Juristic Persons,

please enclose the documents as follows:

- A copy of the latest version of the Affidavit of the juristic person, issued by the relevant government authority of the country where the juristic person is incorporated which has been notarized by a notary public or competent government authority. The date of issue shall not exceed 6 months from the date of the meeting and
- A copy of a copy of any of the Required Documents of the authorized person(s) with cross-out or concealed data as specified in 1.1 (a) shall be required.
- If the copy of the latest version of Affidavit that has been notarized by the notary public or the competent government authority is presented, such document must be certified as true and correct copy by the authorized person(s) of that juristic person, together with its seal being affixed (if any).

Proxy holder shall present valid official Identification Card, Government Identification Card, or Passport (for non-Thais) for registration.

(d) For foreign juristic persons, unless the original document is in English language, the English translation certified as true and correct translation by the authorized person(s) shall also be presented.

(e) If the grantor is a custodian, please enclose the power of attorney of such grantor authorizing the custodian together with the evidences of the grantor and custodian in accordance with (1.1) or (1.2) (as the case may be) and a copy of the confirmation letter or business license showing that it can act as the custodian.

(2) Each copy of the document must be certified as true and correct copy.

(3) In case of sub-attorney, all complete copies of power of attorney authorizing the attorney to attend the meeting and sub-attorney must be submitted. In any case, the Required Documents of grantor(s) and attorney(ies) as specified in 1.1 (a) shall be required.

(4) If a shareholder prefers to appoint PTT's independent directors to be his or her proxy, please appoints any of the following persons:

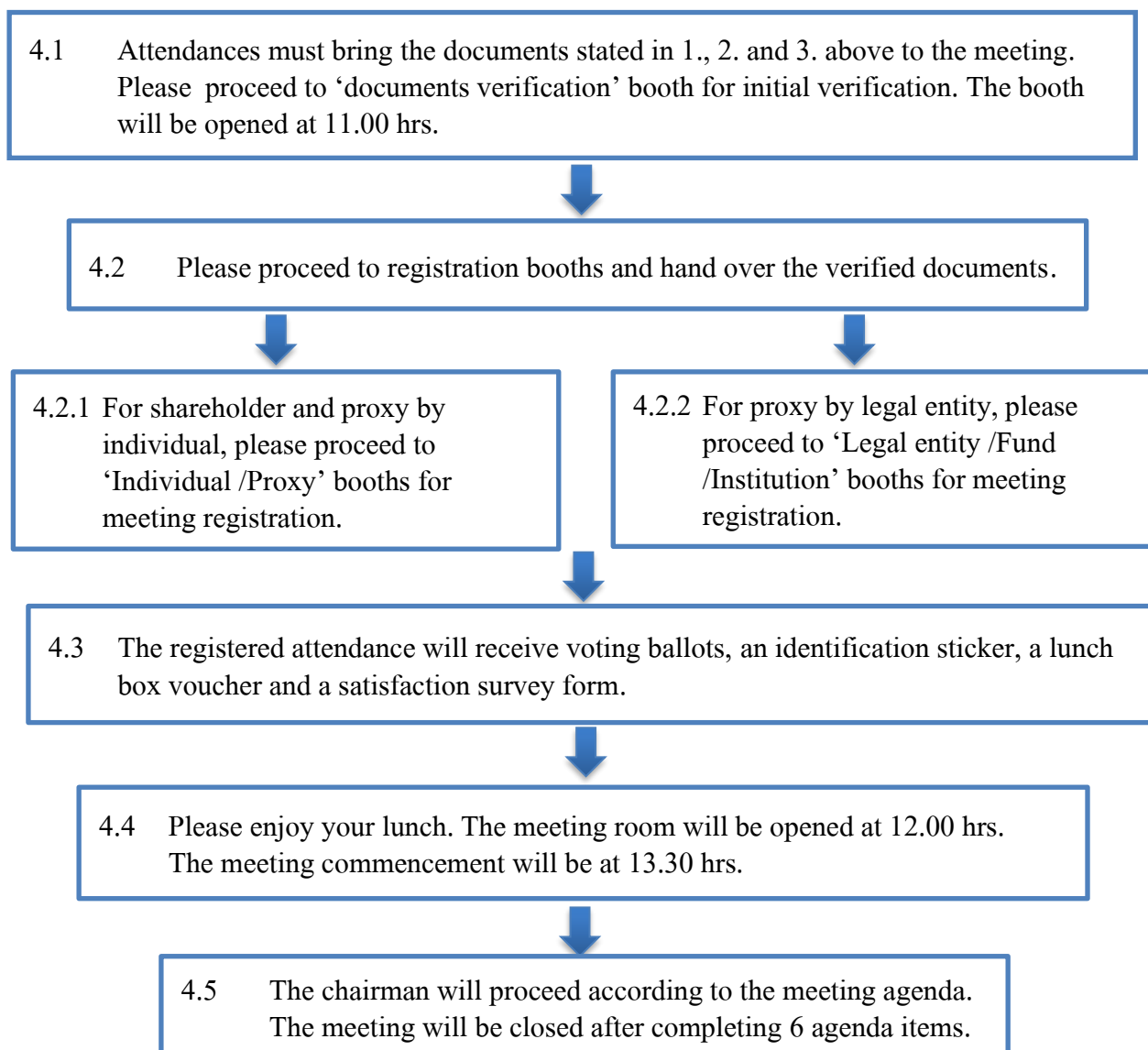
- |   |   |
|---|---|
| 1. Mr. Don Wasantapruerk                | Independent Director, Chairman of the Nominating Committee  |
| 2. Professor Dr.Supot Teachavorasinskun | Independent Director, Member of the Nominating Committee and Member of the Remuneration Committee         |
| 3. Professor Dr. Surapon Nitikraipot    | Independent Director, Member of the Nominating Committee and Member of the Corporate Governance Committee |

2.3 For your convenience, please submit the proxy form to **Office of President** 24<sup>th</sup> floor, PTT, 555 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900 for examination by Friday April 3, 2020

### **3. Change of Title/Name/Surname of a Meeting Attendee**

Please present the evidence to verify that change.

### **4. Registration Procedure and Itinerary**



#### Remarks

- If the attendances leave the meeting before the closing, please cast your vote and complete the satisfaction form. Please hand the voting ballots and the form to our staff for evidence collections.
- PTT reserves the rights to register uncompleted documents or after the meeting is adjourned.

\*\*\*\*\*

**The Independent Directors**  
**Profiles for Proxies Appointment**



**1. Mr. Don Wasantapruerk**

Independent Director, Chairman of the Nominating Committee

Age: 61

Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak,  
Bangkok 10900

No major conflicts.



**2. Professor Dr. Supot Teachavorasinskun**

Independent Director, Member of the Nominating Committee and Member of the  
Remuneration Committee

Age: 54

Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak,  
Bangkok 10900

No major conflicts.



**3. Professor Dr. Surapon Nitikraipot**

Independent Director, Member of the Nominating Committee and Member of the Corporate  
Governance Committee

Age: 59

Address: PTT Public Company Limited, 555 Vibhavadi Rangsit Road, Chatuchak,  
Bangkok 10900

No major conflicts.

\*\*\*\*\*



**แบบหนังสือมอบฉันทะ แบบ ก.**  
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)  
ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

**Form of Proxy, Form A.**  
(General Form)

Annexed to Notice of Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550 (2007)

เขียนที่ \_\_\_\_\_  
Made at \_\_\_\_\_

	วันที่ _____	เดือน _____	พ.ศ. _____
	Date	Month	Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality \_\_\_\_\_

อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing/located at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_

อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) เป็นผู้ถือหุ้นของ **บริษัท ปตท. จำกัด (มหาชน)**  
Being a shareholder of **PTT Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding \_\_\_\_\_ shares in total which are entitled to cast \_\_\_\_\_ votes as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary shares \_\_\_\_\_ shares in total which are entitled to cast \_\_\_\_\_ votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred shares \_\_\_\_\_ shares in total which are entitled to cast \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ \_\_\_\_\_  
I/We wish to appoint \_\_\_\_\_

(1) นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Mr. / Mrs. / Ms. \_\_\_\_\_ Age \_\_\_\_\_ Years

อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing/located at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_

อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ \_\_\_\_\_  
Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or \_\_\_\_\_

(2) นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Mr. / Mrs. / Ms. \_\_\_\_\_ Age \_\_\_\_\_ Years

อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing/located at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_

อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ \_\_\_\_\_  
Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or \_\_\_\_\_

(3) นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Mr. / Mrs. / Ms. \_\_\_\_\_ Age \_\_\_\_\_ Years

อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing/located at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_

อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563  
วันศุกร์ที่ 10 เมษายน 2563 เวลา 13.30 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 ศูนย์การค้าเซ็นทรัลพลาซาลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวง  
จตุจักร กรุงเทพมหานคร 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

any one of them as my/our proxy to attend and vote on my/our behalf at **the 2020 Annual General Meeting of Shareholders (AGM) to be held on Friday 10<sup>th</sup> April 2020 at 13.30 hrs. at Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin Road, Chatuchak, Bangkok 10900** or such other date, time and place as may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects.

ลงชื่อ / Signed \_\_\_\_\_ ผู้มอบฉันทะ / Grantor  
( \_\_\_\_\_ )  
ลงชื่อ / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Grantee  
( \_\_\_\_\_ )  
ลงชื่อ / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Grantee  
( \_\_\_\_\_ )  
ลงชื่อ / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Grantee  
( \_\_\_\_\_ )

**หมายเหตุ :** ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน  
ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

**Remarks** A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.



**แบบหนังสือมอบฉันทะ แบบ ข.  
Form of Proxy, Form B.**

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

(Form Specifying Various Particulars for Authorisation Containing Clear and Concise Details)

Annexed to Notice of Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550 (2007)

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เขียนที่ .....  
Made at  
วันที่ ..... เดือน ..... พ.ศ. ....  
Date Month Year

(1) ข้าพเจ้า ..... สัญชาติ .....  
I/We Nationality  
อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Residing/located at No. Road Tambol/Kwaeng  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
Amphur/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ **บริษัท ปตท. จำกัด (มหาชน)**  
Being a shareholder of **PTT Public Company Limited**  
โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้  
Holding shares in total which are entitled to cast votes as follows:  
หุ้นสามัญ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
Ordinary shares shares in total which are entitled to cast votes  
หุ้นบุริมสิทธิ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
Preferred shares shares in total which are entitled to cast votes

(3) ขอมอบฉันทะให้  
I/We wish to appoint

(1) ..... อายุ ..... ปี  
Age Years  
อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Residing/located at No. Road Tambol/Kwaeng  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
Amphur/Khet Province Postal Code Postal Code or

(2) ..... อายุ ..... ปี  
Age Years  
อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Residing/located at No. Road Tambol/Kwaeng  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
Amphur/Khet Province Postal Code Postal Code or

(3) ..... อายุ ..... ปี  
Age Years  
อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Residing/located at No. Road Tambol/Kwaeng  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
Amphur/Khet Province Postal Code Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 วันศุกร์ที่ 10 เมษายน 2563 เวลา 13.30 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 ศูนย์การค้าเซ็นทรัลพลาซ่าลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร กรุงเทพมหานคร หรือที่แจ้งล่วงหน้าในวัน เวลา และสถานที่อื่นด้วย

any one of them as my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting of Shareholders (AGM) to be held on Friday 10<sup>th</sup> April 2020 at 13.30 hrs. at Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin Road, Chatuchak, Bangkok 10900 or such other date, time and place as may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

- วาระที่ 1 เรื่อง พิจารณารับทราบรายงานผลการดำเนินงานในรอบปี 2562 และพิจารณาอนุมัติงบการเงินประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2562**

**Item 1 re : To acknowledge the 2019 performance statement and to approve the 2019 financial statement ended on December 31, 2019**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

- วาระที่ 2 เรื่อง พิจารณาอนุมัติจัดสรรเงินกำไรสุทธิประจำปี 2562 และการจ่ายเงินปันผล**

**Item 2 re : To approve the 2019 net profit allocation and dividend payment**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

- วาระที่ 3 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2563**

**Item 3 re : To appoint the auditors and approve the audit fees for the year 2020**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

- วาระที่ 4 เรื่อง พิจารณากำหนดค่าตอบแทนคณะกรรมการ ปตท. ประจำปี 2563**

**Item 4 re : To approve the 2020 directors' remuneration**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

- วาระที่ 5 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ**

**Item 5 re : To elect directors to replace those who are retired by rotation**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:
- การแต่งตั้งกรรมการทั้งหมด  
Appointment of the entire board
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of any director(s)

ชื่อกรรมการ ..... นายกฤษณะ บุญยะชัย

Name of Director ..... Mr. Krishna Boonyachai

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ ..... นายสุพัฒน์พงษ์ พันธุ์มิเชาว์

Name of Director ..... Mr. Supattanapong Punmeechaow

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ ..... พล.ต.อ.รุ่งโรจน์ แสงคราม

Name of Director ..... POL.GEN. Rungroj Sangkram

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ ..... ศ.พิเศษ ดร.กิตติพงษ์ กิตยารักษ์

Name of Director ..... Professor Dr. Kittipong Kittayarak

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ ..... นางเปรมฤทัย วินัยแพทย์

Name of Director ..... Mrs. Premrutai Vinaiphath

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 6 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)

**Item 6 re : Other matters (If any)**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:
  - เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุ  
ในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

ลงชื่อ / Signed ..... ผู้มอบฉันทะ / Grantor  
( ..... )

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Grantee  
( ..... )

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Grantee  
( ..... )

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Grantee  
( ..... )

**หมายเหตุ**

Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
In case there are more agendas to be discussed than those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form B.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.  
Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ปตท. จำกัด (มหาชน)  
A proxy is granted by a shareholder of **PTT Public Company Limited**.

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 วันศุกร์ที่ 10 เมษายน 2563 เวลา 13.30 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 ศูนย์การค้าเซ็นทรัลพลาซาลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร กรุงเทพมหานคร หรือที่แจ้งเปลี่ยนแปลงในวัน เวลา และสถานที่อื่นด้วย

For **the 2020 Annual General Meeting of Shareholders (AGM)** to be held on **Friday 10<sup>th</sup> April 2020 at 13.30 hrs. at Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin Road, Chatuchak, Bangkok 10900** or such other date, time and place as may be adjourned.

วาระที่ ..... เรื่อง .....

Agenda Item re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:
  - เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ ..... เรื่อง .....

Agenda Item re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:
  - เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ ..... เรื่อง .....

Agenda Item re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:
  - เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ ..... เรื่อง **พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ (ต่อ)**

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

ชื่อกรรมการ .....

Name of Director

- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ .....

Name of Director

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

ชื่อกรรมการ .....

Name of Director

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

ชื่อกรรมการ .....

Name of Director

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

ชื่อกรรมการ .....

Name of Director

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|



แบบหนังสือมอบฉันทะ แบบ ค.

Form of Proxy, Form C.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและ  
แต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)  
ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

(This form is used only if the shareholder is an offshore investor  
who appoints a local custodian in Thailand to keep his/her shares in the custody.)

Annexed to Notice of Department of Business Development

Re: Form of Proxy (No. 5) B.E. 2550 (2007)

เขียนที่ .....  
Made at  
วันที่ ..... เดือน ..... พ.ศ. ....  
Date Month Year

(1) ข้าพเจ้า .....

We

สำนักงานตั้งอยู่เลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Residing/located at No. Road Tambol/Kwaeng  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
Amphur/Khet Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ .....

In our capacity as the custodian for

ซึ่งเป็นผู้ถือหุ้นของบริษัท **ปตท. จำกัด (มหาชน)** โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และ

Being a shareholder of **PTT Public Company Limited**, holding ..... shares in total

ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้

Which are entitled to cast

votes as follows:

หุ้นสามัญ .....	หุ้น ออกเสียงลงคะแนนได้เท่ากับ .....	เสียง
Ordinary shares	shares in total which are entitled to cast	votes
หุ้นบุริมสิทธิ .....	หุ้น ออกเสียงลงคะแนนได้เท่ากับ .....	เสียง
Preferred shares	shares in total which are entitled to cast	votes

(2) ขอมอบฉันทะให้

We wish to appoint

(1) ..... อายุ ..... ปี  
Age Years

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Residing/located at No. Road Tambol/Kwaeng  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
Amphur/Khet Province Postal Code ,or

(2) ..... อายุ ..... ปี  
Age Years

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Residing/located at No. Road Tambol/Kwaeng  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
Amphur/Khet Province Postal Code ,or

(3) ..... อายุ ..... ปี  
Age Years

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Residing/located at No. Road Tambol/Kwaeng  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
Amphur/Khet Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 วันศุกร์ที่ 10 เมษายน 2563 เวลา 13.30 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 อาคารศูนย์การค้าเซ็นทรัลพลาซาลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy to attend and vote on my/our behalf at **the 2020 Annual General Meeting of Shareholders (AGM)** to be held on **Friday 10<sup>th</sup> April 2020 at 13.30 hrs. at Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin Road, Chatuchak, Bangkok 10900** or such other date, time and place as may be adjourned.

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

We authorise our proxy to attend the meeting and cast the votes on our behalf in the following manner:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

The voting right in all the voting shares held by us is granted to the proxy.

- มอบฉันทะบางส่วน คือ

The voting right in part of the voting shares held by us is granted to the proxy as follows:

- หุ้นสามัญ ..... หุ้น และมีสิทธิออกเสียงลงคะแนนได้ ..... เสียง  
Ordinary shares shares in total, which are entitled to cast votes; and

- หุ้นบุริมสิทธิ ..... หุ้น และมีสิทธิออกเสียงลงคะแนนได้ ..... เสียง  
Preferred shares: shares in total, which are entitled to cast votes,

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด ..... เสียง

Total: votes

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

We authorise our proxy to cast the votes on our behalf at the above meeting in the following manner:

- วาระที่ 1 เรื่อง พิจารณารับทราบรายงานผลการดำเนินงานในรอบปี 2562 และพิจารณาอนุมัติงบการเงินประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2562**

**Item 1 re : To acknowledge the 2019 performance statement and to approve the 2019 financial statement ended on December 31, 2019**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

- เห็นด้วย ..... เสียง  
Approve with votes

- ไม่เห็นด้วย ..... เสียง  
Disapprove with votes

- งคออกเสียง ..... เสียง  
Abstain with votes

- วาระที่ 2 เรื่อง พิจารณาอนุมัติจัดสรรเงินกำไรสุทธิประจำปี 2562 และการจ่ายเงินปันผล**

**Item 2 re : To approve the 2019 net profit allocation and dividend payment**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

- เห็นด้วย ..... เสียง  
Approve with votes

- ไม่เห็นด้วย ..... เสียง  
Disapprove with votes

- งคออกเสียง ..... เสียง  
Abstain with votes

**วาระที่ 3 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2563**

**Item 3 re : To appoint the auditors and approve the audit fees for the year 2020**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:
- |  |       |
|--|-------|
| <input type="checkbox"/> เห็นด้วย .....    | เสียง |
| Approve with                               | votes |
| <input type="checkbox"/> ไม่เห็นด้วย ..... | เสียง |
| Disapprove with                            | votes |
| <input type="checkbox"/> งดออกเสียง .....  | เสียง |
| Abstain with                               | votes |

**วาระที่ 4 เรื่อง พิจารณากำหนดค่าตอบแทนคณะกรรมการ ปตท. ประจำปี 2563**

**Item 4 re : To approve the 2020 directors' remuneration**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:
- |  |       |
|--|-------|
| <input type="checkbox"/> เห็นด้วย .....    | เสียง |
| Approve with                               | votes |
| <input type="checkbox"/> ไม่เห็นด้วย ..... | เสียง |
| Disapprove with                            | votes |
| <input type="checkbox"/> งดออกเสียง .....  | เสียง |
| Abstain with                               | votes |

**วาระที่ 5 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ**

**Item 5 re : To elect directors to replace those who are retired by rotation**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:
- |   |                               |
|---|-------------------------------|
| <input type="checkbox"/> การแต่งตั้งกรรมการทั้งหมด<br>Appointment of the entire board     |                               |
| <input type="checkbox"/> เห็นด้วย .....   | เสียง                         |
| Approve with  | votes                         |
| <input type="checkbox"/> ไม่เห็นด้วย .....  | เสียง                         |
| Disapprove with   | votes                         |
| <input type="checkbox"/> งดออกเสียง .....   | เสียง                         |
| Abstain with  | votes                         |
| <input type="checkbox"/> การแต่งตั้งกรรมการเป็นรายบุคคล<br>Appointment of any director(s) |                               |
| ชื่อกรรมการ .....   | <b>นายกฤษณะ บุญยะชัย</b>      |
| Name of Director  | <b>Mr. Krishna Boonyachai</b> |
| <input type="checkbox"/> เห็นด้วย .....   | เสียง                         |
| Approve with  | votes                         |

- ไม่เห็นด้วย ..... เสียง  
Disapprove with votes
- งดออกเสียง ..... เสียง  
Abstain with votes

ชื่อกรรมการ ..... นายสุพัฒน์พงษ์ พันธุ์มิเชาว์  
Name of Director Mr. Supattanapong Punmeechaow

- เห็นด้วย ..... เสียง  
Approve with votes
- ไม่เห็นด้วย ..... เสียง  
Disapprove with votes
- งดออกเสียง ..... เสียง  
Abstain with votes

ชื่อกรรมการ ..... พล.ต.อ.รุ่งโรจน์ แสงคร้าม  
Name of Director POL.GEN. Rungroj Sangkram

- เห็นด้วย ..... เสียง  
Approve with votes
- ไม่เห็นด้วย ..... เสียง  
Disapprove with votes
- งดออกเสียง ..... เสียง  
Abstain with votes

ชื่อกรรมการ ..... ศ.พิเศษ ดร.กิตติพงษ์ กิตยารักษ์  
Name of Director Professor Dr. Kittipong Kittayarak

- เห็นด้วย ..... เสียง  
Approve with votes
- ไม่เห็นด้วย ..... เสียง  
Disapprove with votes
- งดออกเสียง ..... เสียง  
Abstain with votes

ชื่อกรรมการ ..... นางเปรมฤทัย วินัยแพทย์  
Name of Director Mrs. Premrutai Vinaiphath

- เห็นด้วย ..... เสียง  
Approve with votes
- ไม่เห็นด้วย ..... เสียง  
Disapprove with votes
- งดออกเสียง ..... เสียง  
Abstain with votes

**วาระที่ 6 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

**Item 6 re : Other matters (If any)**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy must cast the votes in accordance with the following instructions:
- เห็นด้วย ..... เสียง  
Approve with votes
- ไม่เห็นด้วย ..... เสียง  
Disapprove with votes
- งดออกเสียง ..... เสียง  
Abstain with votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

ลงชื่อ / Signed ..... ผู้มอบฉันทะ / Grantor  
( ..... )

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Grantee  
( ..... )

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Grantee  
( ..... )

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Grantee  
( ..... )

**หมายเหตุ**

Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

The necessary evidence to be enclosed with this proxy form is:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

a certification that the authorised signatory of the proxy form is licensed to operate the custodial business.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล

As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).

5. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบอำนาจสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบอำนาจแบบ ค. ตามแนบ

In case there are more agendas to be discussed than those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form C.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.  
Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ปตท. จำกัด (มหาชน)

A proxy is granted by a shareholder of **PTT Public Company Limited**.

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 วันศุกร์ที่ 10 เมษายน 2563 เวลา 13.30 น. ณ ห้องบางกอกคอนเวนชัน เซ็นเตอร์ ชั้น 5 ศูนย์การค้าเซ็นทรัลพลาซาลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร กรุงเทพมหานคร 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For **the 2020 Annual General Meeting of Shareholders (AGM)** to be held on **Friday 10<sup>th</sup> April 2020 at 13.30 hrs. at**

**Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholvothin Road, Chatuchak, Bangkok 10900** or such other date, time and place as may be adjourned.

วาระที่ ..... เรื่อง .....

Agenda Item re :

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง  งดออกเสียง ..... เสียง  
Approve with votes Disapprove with votes Abstain with votes

วาระที่ ..... เรื่อง .....

Agenda Item re :

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง  งดออกเสียง ..... เสียง  
Approve with votes Disapprove with votes Abstain with votes

วาระที่ ..... เรื่อง .....

Agenda Item re :

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with the following instructions:

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง  งดออกเสียง ..... เสียง  
Approve with votes Disapprove with votes Abstain with votes

วาระที่ ..... เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ (ต่อ)

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

ชื่อกรรมการ .....

Name of Director

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง  งดออกเสียง ..... เสียง  
Approve with votes Disapprove with votes Abstain with votes

ชื่อกรรมการ .....

Name of Director

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง งดออกเสียง ..... เสียง  
 Approve with votes Disapprove with votes Abstain with votes

ชื่อกรรมการ .....

Name of Director

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง งดออกเสียง ..... เสียง  
 Approve with votes Disapprove with votes Abstain with votes

ชื่อกรรมการ .....

Name of Director

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง งดออกเสียง ..... เสียง  
 Approve with votes Disapprove with votes Abstain with votes

ชื่อกรรมการ .....

Name of Director

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง งดออกเสียง ..... เสียง  
 Approve with votes Disapprove with votes Abstain with votes

ชื่อกรรมการ .....

Name of Director

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง งดออกเสียง ..... เสียง  
 Approve with votes Disapprove with votes Abstain with votes



- Translation -

## **Company's Articles of Association concerning the Shareholders Meeting and Vote Casting**

### **1. Closing of Share Registration Book**

**(Article 16)** During the period of twenty-one (21) days prior to each shareholders meeting, the Company may cease to accept registration of share transfer by notifying the shareholders in advance at the Company's head office and every branch office (if any) at least fourteen (14) days prior to the commencement date of cessation of the registration of share transfers.

### **2. Calling of the Shareholders Meeting**

**(Article 18)** The Board shall arrange for an annual general meeting of shareholders to be held within four (4) months after the end of the accounting year of the Company. This meeting shall be called "General Meeting". Any other shareholders' meetings shall be called "Extraordinary General Meeting". The Board of Directors may call an Extraordinary General Meeting whenever it is appropriate.

**(Article 19)** One or more shareholder(s) holding not less than ten (10) percent of the total issued shares may request in writing to the Board of Directors to hold an extraordinary general meeting of shareholders at any time but they shall clearly specify reasons for such request in the notice. In such case, the Board of Directors must hold a meeting of shareholders within forty-five (45) days from the date of receipt of the notice.

In the case that the Board of Directors does not hold such meeting within the period specified in the first paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may hold the meeting by themselves within forty-five (45) days from the lapse of the period referred in the first paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the holding of the meeting and reasonable facilitation.

In the case that the quorum of the meeting convened as requested by the shareholders according to the second paragraph cannot be formed as required by this Articles of Association, the shareholders under the second paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.

**(Article 20)** In calling a shareholder meeting, The Board of Directors shall prepare a written notice of the meeting. The said notice shall be delivered to the shareholders and the Registrar under the public limited companies law for their information at least seven (7) days prior to the date of the meeting. The notice shall state the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the related opinions of the board of directors. The notice of meeting shall be also published in a newspaper for three (3) consecutive days at least three (3) days prior to the meeting date.

### **3. The quorum**

**(Article 23)** In a shareholders' meeting, a quorum shall be constituted by at least twenty-five (25) shareholders present in person or by proxy (if any) or half (1/2) of all shareholders representing up to, one-third (1/3) of all issued shares.

If within one (1) hour from the time fixed for the shareholders' meeting the required quorum is, not constituted, the meeting, if called by a request of shareholders according to Article 19, shall be dissolved. If such meeting is not called by the shareholders' request according to Article 19, another meeting shall be convened and a notice of the meeting shall be sent to the shareholders not less than seven (7) days and not more than fourteen (14) days prior to the meeting date. At such meeting, no quorum shall be required.

**(Article 24)** The Chairman of the Board of Directors shall preside over the shareholders' meeting. In the event that the Chairman is unavailable or unable to perform his/her duties, the Vice-chairman shall act as the presiding Chairman. If the Vice-chairman is unavailable or unable to perform his/her duties, the shareholders present at the meeting shall elect one of their members to be the presiding Chairman.

#### **4. Voting**

In casting votes, each shareholder shall have votes equal to the number of shares held. The resolution of the shareholders meeting shall comprise the following votes :

(1) **(Article 26)** All general cases: Resolutions shall require a majority of the total of votes cast by shareholders present and vote at the meeting. In case the votes are tied, the Chairman of the meeting shall have a casting vote.

In this meeting, these cases are as follows:

- Agenda Item 1 : To acknowledge the 2019 performance statement and to approve the 2019 financial statement ended on December 31, 2019;
- Agenda Item 2 : To approve the 2019 net profit allocation and dividend payment;
- Agenda Item 3 : To appoint the auditors and approve the audit fees for the year 2020 ;  
and
- Agenda Item 5 : To elect directors to replace those who are retired by rotation.

(2) **(Article 29)** Fixing of directors' remuneration: Resolutions shall require not less than two-thirds of the total number of votes cast by the shareholders present and entitled to vote.

In this meeting, this case is:

- Agenda Item 4 : To approve the 2020 directors' remuneration.

(3) **(Article 37)** Election of director will be complied with the following rules and methods

1) Each shareholder may exercise all the votes he has to elect one or several persons as directors, but may not allot his votes to any person at any number.

2) The persons who received highest votes in their respective order of the votes shall be elected as directors until all of director positions that the Company may have or that are to be elected at such meeting are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the Chairman of the meeting shall have a casting vote.

#### **5. Shareholder who has a special interest**

**(Article 28)** A shareholder who has any special interest in a resolution, shall not be entitled to vote on such agenda except for voting on the election of directors.

**แบบฟอร์มขอรับรายงานประจำปี และ/หรืองบการเงิน และ/หรือรายงานความยั่งยืนของ ปตท.****Requisition Form for Annual Report, Financial Statement and Corporate Sustainability Report**

(กรุณากรอกรายละเอียดด้านล่าง แล้วส่งโทรสารไปที่หมายเลข 0-2537-3887 หรือemail: corporatesecretary@pttplc.com)

(Please fill in the form and fax to 0-2537-3887 or email: corporatesecretary@pttplc.com)

เรียน เลขานุการบริษัท

Dear PTT Corporate Secretary,

ข้าพเจ้า

I, (name) .....

ที่อยู่

Address .....

เมือง / จังหวัด

ประเทศ

City ..... Country .....

รหัสไปรษณีย์

Postcode .....

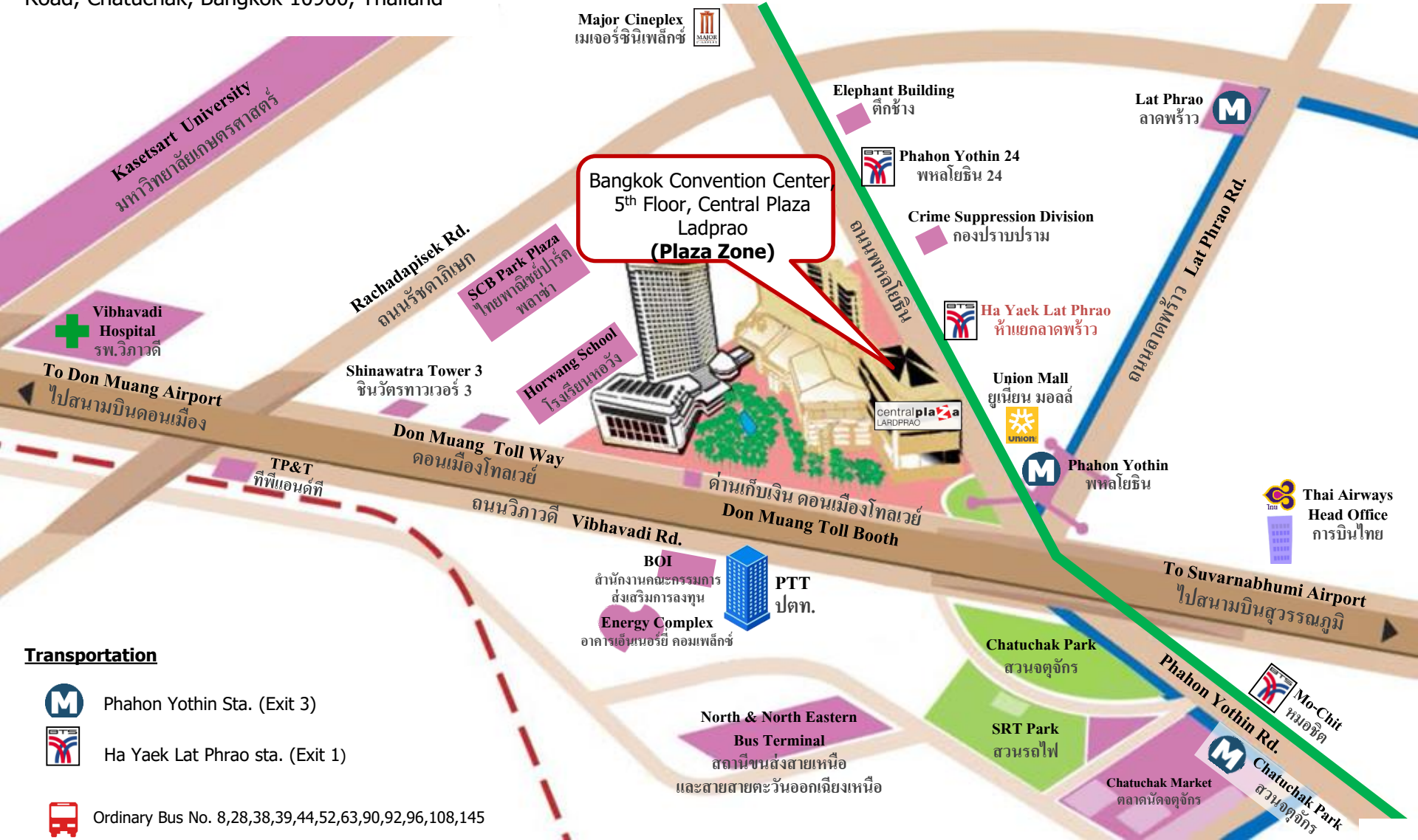
มีความประสงค์ขอรับเอกสารดังต่อไปนี้ ในรูปแบบหนังสือ (กรุณาทำเครื่องหมายในช่องสี่เหลี่ยม)

wish to receive a printed copy of the following reports. (Please mark)


 รายงานประจำปี 2562  
2019 Annual Report งบการเงินประจำปี 2562  
2019 Financial Statement รายงานความยั่งยืนของ ปตท. ประจำปี 2562  
2019 Corporate Sustainability Report


## A map of the meeting venue


Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin Road, Chatuchak, Bangkok 10900, Thailand




### Transportation

 Phahon Yothin Sta. (Exit 3)

 Ha Yaek Lat Phrao sta. (Exit 1)

 Ordinary Bus No. 8,28,38,39,44,52,63,90,92,96,108,145

 Air Condition Bus No. 29,38,39,44,63,92,134,145,502,503,509, 510,512,513,517,518,545