

## **Criteria for the shareholder to propose annual general meeting agenda and director nominee in advance**

### **1. Objective**

PTTEP has set up the clarity and transparency criteria for shareholders to propose AGM agenda and director nominee in advance to follow the conformity of the Good Corporate Governance with the purpose of assuring the equitable and fairness treatment of all shareholders and ensuring that the agenda will be carefully selected and truly beneficial to the company and that the director nominee has suitable qualification.

### **2. Definition**

“Company” means PTT Exploration and Production Public Company Limited

“Agenda” means Agenda of the 2019 Annual General Shareholders’ Meeting of PTTEP

“Board” means Board of Directors of PTTEP

“Director” means Director of PTTEP

### **3. The Qualification of Shareholder**

Shareholder who wishes to propose the agenda or director nominee must possess the following qualification:

3.1 Being the shareholder of the Company at the date proposing agenda or director nominee either for one shareholder or combined shareholders.

3.2 Holding minimum shares of 100,000 shares

### **4. Proposal of the Agenda**

#### **4.1 Method for Proposal**

(1) Must proposed by the shareholder possess qualification according to Topic No.3 of the criteria

(2) Must fill in “The Proposed Agenda to the 2019 Annual General Shareholders’ Meeting Form (Form A)” and submit the original Form A together with other supporting document as required by the Company to the Company within **December 17, 2018** in order to allow the Board adequate consideration period. However, the shareholder can submit Form A to the Company unofficially via facsimile number 0-2537-4500 or through email at [corporatesecretary@pttep.com](mailto:corporatesecretary@pttep.com) before submitting the original form.

(3) In case shareholders have unified to propose the agenda, each shareholder must fill in Form A and sign their name as evidence separately. Then the form should be gathered and submit into one set.

#### **4.2 Method for Consideration**

(1) The Board will consider the agenda proposed by the shareholder which must not possess the following matters;

(1.1) Matter that defined in clause 89/28 of the Securities and Exchange Act B.E. 2535 and its amendment<sup>1</sup>

(1.2) Matters that violate the laws, rules, regulations of government agencies and other governing agencies or that are not complied with the objective, the Articles of Association, the Shareholders’ resolution and the Good Corporate Governance and Business Ethics of PTTEP and its subsidiaries

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<sup>1</sup> (1) The proposal does not comply with the rules as specified in the first paragraph of clause 89/28;  
(2) The proposal is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter;  
(3) The proposal is beyond the company’s power to produce the purposed result;  
(4) The proposal was submitted to the shareholders’ meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders’ meeting;  
(5) Any other cases as specified in the notification of the Capital Market Supervisory Board.

(1.3) Matters that the Company has already implemented

(1.4) Matters proposed by the shareholder who fill in incomplete or incorrect information or is unable to contact or do not follow the Criteria required by the Company

In this regards, the Board's judgment is final.

(2) The proposal approved by the Board along with the Board's opinion will be included in the Agenda.

(3) For the proposal disapproved by the Board, the Company shall inform the shareholder with the reason of the Board's refusal through the channel of the Stock Exchange of Thailand or any other appropriate information dissemination channels and include in the Agenda for acknowledgement.

## **5. The Nomination of the Director**

### **5.1 Method for Proposal**

(1) Must proposed by the shareholder possess qualification according to Topic No.3 of the criteria

(2) Must fill out "Form to Nominate Director" (Form B)" and Resume of Director Nominee, and submit the original Form B and Resume of Director Nominee together with other supporting document as required the Company to the Company within **December 17, 2018** in order to allow adequate consideration period for PTTEP before proposing Director Nominee list to State Enterprise Policy Committee for approval. However, the shareholder can submit Form B to the Company unofficially via facsimile number 0-2537-4500 or through email at [corporatesecretary@pttep.com](mailto:corporatesecretary@pttep.com) before submitting the original form.

(3) In case shareholders have unified to propose the agenda, each shareholder must fill in Form B and sign their name as evidence separately. Then the form should be gathered and submit into one set.

## **5.2 Method for Consideration**

(1) The Board will consider the director nominee who must not possess the following qualification.

(1.1) Having the qualification according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance and Business Ethics of PTTEP and its subsidiaries.

(1.2) Not over 70 years old (until the end of year 2019)

(1.3) Having the knowledge and skill in areas that are significantly beneficial to the Company, especially in the area of Organization Change and Development and the area of Technology to support the focus on organizational transformation and overlooking new business opportunities as well as those who carry skill mix in Legal. Nonetheless, the company may also consider other skill mix areas apart from the aforementioned as appropriate.

(1.4) Should not serve more than 3 board positions in listed companies.

(1.5) Does not serve more than 3 board positions in the State Enterprises and/or juristic persons with State Enterprise's shareholding.

(2) PTTEP's Board will propose list of persons with appropriate experiences and qualifications as in (1) to the State Enterprise Policy Committee for further consideration in accordance to the Regulations of the Office of the Prime Minister on State Enterprise Policy and Governance Determination B.E. 2014 No. 12.

(3) The director nominee approved by the Board or State Enterprise Policy Committee will be included in the agenda along with the Board and State Enterprise Policy Committee's opinion (if any).

(4) For the director nominee disapproved by the Board or State Enterprise Policy Committee, the Company shall inform the shareholder with the reason of the Board's refusal through the channel of the Stock Exchange of Thailand or any other appropriate information dissemination channels and include in the Agenda for acknowledgement.

## The Proposed Agenda to the 2019 Annual General Shareholders' Meeting Form

(1) I am (Mr./Mrs./Miss) \_\_\_\_\_, being the shareholder of PTT Exploration and Production Public Company Limited, holding \_\_\_\_\_ shares, residing at \_\_\_\_\_ Road \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Mobile Phone Number \_\_\_\_\_ Home/Office Phone \_\_\_\_\_ E-mail address (if any) \_\_\_\_\_

(2) I would like to propose the agenda of the 2019 Annual General Shareholders' Meeting

(2.1) The proposal for consideration is \_\_\_\_\_

The objective or reason is \_\_\_\_\_

(2.2) The proposal for acknowledgement is \_\_\_\_\_

The objective or reason is \_\_\_\_\_

And have the documents supporting the proposal \_\_\_\_\_ pages in total.

I certify that all information written in Form A, the evidence of shares held and other supporting documents are correct and affix the name as evidence below

\_\_\_\_\_ Shareholder's Signature

(\_\_\_\_\_)

Date \_\_\_\_\_

**Remarks** 1. The shareholder must enclose the following documents

- 1.1 The evidence of shares held as of the proposal date, such as certified true copies of share certificates or the certificate of shares held from Security Company or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co. Ltd.
- 1.2 In case shareholder is juristic person, the copy of the company's affidavit and copy of identification card or passport (in case of non-Thai nationality) of authorized director must be enclosed and certified true copies by such director.
- 1.3 In case shareholder is individual, the certified true copy of identification card or passport (in case of non-Thai nationality) must be enclosed.
- 1.4 In case shareholder has their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy.
2. In case of proposing more than one agenda, the shareholder can use the copy of Form A and must fill in all information as required by the Company.

**To**

**PTT Exploration and Production Public Company Limited**  
Energy Complex Building A, 6th Floor & 19th - 36th Floor  
555/1 Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok  
10900 Thailand

(Corporate Secretary Division)

**Form to Nominate Director**

(1) I am (Mr./Mrs./Miss) \_\_\_\_\_, being the shareholder of PTT Exploration and Production Public Company Limited, holding \_\_\_\_\_ shares, residing at \_\_\_\_\_ Road \_\_\_\_\_ District \_\_\_\_\_

Province \_\_\_\_\_ Mobile Phone Number \_\_\_\_\_

Home/Office Phone \_\_\_\_\_ E-mail address (if any) \_\_\_\_\_

(2) I would like to nominate (Mr./Mrs./Miss) \_\_\_\_\_ to be the director and enclose Resume of Director Nominee together with other supporting documents \_\_\_\_\_ pages in total.

I certify that all information written in Form B, Resume of Director Nominee, the evidence of shares held and other supporting documents are correct and affix the name as evidence below

\_\_\_\_\_ Shareholder's signature

(\_\_\_\_\_)

Date \_\_\_\_\_

(3) I am (Mr./Mrs./Miss) \_\_\_\_\_, consent to be nominated as the director as (2) and certify the qualification and the information written in Resume of Director Nominee and other supporting documents are correct, agree to adhere to the Good Corporate Governance of the Company, and affix the name as evidence below.

\_\_\_\_\_ Director nominee's signature

(\_\_\_\_\_)

Date \_\_\_\_\_

**Remarks** 1. The shareholder must enclose the following documents

- 1.1 The evidence of shares held as of the proposal date, such as certified true copies of share certificates or the certificate of shares held from Security Company or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co. Ltd.
  - 1.2 In case shareholder is juristic person, the copy of the company's affidavit and copy of identification card or passport (in case of non-Thai nationality) of authorized director must be enclosed and certified true copies by such director.
  - 1.3 In case shareholder is individual, the certified true copy of identification card or passport (in case of non-Thai nationality) must be enclosed.
  - 1.4 In case shareholder has their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy.
2. In case of proposing more than one director nominee, the shareholder can use the copy of Form B and must fill in all information as required by the Company.

**To**

**PTT Exploration and Production Public Company Limited**

Energy Complex Building A, 6th Floor & 19th - 36th Floor

555/1 Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok

10900 Thailand

(Corporate Secretary Division)



### Resume of Director Nominee

1. Name-Surname (in Thai) \_\_\_\_\_  
(in English) \_\_\_\_\_
2. Date of Birth \_\_\_\_\_ Age \_\_\_\_\_ Years  
(Please enclose copy of identification card)
3. Nationality \_\_\_\_\_
4. Home Address  
Residing at \_\_\_\_\_ Road \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_  
Mobile Phone Number \_\_\_\_\_ Phone \_\_\_\_\_  
E-mail address (if any) \_\_\_\_\_
5. Marital Status: ( ) Single ( ) Married ( ) Divorced  
(1) Spouse Name-Surname (in Thai) \_\_\_\_\_  
(in English) \_\_\_\_\_  
Number of Children \_\_\_\_\_

5.1	Name-Surname (in Thai)	
	(in English)	
	Date of Birth	
	Place of Work	
	Position	
5.2	Name-Surname (in Thai)	
	(in English)	
	Date of Birth	
	Place of Work	
	Position	

5.3	Name-Surname (in Thai)	
	(in English)	
	Date of Birth	
	Place of Work	
	Position	

## 6. Qualification

### 6.1 Education

Institution	Degree and Major Subject	Year of Graduation

*(Please enclosed copies of academic qualification certificates)*

### 6.2 Training and Seminar Course relating to director position

Organizer	Course	Year Attended

*(Please enclosed copies of training certificates)*

## 7. Place of Work

Company \_\_\_\_\_

Business Address

No. \_\_\_\_\_ Road \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_

Mobile Phone Number \_\_\_\_\_ Phone \_\_\_\_\_

E-mail address (if any) \_\_\_\_\_

Company \_\_\_\_\_

Business Address

No. \_\_\_\_\_ Road \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_

Mobile Phone Number \_\_\_\_\_ Phone \_\_\_\_\_

E-mail address (if any) \_\_\_\_\_

8. Work Experience from year 2014 to present  
(Please filling in by starting with present experience)

Organization	Type of Business	Position	From Year ..... To .....

9. Useful Work Experience for board position

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10. Shareholding in the Company as of \_\_\_\_\_ (the proposal date)

Number of Shares \_\_\_\_\_ Shares

In addition, spouse holds \_\_\_\_\_ Shares

Children (1) holds \_\_\_\_\_ Shares

Children (2) holds \_\_\_\_\_ Shares

Children (3) holds \_\_\_\_\_ Shares

11. Having relationship among family within the Company

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12. Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts (From year 2016 to present)

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13. Record of lawsuit that I sued or being sued

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14. Vision in managing the Company's business

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15. Vision in performing duties complied with Good Corporate Governance and Business Ethics of PTTEP and its subsidiaries

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16. Other useful information for Board consideration (if any)

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Remarks: In case that the space in any topics is not enough to fill in, please enclosed additional paper and it is considered as part of this form.