# Criteria for the Shareholders to propose Agenda for Annual General Meeting of Shareholders and Director Nominee in advance

## 1. Objective

PTTEP has set up clear and transparent criteria in accordance with the Good Corporate Governance for the shareholders to propose AGM agenda and director nominee in advance with the purpose of ensuring 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 possesses suitable qualifications.

## 2. Definition

"Company" means PTT Exploration and Production Public Company Limited or PTTEP

"Agenda" means Agenda of the 2021 Annual General Shareholders' Meeting of PTTEP

"Board" means the Board of Directors of PTTEP

"Director" means Director of PTTEP

## 3. Qualifications of Shareholder

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

3.1 Being shareholder of the Company at the date proposing agenda or director nominee. Proposal may be made by an individual shareholder or a combination of shareholders.

3.2 Holding minimum shares of 100,000 shares.

## 4. Proposal for the Agenda

### 4.1 Method for Proposal

(1) Proposal must be made by the shareholder(s) possessing qualifications as set out in Item No. 3.

(2) The shareholder(s) must fill in "The Proposed Agenda to the 2021 Annual General Shareholders' Meeting Form (Form A)" and submit the original Form A together with other supporting documents as required by the Company to the Company within **November 30, 2020** in order to allow the Board adequate time to consider the proposed agenda. However, the shareholder(s) may unofficially submit Form A via facsimile number 0-2537-4500 or through email at corporatesecretary@pttep.com before submitting the original form to the Company.

(3) In case shareholders have unified to propose the agenda, each shareholder must individually fill in Form A and affix their signature as evidence, then consolidate and submit to the Company in one batch.

-2 - / 4.2 Method for ...

### 4.2 Method for Consideration

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

(1.1) Matters being defined in section 89/28 of the Securities and Exchange Act B.E. 2535, as amended [1]

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

(1.3) Matters that the Company has already implemented

(1.4) Matters with inaccurate or insufficient information, matters that do not comply with the criteria set out by the Company, or matters that the Company is unable to contact the proposing shareholder(s) for more information.

unless decided otherwise by the Board. In this respect, the Board's decision is final and conclusive.

(2) The proposal approved by the Board together with the Board's opinion will be included as an agenda to be considered by the Shareholders' Meeting.

(3) If the Board disapproves the proposed agenda, the Company will inform the shareholders together with the reason of disapproval through available communication channel of the Stock Exchange of Thailand or any other appropriate channels, and will include such matter as an agenda for acknowledgement in the Shareholders' Meeting.

## 5. Proposal for Director Nominee

### 5.1 Method for Proposal

(1) Proposal must be made by the shareholder(s) possessing qualifications as set out in Item No. 3.

(2) The shareholder(s) must fill in "Form to Nominate Director (Form B)" and "Resume of Director Nominee" and submit the original documents together with other supporting document as required by the Company to the Company within **November 30, 2020** in order to allow the Board adequate time to consider qualifications of the proposed director nominee prior to proposing the list of director nominee to State Enterprise Policy Committee for approval.

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[1] (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.

-3 - / However, the …

However, the shareholder may unofficially submit Form B together with Resume of Director Nominee via facsimile number 0-2537-4500 or through email at corporatesecretary@pttep.com before submitting the original form to the Company.

(3) In case shareholders have unified to propose director nominee, each shareholder must individually fill in Form B and affix their signature as evidence, then consolidate and submit to the Company in one batch.

**5.2 Method for Consideration**

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

(1.1) Restricted qualifications according to the Public Company Act, the Securities and Exchange Act, the Good Corporate Governance and Business Ethics of PTTEP and its subsidiaries, and relevant Cabinet Resolutions.

(1.2) Age must not over 70 years old (until the end of year 2021)

(1.3) Having the knowledge and skill in areas that are significantly beneficial to the Company. PTTEP specifies the required skill mix as a scope of selection and the 2020 priorities are International Market, Organization Change and Development, and 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) Must not serve more than 3 board positions in state enterprises and/or juristic persons with state enterprise's shareholding.

(2) The Board will propose list of persons with appropriate experience and qualifications who do not have restricted qualifications as per (1) to the State Enterprise Policy Committee for further consideration and approval in accordance with the Regulations of the Office of the Prime Minister on State Enterprise Policy and Governance Determination B.E. 2014 No. 12.

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

(4) If the Board or the State Enterprise Policy Committee disapproves the proposed director nominee, the Company will inform the shareholder together with the reason of disapproval through available communication channel of the Stock Exchange of Thailand or any other appropriate channels, and will include such matter as an agenda for acknowledgement in the Shareholders' Meeting.

**Form A**

**The Proposed Agenda to the 2021 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 2021 Annual General Shareholders' Meeting as follows:

(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 would like to submit _____ pages of supporting document.

I certify that all information written in Form A, the evidence of shares held and other supporting documents are correct. I agree that the Company may disclose such information and evidences. I hereby affix the name as evidence below.

_____Shareholder's Signature

(_____)

Date _____

Remarks 1. The shareholder must enclose the following documents with this Form:

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. (TSD).

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.

3. The personal data collected will be treated in a manner consistent with the Personal Data Protection Policy stated in the Company's website: https://www.pttep.com/en/Personaldataprotectionpolicy.aspx

**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 B**

## 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 of the Company, 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. I agree that the Company may disclose such information and evidences. I hereby affix the name as evidence below.

_____Shareholder's signature

(_____)

Date _____

(3) I (Mr./Mrs./Miss)_____, hereby provide my consent to be nominated as the director as per item (2) above and certify the qualifications and information written in Resume of Director Nominee and other supporting documents are correct. I agree that the Company may disclose such information and evidences. I agree to adhere to the Good Corporate Governance of the Company, and therefore affix the name as evidence below.

_____Director Nominee's signature

(_____)

Date _____

**Remarks** 1. The shareholder must enclose the following documents to this Form:

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. (TSD).

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.

3. The personal data collected will be treated in a manner consistent with the Personal Data Protection Policy stated in the Company's website: https://www.pttep.com/en/Personaldataprotectionpolicy.aspx

**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 enclose copies of academic qualification certificates)*

6.2 Training and Seminar Course relating to director position

| Organizer | Course | Year Attended |
|---|---|---|
| | | |
| | | |
| | | |

*(Please enclose 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 2016 to present
(Please fill in by starting with present/most recent experience)

| Organization | Type of Business | Position | From Year …….<br>To …… |
|---|---|---|---|
| | | | |
| | | | |
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| | | | |
| | | | |

9. Useful Work Experience for Board position

_____
_____
_____
_____

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

_____
_____
_____

12. Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts (From year 2018 to present)

_____
_____
_____
_____

13. Record of lawsuit that I sued or being sued

_____
_____
_____
_____

14. Vision in managing the Company's business

_____
_____
_____
_____

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

_____
_____
_____
_____

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

_____
_____
_____
_____

Remarks: In case there is no sufficient space to fill in necessary information under any topics, please enclose additional paper and it is considered as part of this form.