



Invitation to the 2020 Annual General Meeting of Shareholders

PTT Exploration and Production Public Company Limited

On Wednesday, June 17, 2020 at 14.00 hrs.

at the meeting room of PTT Exploration and Production Public Company Limited

The Energy Complex, Building A (EnCo A)

Guidelines for attending the Meeting

With our awareness and deep concern over the COVID-19 pandemic as well as the health and safety of the Meeting attendants, PTTEP, therefore, kindly asks shareholders to thoroughly read and strictly comply with the guidelines for attending the Meeting indicated in this invitation.

1. To reduce the risk of spreading the disease and due to the seat limitation from social distancing, shareholders are requested to;

- 1.1 Kindly grant a proxy to the Company's Independent Director instead of attending the Meeting in person.
- 1.2 Submit relevant questions prior to the Meeting and follow the Meeting via live broadcast at the Company's website.

2. Should shareholders wish to attend the Meeting in person,

- 2.1 Cooperate on the health screening process and fill in the health declaration form without concealing the health information or traveling record.
- 2.2 Prepare and wear a facemask at all times.
- 2.3 Acknowledge that no food and drink are served / eating and drinking are strictly prohibited in the meeting venue.
- 2.4 Ask questions and make comments via written paper only.

Registration starts at 10.30 hrs. / Meeting room opening time at 13.00 hrs.

*** For more convenience in registration, ***

*** Kindly bring the Registration Form with barcode to the meeting ***

*** No Tokens Provided for Shareholders and Proxies Participating the Meeting***



No. PTTEP 13143/00-3794/2020

15 May 2020

Subject: Invitation to 2020 Annual General Shareholders' Meeting

To: Shareholders

- Attachment:
1. 2019 Annual Report, 2019 Sustainability Report (electronic files via QR Code) and the Notification of Meeting (Registration Form)
 2. Duties and responsibilities of PTTEP Sub-Committees
 3. PTTEP Definition of Independent Director
 4. Information of the Director Nominees to be elected as PTTEP directors
 5. Document and evidence required for meeting attendance and proxy granting
 6. Envelope for returning Proxy Form to PTTEP
 7. Bar code Proxy Form B. (Proxy Forms A. or C. can be downloaded from website: www.pttep.com)
 8. Name List and Details of PTTEP Independent Directors to be used with Proxy of shareholders
 9. PTTEP Articles of Association, the Public Limited Company Act and the Securities and Exchange Act concerning the Shareholders' Meeting and Vote Casting
 10. 2019 Annual Report and/or 2019 Sustainability Report Requisition Form in hard copy
 11. PTTEP Guidelines on Personal Data Processing for Shareholders Meeting
 12. Procedures for Attending the 2020 Annual General Shareholders Meeting
 13. Map of the Meeting location
 14. Precautionary Measures and Guidelines for Holding the Annual General Meeting of Shareholders under the Circumstance of Coronavirus 2019 (COVID-19) and COVID-19 Screening questionnaire

PTT Exploration and Production Public Company Limited (PTTEP) would like to invite all shareholders to attend the 2020 Annual General Shareholders' Meeting on Wednesday 17 June, 2020 at 14.00 hours, at Meeting Room at PTT Exploration and Production Public Plc, Energy Complex Building A, 555/1 Vibhavadi Rangsit Road, Sub-district Chatuchak, District Chatuchak, Bangkok 10900. PTTEP has fixed the Record Date on which shareholders have the right to attend the 2020 AGM as May 15, 2020. The meeting agendas are as follows:

- 2 -/ Agenda Item 1 ...

Agenda Item 1 To acknowledge the 2019 Performance Results and 2020 Work Plan of the Company

Related Information:

The 2019 Company's performance is as detailed in Attachment 1, whereas the 2020 work plan will be presented on the Meeting day.

The Board of Directors' Opinion:

The Meeting should acknowledge the 2019 performance results including the financial statements and other matters as illustrated in the 2019 Annual Report and the Sustainability Report. The Meeting should also acknowledge the Company's 2020 work plan which will be presented in the Meeting as proposed.

Agenda Item 2 To approve the financial statements for the year ended December 31, 2019

Related Information:

PTTEP's financial statements for the year ended December 31, 2019 were audited by the Auditor, reviewed by the Audit Committee and endorsed by the Board of Directors. The details of the financial statements are in Attachment 1 and are summarized comparing with last year as follows:

Items	Million US Dollar		Million Baht	
	2019	2018 (Restated)	2019	2018 (Restated)
Total Assets	22,202	19,484	669,464	632,256
Total Liabilities	10,361	7,479	312,405	242,683
Total Equity	11,841	12,005	357,059	389,573
Total Revenues	6,413	5,459	198,822	176,687
Profit for the year	1,569	1,120	48,803	36,206
Basic earnings per share	0.38 (US Dollar/Share)	0.27 (US Dollar/Share)	11.72 (Baht/Share)	8.69 (Baht/Share)

Board of Directors' Opinion:

The Meeting should approve the financial statements for the year ended December 31, 2019 which have been audited by the Auditor and reviewed by the Audit Committee as proposed. The Board of Directors has also endorsed the financial statements.

Agenda Item 3 To approve no additional dividend payment for 2019 year of operations and acknowledge the 2019 Interim Payments

Related Information:

It is the policy of the Company that PTTEP, under normal circumstances, will pay dividend to shareholders of not less than 30 percent of net income after tax. According to the Public Company Act B.E. 2535 Section 115 and the Company's Articles of Association Clause 32, PTTEP's Board of Directors may resolve to pay the interim dividend to shareholders in case the Company has adequate profits, and subsequently inform the shareholders at the next shareholders' meeting.

For the year ended 2019, PTTEP reported total revenue of US Dollar 6,413 million; net profit of US Dollar 1,569 million; total assets of US Dollar 22,202 million; total liabilities of US Dollar 10,361 million; equity of US Dollar 11,841 million; unappropriated retained earnings of US Dollar 7,631 million and cash and cash-equivalents, including short-term investments of US Dollar 3,023 million. The Company's Board of Directors has considered that PTTEP should pay dividends for the 2019 year of operations to the Company's shareholders at the rate of 6.00 Baht per share, or approximately 49.1%; represents an annualized dividend yield of 4.82%. The proposed dividend payment is consistent with the increase in the Company's Net Income and the dividend yield within range of investor expectation as well as within the peer group. The dividend payment also complies with the Company's dividend policy, and has no impact to the Company's liquidity and capital structure.

The Company has already made the interim dividend payment for the first-half-year operations of 2019 on 23 August 2019 at the rate of 2.25 Baht per share and paid the remaining interim dividend for the 2019 year of operations on 10 April 2020 at the rate of Baht 3.75 per share. Both interim dividend payments, totally Baht 6.00 per share, were paid from unappropriated retained earnings under the Petroleum Income Tax Act. In this regard, there is no additional dividend payment for the company's operating results from January 1 to December 31, 2019.

The dividend payment in Baht is made in reference to the company performance in US Dollars, and the weighted-average interbank exchange rate published by the Bank of Thailand 1 business day prior to the Board meeting date.

The dividend payment record for 2019 and 2018 are per the table below:

Details of Dividend Payment	2019		2018	
	USD	Baht	USD	Baht
1. Net income (Million)	1,569		1,120	
2. Basic Earnings per Share	0.38		0.27	
3. Net income after legal reserve (Million)	1,569		1,120	
4. Dividend Payout Ratio (Percentage)*	49		55	
5. Total Dividend Payment (per Share)		6.00		5.00
5.1 First-half-year Interim Dividend		2.25		1.75
5.2 Remaining Interim Dividend		3.75		3.25
6. Total Dividend Amount (Million)		23,820		19,850
7. Number of Shares (Million)				
7.1 At the Interim Dividend Payment		3,970		3,970
7.2 At the remaining Interim Dividend Payment		3,970		3,970

* Remark: Dividend Payout Ratio calculated based on weighted-average interbank exchange rate published by the Bank of Thailand 1 business day prior to the Board meeting date.

The Board of Directors' Opinion:

The meeting should approve no additional dividend payment for the company's operating results from January 1 to December 31, 2019, since the company has paid the total interim dividend payments for 2019 at 6.00 Baht per share. The company has already made the interim dividend payment for the first-half-year operations of 2019 on 23 August 2019 at the rate of 2.25 Baht per share and paid the remaining interim dividend for the 2019 year of operations on 10 April 2020 at the rate of Baht 3.75 per share. Both interim dividend payments were paid from unappropriated retained earnings under the Petroleum Income Tax Act. The board propose the AGM to acknowledge the two (2) interim dividend payments for 2019 operating results as mentioned earlier.

Agenda Item 4 To appoint the auditor and consider the auditor's fees for year 2020

Related Information:

The State Audit Office of the Kingdom of Thailand (SAO) had been PTTEP's auditor since PTTEP was established. SAO has the authority and duty to audit PTTEP's financial statements in accordance with the Organic Act on State Audit B.E. 2561 (2018) and the State Financial and Fiscal Discipline Act, B.E. 2561 (2018) (the State Financial and Fiscal Discipline Act).

In 2019, SAO send a letter to PTTEP to engage another auditor by referring to section 71 of the Financial and Fiscal Discipline Act. SAO or other auditor approved by SAO has to audit the financial statements of government agencies. (PTTEP is a government agency in accordance with the State Financial and Fiscal Discipline Act.) PTTEP, therefore, has arranged a tender to select an auditor for the financial statements for the year 2020.

The Audit Committee considered qualifications of the auditors from both the technical side, examining their experience and qualifications, and the commercial side. This consideration resulted in the opinion that PricewaterhouseCoopers ABAS Ltd. (PwC) is a reliable audit firm with a high performance record and a sufficient number of qualified staff. The Audit Committee proposed that the auditors from PwC as listed below be appointed as the independent auditors of PTTEP to the Board of Directors to propose to shareholders for their approval.

- (1) Ms. Amornrat Pearmpoonvatanasuk Certified Public Accountant Registration No. 4599 or
- (2) Mr. Boonrueng Lerdwiseswit Certified Public Accountant Registration No. 6552

Whereby one of the proposed auditors may be appointed to perform the audit and express an opinion with regard to PTTEP's financial statements with a fee of 8,900,000 Baht, an increase of 6,100,000 Baht from year 2019, for which the financial statements were audited by SAO. (The fee for year 2019 was 2,800,000 Baht.) The increase in the audit fee is mainly from the audit work caused by the investment expansion and higher complexity. Moreover, for the initial audit, PwC has additional audit work to understand accounting system and internal control in order to perform risk assessment and prepare audit plan.

SAO has approved the proposed auditors above as auditor for PTTEP's financial statements for the year 2020. In addition, the proposed auditors have qualifications that comply with the guidelines of the Securities and Exchange Commission and they have no relationship or conflict of interest with PTTEP, its subsidiaries, management, major shareholders, or their related parties. Therefore, the proposed auditors are accordingly independent to audit and express their opinion for PTTEP's financial statements. Further, even though some of PTTEP's subsidiaries are audited by other auditors, PTTEP's Board of Directors is responsible for ensuring that the financial statements of those subsidiaries are completed within their schedules.

In 2019, PTTEP had a non-audit service fee for the preparation of Comfort Letters supporting liability management of the Group for US dollar denominated debt which issued and entirely offered to offshore investors to SAO totaling 15,000,000 Baht. While, in 2018, PTTEP did not have a non-audit service fee to SAO.

Board of Directors' Opinion:

The Meeting should approve the appointment of Ms. Amornrat Pearmpoonvatanasuk Certified Public Accountant Registration No. 4599 or Mr. Boonrueng Lerdwisewit Certified Public Accountant Registration No. 6552, auditors from PricewaterhouseCoopers ABAS Ltd., to serve as the auditor of PTTEP for the year 2020 with an audit fee of 8,900,000 Baht as proposed by the Audit Committee. This proposal has been subsequently endorsed by the Board of Directors.

Agenda Item 5 To approve the amendment of Articles of Association

Related Information:

To allow the Board of Directors to appoint an employee of a company within PTTEP Group, who has proper qualifications, to be a Secretary of the Board of Directors as it deems appropriate, to enhance the screening efficiency of Sub-committees that play a crucial part in the consideration of the Board of Directors as well as focusing on the sustainable development, and to allow the Board of Directors meeting, the Shareholders meeting, and other meetings as required by laws to be organized and held through electronic media when necessary, PTTEP is considered appropriate to propose that Article 9 paragraph 3 concerning a Secretary of the Board of Directors and Article 20 concerning Sub-committees are to be amended, and Article 37 concerning meeting through electronic media is to be inserted as follows:

Existing Provision	Proposed Amendment
<p>Article 9 paragraph 3</p> <p>The Board of Directors shall have powers to elect one director to be Chairman, and, if it deems appropriate, one more director to be Vice Chairman. The Board of Directors shall also have powers to appoint Chief Executive Officer who shall be elected to be a Director upon vacancy of directorship and <u>appoint one executive to be a Secretary of the Board of Directors.</u></p>	<p>Article 9 paragraph 3</p> <p>The Board of Directors shall have powers to elect one director to be Chairman, and, if it deems appropriate, one more director to be Vice Chairman. The Board of Directors shall also have powers to appoint Chief Executive Officer who shall be elected to be a Director upon vacancy of directorship and <u>appoint one employee of a company within PTTEP Group to be a Secretary of the Board of Directors.</u></p>

Existing Provision	Proposed Amendment
<p>Article 20</p> <p>The Board of Directors shall appoint the Standing Sub-Committees to help screening the particular Board activities, which are</p> <p>(1) Audit Committee, consists of at least 3 but no more than 5 Independent Directors and at least 1 Director must have knowledge, well-understanding or experiences in accounting or finance. The responsibilities are defined in the Audit Committee Charter.</p> <p>(2) <u>Remuneration Committee, consists of at least 3 Directors with the majority of them being Independent Directors. The responsibilities are defined in the Remuneration Committee Charter.</u></p> <p>(3) <u>Nominating Committee, consists of at least 3 Directors with the majority of them being Independent Directors. The responsibilities are defined in the Nominating Committee Charter.</u></p> <p>(4) Risk Management Committee, consists of at least 3 Directors with at least 1 of them being Independent Director. The responsibilities are defined in the Risk Management Committee Charter.</p> <p>(5) <u>Corporate Governance Committee, consists of at least 3 Independent Directors. The responsibilities are defined in the Corporate Governance Committee Charter.</u></p> <p>The Committees in (1) – (5) shall regularly report their performances to the Board of Directors.</p>	<p>Article 20</p> <p>The Board of Directors shall appoint the Standing Sub-Committees to help screening the particular Board activities, which are</p> <p>(1) Audit Committee, consists of at least 3 but no more than 5 Independent Directors and at least 1 Director must have knowledge, well-understanding or experiences in accounting or finance. The responsibilities are defined in the Audit Committee Charter.</p> <p>(2) <u>Nominating and Remuneration Committee, consists of at least 3 Directors with the majority of them being Independent Directors. The responsibilities are defined in the Nominating and Remuneration Committee Charter.</u></p> <p>(3) Risk Management Committee, consists of at least 3 Directors with at least 1 of them being Independent Director. The responsibilities are defined in the Risk Management Committee Charter.</p> <p>(4) <u>Corporate Governance and Sustainable Development Committee, consists of at least 3 Directors with the majority of them being Independent Directors. The responsibilities are defined in the Corporate Governance and Sustainable Development Committee Charter.</u></p> <p>The Committees in (1) – (4) shall regularly report their performances to the Board of Directors.</p>

Existing Provision	Proposed Amendment
<p>Article 37</p> <p>- Nil -</p>	<p>Article 37</p> <p><u>The Board of Directors meeting, Shareholders meeting, and other meetings as required by laws may be organized and held through electronic media. In such event, the invitation notice and other supporting documents must be sent, and copy of which must be retained, in accordance with the requirements of laws and related regulations then in effect at the time of the meeting. The Board of Directors meeting or Shareholders meeting organized and held through electronic media shall has the same legal effect as if any such meeting was organized and held at one place of the meeting as specified by laws and elsewhere in these Articles of Association.</u></p>

The Board of Director's Opinion:

The Meeting should approve the amendment of the Articles of Association in Article 9 paragraph 3 and Article 20, Chapter 3 Board of Directors, and the insertion of Article 37, Chapter 6 Addendum which have been approved by the Board of Directors, and assign any person as nominated by the authorized directors of PTTEP to proceed with the registration for amendment of PTTEP's Articles of Association, including revising and/or inserting necessary wording or details as instructed by the registrar, to the extent that any such revision or insertion does not impact the essence of the Amendment of Articles of Association as proposed.

Agenda Item 6 To approve the Board of Directors' and the sub-committees' remuneration

Related Information:

The 2019 Annual General Shareholders' Meeting, held on 29 March 2019 has already approved the board of directors' and the sub-committees' remuneration for 2019 onwards and bonus for the whole Board, effective from 2018 financial statements onwards. For this year, the Remuneration Committee has reviewed the remuneration package of the board of directors and sub-committees by comparing with other companies listed on the Stock Exchange of Thailand (SET 50), other leading listed companies and among the companies of PTT Group. The Board of Directors agreed, in accordance with the recommendation of the Remuneration Committee, and deemed it appropriate to remain the remuneration package of the board of directors and the sub-committees at the same rate according to the resolution of the Annual General Shareholders for the Year 2019 as below:

- 8 -/ Monthly fee ...

Monthly fee, Meeting fee, Bonus and Other Remuneration

Remuneration	2020 (Current Proposal)	2019
1. Board of Directors		
1.1 Monthly fee (paid in full month)	Baht/person/month	Baht/person/month
• Chairman	50,000	50,000
• Director	40,000	40,000
1.2 Meeting fee (for those in attendance only)	Baht/person/time	Baht/person/time
• Chairman	62,500	62,500
• Director	50,000	50,000
2. The Standing Sub-committees in accordance to the Company's Article of Association		
2.1 Meeting fee (for those in attendance only)	Baht/person/time	Baht/person/time
• The Chairman of the sub-committees	56,250	56,250
• Director	45,000	45,000
3. Other Remuneration	None	None
4. Directors' Bonus*	the rate of 0.2 percent of annual net profit with total limit of 60 million Baht	the rate of 0.2 percent of annual net profit with total limit of 60 million Baht
*Remark The bonus will be payable to the Board of directors at the rate of 0.2 percent of annual net profit as stated in the Company's consolidated annual financial statement with total limit of 60 million Baht as previously approved by the shareholders, if the company pays dividend to shareholders and adjust according to each director's office period. The Chairman of the Board shall receive a 25 percent increase.		

In the year 2019, the total remuneration for the board of directors and the sub-committees as approved by the shareholders sums up to 87,870,416 Baht. The details of the remuneration for each director are presented in the 2019 Annual Report (Attachment 1). To avoid special conflicts of interest, Directors who are shareholders and independent directors granted proxies by shareholders shall refrain from voting on this agenda unless the shareholders clearly define their votes in Proxy B or C.

The Board of Directors' Opinion:

The Meeting should approve the remuneration package of the Board of Directors and sub-committees for the year 2020 for all items i.e. Retainer fee, Meeting fee and 2019 Bonus of the Board of Directors, at the same rate according to the resolution of the Annual General Shareholders for the Year 2019. The Remuneration Committee has duly reviewed this proposal, which has been subsequently endorsed by the Board of Directors.

Agenda Item 7 To approve the appointment of new directors in replacement of those who are due to retire by rotation

Related Information:

Pursuant to the Public Limited Company Act and Article 11 of the Company's Articles of Association, one-third of the Board of Directors or five directors who assume the offices of director for the longest period must retire by rotation at the Annual General Shareholders' Meeting every year. In 2020, 1 out of 5 directors who are due to retire by rotation is qualified as an independent director (number 5) as prescribed in PTTEP Definition of Independent Director. The said definition is stricter than the rule set by the Capital Market Supervisory Board regarding the shareholding as detailed in item 1 of the PTTEP Definition of Independent Director (Attachment 3). The 5 directors who are due to retire by rotation are:

- (1) Mr. Twarath Sutabutr Director and Member of the Risk Management Committee
- (2) Mr. Chansin Treenuchagron Director
- (3) Mr. Phongsthorn Thavisin Director and President and Chief Executive Officer
- (4) Mr. Patchara Anuntasilpa Director and Member of the Remuneration Committee
- (5) Mr. Dechapiwat Na Songkhla Independent Director and Member of the Audit Committee

The Company invited all shareholders to nominate qualified persons to be elected as PTTEP directors through the Stock Exchange of Thailand Channel and the Company's website during 30 August – 15 December 2019. However, no proposals for qualified nominees were submitted to the Company.

The Nominating Committee has thoroughly considered, for maximum benefit of the company, the existing board composition and skill mix, together with qualifications, experience, expertise, terms of directorship, the list of state enterprise directors of the State Enterprise Policy Office and the proposal of PTT Public Co., Ltd. (PTT) as major shareholders. Also, PTTEP's Board of Directors has thoroughly screened and deemed appropriate to propose 5 director nominees who are qualified to perform company's business and for serving as PTTEP directors to the shareholders to elect in replacement of those who are due to retire by rotation in 2020, as follows:

- (1) Mr. Twarath Sutabutr Re-election for another term
- (2) Mr. Chansin Treenuchagron Re-election for another term
- (3) Mr. Phongsthorn Thavisin Re-election for another term
- (4) Mr. Patchara Anuntasilpa Re-election for another term
- (5) Mr. Dechapiwat Na Songkhla Re-election for another term

The Nominating Committee deems appropriate to re-elect the five director candidates for another term since they hold the knowledge, especially in the petroleum business, which is a highly specific type of business. They have great understanding in regard to the country's energy strategy and in PTTEP's operations; they are also well equipped with knowledge and expertise in financial management and have experience in large organization management and development. They played key roles in driving the PTTEP business and organization transformation to support the company's business expansion based on the "Expand" strategy in 2019. They actively pushed the company for organization development in order to become ready for new technologies and a competitive working environment by giving priority to organization culture change in response to new business opportunities and the fast-changing business world. To confirm the "Execute" Strategy, they ensured that PTTEP had success in operations and achieved its business goals by aiming to promote PTTEP to stand out and become well accepted as an international company. Consideration to propose these five candidates for being PTTEP's directors for another term would be beneficial and appropriate in terms of continuity in driving PTTEP's operations in accordance with the company's business strategy as it is intended.

- (1) Mr. Twarath Sutabutr be re-elected for another term because he possesses the knowledge, expertise, and extensive experience in the energy business especially in the area of national energy policies. By having assumed top management positions in the Ministry of Energy, including his experience as Director-General of the Energy Policy and Planning Office, Mr. Twarath holds insightful understanding in the national energy strategic plan which corresponds well to his great contribution in establishing PTTEP's corporate strategy and corporate risk management.
- (2) Mr. Chansin Treenuchagron be re-elected for another term because he possesses knowledge and specialization in the energy industry and in economics. He has had experience in managing large organizations and was the President and Chief Executive Officer of PTT Plc.; therefore, he truly understands the energy business and its whole value chain. He has a long-term vision in energy strategic planning and the well synergized businesses of the companies in PTT group from upstream and midstream to downstream. With his effort to promote synergy among the PTT group of companies, PTTEP can further its business to new investments in related fields, e.g. the gas to power business.
- (3) Mr. Phongsthorn Thavisin be re-elected for another term because he possesses knowledge and expertise in the E&P industry. He has great understanding regarding E&P operations, both of the international and domestic schemes. He has experience in managing various PTTEP's projects and is well accepted by all stakeholders including government sectors, international oil companies and partners. He is currently the President and Chief Executive Officer of PTTEP who initiated the "Expand" business strategy and has led the company to its great success in 2019 by escalating the average sales volume to reach PTTEP's highest record. This is to assure the company's steady growth while ensuring the energy security of Thailand in the long run.
- (4) Mr. Patchara Anuntasilpa be re-elected for another term because he possesses knowledge, expertise, and vast experience in Thailand's public finance sector and tax system from his current positions as Director-General of The Excise Department, Chairman of the Board of Directors of State Enterprises, and top governmental management positions he has previously assumed. Mr. Patchara's familiarity with the nation's administrative and state enterprise policies also enhances his directorship of PTTEP through his profound understanding in laws, regulations, and guidelines related to state enterprises. This would support PTTEP's status as one of the well-accepted state enterprises that adheres to good governance and compliance while operating resiliently and competitively under today's volatile business environment.

- (5) Mr. Dechapiwat Na Songkhla be re-elected for another term because he has deep knowledge, capability and great expertise in finance and budgeting. He has extensive experience working continuously in the field of budget management and currently holds the position of Budget Director of Thailand's Budget Bureau. He has good knowledge in governance laws including rules and regulations related to state enterprises and their policies, management and development, all of which could promote PTTEP to operate legally and to continue being a good corporate governance organization.

More detailed personal information and visions of the abovementioned director nominees are available in Attachment 4.

The Board of Directors' Opinion:

The Meeting should approve the election of 5 director nominees as screened and proposed by the Nominating Committee namely; (1) Mr. Twarath Sutabutr (2) Mr. Chansin Treenuchagron (3) Mr. Phongstorn Thavisin (4) Mr. Patchara Anuntasilpa (5) Mr. Dechapiwat Na Songkhla. The Nominating Committee has duly reviewed this proposal which 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 and the State Enterprise Policy Committee has already approved the list of the 5 director nominees on 24 February 2020. Among the 5 nominated directors, 1 director (number 5) is independent director according to his notification that his qualification is conformed to the PTTEP Definition of Independent Director. Besides, the directors who are considered to have potential conflicts of interest in this election did not vote for the proposal at the Board of Directors' Meetings.

In this regard, the Board of Directors has reviewed and considered that the proposed nominated independent directors can freely give comments following to the related rules.

Agenda Item 8 Other matters (if any)

Related Information:

According to the Public Limited Company Act B.E.2535, shareholders who together have total shareholding of no less than one-third of the total number of shares sold may propose other matters to the Meeting for consideration other than the agenda items of the Meeting prescribed above.

The Board of Director's Opinion:

The Meeting should not consider any other matters proposed at the Meeting. This is to comply with the Principles of Good Corporate Governance for Listed Companies 2017 and the Annual General Shareholders Meeting Assessment Project that the Meeting should consider only the issues already informed in advance for fairness of the overall shareholders.

PTTEP is concerned over shareholder's health and safety and would like to request that Shareholders strictly follow the measures and guidelines for attending the meeting under the situation of the spread of COVID-19 in Attachment 14. PTTEP kindly requests Shareholders' cooperation to giving a proxy to PTTEP's Independent Director whose list and details are in Attachment 8 to attend the meeting on behalf of Shareholders and view AGM live broadcast via the Company's website. Shareholders may submit the proxy form together with required document and evidence stated in Attachments 1, 5 or 7 using the business reply envelope (postage stamp is not required) to PTTEP by 11 June 2020. Shareholder may submit your questions in advance to CorporateSecretary@pttep.com or to the facsimile number 0-2537-4500.

For shareholders who wish to join the meeting in person, PTTEP would like to request that shareholders inform the Company in advance. The registration counters will be opened from 10.30 hours onwards. The Chairman has designated related officers who register the meeting attendants to collect the proxy forms on his behalf. For greater convenience of all shareholders and proxy holders, it is recommended that all required documents and evidences as stated in Attachments 1, 5 or 7 be declared at the meeting's registration. The Company recommends that shareholders use Proxy Form B. PTTEP will arrange the meeting with appropriate social distancing as indicated by the related laws. This will limit number of available seats in the meeting room and a health screen process will be conducted. For this matter, there may be a delay in screening and registration for the meeting. PTTEP hereby apologizes for any such inconvenience that may arise.

The Meeting has been organized to be in line with the concepts of sustainable event and circular economy where all materials and resources are to be fully utilized in order to reduce environmental impact. PTTEP minimizes the printing of document by preparing 2019 Annual Report and Sustainable Development Report in QR Code format. However, if shareholders would like to have the hard copies, they may request them using QR Code displayed in Attachment 10. PTTEP will send the reports to you in due course.

Yours sincerely,

Phongsthorn Thavisin

Phongsthorn Thavisin

President and Chief Executive Officer

For more information, please contact Corporate Secretary Division, PTTEP:

- | | |
|--------------------------------|------------------|
| (1) Ms. Pimsuda Sirichot | Tel. 0-2537-4832 |
| (2) Ms. Pornnipa Khanthavichai | Tel. 0-2537-4819 |
| (3) Mrs. Chatraphan Cheevanon | Tel. 0-2537-5310 |
| (4) Ms. Nitcha Namtip | Tel. 0-2537-4611 |



หนังสือเชิญประชุม

Notice of Meeting

บริษัท ปตท.สำรวจและผลิตปิโตรเลียม จำกัด (มหาชน)

PTT EXPLORATION AND PRODUCTION PUBLIC COMPANY LIMITED

สิ่งที่ส่งมาด้วย 1
Attachment 1

เรื่อง การประชุมสามัญผู้ถือหุ้น
Subject Annual General Meeting of Shareholders
เรียน
To

วันที่ 15 พฤษภาคม 2563
Date
สัญชาติ
Nationality

บ้านเลขที่
Address

เลขทะเบียนผู้ถือหลักทรัพย์
Shareholder's Registration No.

สิ่งที่ส่งมาด้วย เอกสารประกอบการประชุม ฯลฯ
Attachment Details of meeting document

โดยผู้ถือหลักทรัพย์จำนวนทั้งสิ้นรวม
Holding the total amount of

หุ้น/หน่วย
shares/units

ข้อมูลบริษัท / หลักทรัพย์
Company / Securities Information

หุ้นสามัญ
Ordinary share

หุ้น/หน่วย
shares/units

หุ้นบริวารสิทธิ
Preferred share

หุ้น/หน่วย
shares/units



โดยมีวาระการประชุมตามแนบท้าย
The meeting agenda is attachment

<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=PTTEP&date=200617>

วันที่ประชุม : วันพุธที่ 17 มิถุนายน 2563 เวลา 14:00 น.
Meeting Date : Wednesday, June 17, 2020 at 14:00 hrs.

สถานที่ประชุม : ห้องประชุม ปตท.สผ. ศูนย์เอนเนอร์ยีคอมเพล็กซ์ อาคารเอ เลขที่ 555/1 ถนนวิภาวดีรังสิต เขตจตุจักร กรุงเทพฯ
Meeting Venue : Meeting room of PTTEP, Energy Complex, Building A, 555/1 Vibhavadi-Rangsit Rd., Chatuchak, Bangkok

ข้าพเจ้า.....เป็น[]ผู้ถือหลักทรัพย์ []หรือผู้รับมอบฉันทะ
I/We am/are shareholder or proxy of a shareholder

ของ บริษัท ปตท.สำรวจและผลิตปิโตรเลียม จำกัด (มหาชน)
of PTT EXPLORATION AND PRODUCTION PUBLIC COMPANY LIMITED

หมายเลขบัตรประจำตัวประชาชน.....ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น
which the identification (ID) number attend the above mentioned meeting.

ลงชื่อ.....ผู้เข้าประชุม
Sign Meeting Attendee

(.....)

(ลงทะเบียน 10.30 น./เปิดให้เข้าห้องประชุม 13.00 น.) โปรดนำแบบลงทะเบียนและหนังสือมอบฉันทะ (กรณีมอบฉันทะ) พร้อมหลักฐานแสดงตนตามสิ่งที่ส่งมาด้วย 5 ของหนังสือเชิญประชุมมาแสดงเพื่อลงทะเบียนในวันประชุม
บริษัทขอสงวนสิทธิ์ไม่รับลงทะเบียนกรณีที่ไม่เอกสารหรือหลักฐานไม่ครบถ้วนหรือไม่ถูกต้องหรือไม่เป็นไปตามเงื่อนไขที่ส่งมาด้วย 5
ท่านสามารถค้นหารายละเอียดระเบียบวาระการประชุม พร้อมความเห็นกรรมการในเรื่องดังกล่าว รวมทั้งสิ่งที่จะเสนอต่อที่ประชุมพร้อมรายละเอียดและเอกสารประกอบการประชุมอื่นๆ ผ่าน QR Code หรือ URL <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=PTTEP&date=200617> หรือ ติดต่อขอรับเอกสารประกอบการประชุมได้ที่บริษัทผู้ออกหลักทรัพย์
เว็บไซต์: www.pttep.com / โทร 025374803 ต่อ - / email : CorporateSecretary@pttep.com
สอบถามข้อมูลเพิ่มเติมได้ที่ SET Contact Center เว็บไซต์ : www.set.or.th/contactcenter / โทร 02 009 9999
(Registration at 10.30 hrs./Meeting room opening 13.00 hrs.) Please bring along Registration Form and the Proxy Form (in case of proxy) together with the evidence of identity for your registration. Details of evidences required by PTTEP are stated in Attachment 5. The Company reserves the rights not to register if the supporting document or evidence is incomplete, or incorrect, or unqualified as stated in Attachment 5.
The details of Meeting document is available online by scanning QR Code on this form or at URL <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=PTTEP&date=200617>
You can also contact the issuer for the annual report
Website : www.pttep.com /Tel. +66 25374803 Ext. - / email : CorporateSecretary@pttep.com
For further information please contact SET Contact Center Website : www.set.or.th/contactcenter /Tel. +662 009 9999

Duties and Responsibilities of PTTEP Sub-Committees

Audit Committee constitutes at least 3, but no more than 5 directors. All members must be independent directors. The present Audit Committee comprises 4 independent directors (as of 15 May 2020).

Duties and Responsibilities

1. To establish the audit committee charter compatible with the Company's scope of work and responsibilities. The charter must be approved by the Board and revised at least once a year.
2. To review the Company's financial reports with the external auditor on a quarterly basis to ensure accuracy, credibility and adequacy.
3. To ensure that the Company's activities are performed in compliance with the securities and exchange laws, SET requirements, other laws related to the business, regulations, procedures, cabinet resolutions, including the Company's rules and regulations.
4. To review connected transactions or transactions with potential conflicts of interest to ensure that these transactions comply with the laws and SET's regulations and that they are reasonable as well as in the best interests of the Company, and review transactions with potential corruption affecting the Company's operations.
5. To review the efficiency and effectiveness of internal control, risk management, and governance processes.
6. To oversee and monitor the internal audit process to ensure that the process is appropriate and efficient as well as ensure independence of the Internal Audit Division in order to enhance internal audit performance.
7. To evaluate Internal Audit Division performance including audit problems and difficulties at least once a fiscal year and report the results and its suggestions for improving the performance to the Board.
8. To consider, select and propose the appointment of an external auditor including removal, and to propose the auditor's remuneration to the Board as well as attend a meeting with the external auditor from the State Audit Office of the Kingdom of Thailand (SAO) or the external auditor endorsed by SAO at least once a year, in the absence of the management, to review audit findings and other issues, and recommend reviews or audit of any items, if necessary.
9. To endorse appointment, transfer, removal, promotion, and performance appraisal of the Head of the Internal Audit Division by seeking comments from the President and Chief Executive Officer. The Audit Committee will appoint an Investigation Committee to investigate the Head of the division in case he or she is suspected of noncompliance with laws, the Company's rules and regulations, and the Good Corporate Governance and Business Ethics of the PTTEP Group.
10. To approve the risk-based internal audit plan.

11. To endorse the budget, division structure and manpower of the Internal Audit Division for the management to propose to the Board.
12. To approve the charter of the Internal Audit Division.
13. To approve the Conflict of Interest Declaration Form when the Head of the Internal Audit Division has to personally conduct audit field work.
14. To endorse the results of audits which were approved in the annual audit plan as well as special audit requests.
15. The Chairman of the Audit Committee or a member must attend the shareholders' meeting to answer questions in regard to the Committee's duties or the appointment of the external auditor.
16. To review the accuracy of self-assessment and related documents in regard to anti-corruption measures in reference to Thailand's Private Sector Collective Action Coalition Against Corruption (CAC).
17. To perform other duties as assigned by the Board upon its consent.
18. To report the Audit Committee's performance on internal audit to the Board at least on a quarterly basis, except for the fourth-quarter report, which is required as an annual report. Such reports must be submitted to the regulating ministry of the Company's parent company and the Ministry of Finance within 90 days from the end of the accounting year for acknowledgment. The committee's annual report must also be disclosed in the Company's annual report.

Corporate Governance Committee constitutes of at least 3 directors. The majority must be independent directors. The present Corporate Governance Committee comprises of 4 directors, 3 of which are independent directors (as of 15 May 2020).

Duties and Responsibilities

1. To establish the Good Corporate Governance and Business Ethics of the PTTEP Group (CG&BE) for the Board's approval and implementation throughout the organization.
2. To ensure that the Company's operation and the functioning of the Board, management, and all personnel comply with the CG&BE.
3. To review the Company's corporate governance policy, business ethics, along with the guidelines and good corporate governance practices, and ensure that they are in line with law, the practice of international and leading companies, the recommendation of leading institutions, and deliberate governance-related shareholder proposals to propose to the Board as well as to respond to the shareholder.
4. To oversee the Company's evaluation of compliance of the CG&BE.
5. To disclose information regarding the Company's good corporate governance to our stakeholders in the annual report.
6. To oversee and provide recommendation on the corporate social responsibility (CSR) activities.
7. To regularly review its own charter to ensure appropriateness and up-to-dateness.
8. To disclose performance of the Corporate Governance Committee in the annual report.
9. To perform other duties relevant to the good corporate governance of the PTTEP Group as assigned by the Board.

Nominating Committee constitutes at least 3 directors of which the majority must be independent directors. The present Nominating Committee comprises 4 directors, 3 of which are independent directors (as of 15 May 2020).

Duties and Responsibilities

1. To select and nominate the name of individuals qualified to be Director or President and Chief Executive Officer or Acting President and Chief Executive Officer when there is a vacancy or in the process of nomination or to replace those whose term have expired for election by the Board of Directors or by the shareholders in consideration with the Board composition, knowledge and capability and their experiences which is useful to PTTEP, the number of company they serve as a director, and their conflict of interest.
2. To consider the President and Chief Executive Officer's succession plan and appropriate executive-level management's development system to ensure candidate list with skills and qualifications in accordance to PTTEP's target growth.
3. To consider Skill Mix qualifications and prepare list of possible nominee directors, President and Chief Executive Officer, or Acting President and Chief Executive Officer in advance and/or when there is vacancy; and to acquire comments or suggestions from PTT to supplement the selection decision before submitting it for consideration to the Board's or the shareholders' meetings, depending on the case.
4. To consider annual Performance Agreement of the Board and President and Chief Executive Officer and propose to the Board for approval; and to set the Performance Evaluation Form of the Chairman, Directors, Sub-committees and President and Chief Executive Officer.
5. To consider and propose qualified Directors to be a member and a chairman of a Sub-committee when there is a vacancy or propose the restructuring of Sub-committee as deem appropriate.
6. To consider organization restructuring to support the Company's growth and changing business environment.
7. To review this charter regularly for its appropriateness and up to date.
8. To disclose the Committee's performance in the Company's annual report.
9. To perform other duties relevant to the selection of directors or Chief Executive Officer as may be assigned by the Board.

Remuneration Committee constitutes at least 3 directors of which the majority must be independent directors. The present Remuneration Committee comprises 3 directors, 2 of which are independent directors (as of 15 May 2020).

Duties and Responsibilities

1. To consider remuneration packages for the Company's Board and Sub-committees under fair and reasonable criteria or principles according to the Company's performance, the industry practice, as well as the scope of duties and responsibilities, and to propose them to the shareholders for approval.
2. To consider the remuneration packages for the President and Chief Executive Officer, and the salary structure of the Company's top executives under fair and reasonable criteria or principles, and to propose them to the Company's Board for approval. For remuneration of the President and Chief Executive Officer, the duties and responsibilities, together with the annual performance, are also taken into consideration.
3. To evaluate Remuneration Committee's performance and report to the Company's Board to be disclosed annually to the shareholders.
4. To review its own charter consistently to ensure appropriateness and up-to-date.
5. To perform other duties as assigned by the Board.

Risk Management Committee Constitutes at least 3 directors and at least one of committee member must be an independent director. The present Risk Management Committee comprises 6 directors, 3 of which are independent directors (as of 15 May 2020).

Duties and Responsibilities

1. To define PTTEP's risk management policy and framework, and provide recommendations on corporate risk management to the Board and Management.
2. To consider risk appetite prior to proposing it to the Board for approval as well as to determine risk metrics and limit and regularly monitor the results.
3. To oversee and support the implementation of risk management to achieve objectives at both corporate and asset/project levels (Enterprise-Wide Risk Management), with a focus on enhancing the level of risk awareness in order to support the decision-making in using appropriate resources and risk responses.
4. To consider the entity's corporate risks in line with the corporate direction of the businesses PTTEP invests in, including E&P, related, and other businesses, as well as to recommend mitigation strategy to manage the risks to keep them within the acceptable levels according to clause (2) and to continuously monitor, assess and improve the mitigation strategy in response to the changing business environment.
5. To support the risk management function in assessing key risk factors and provide advice on other potential risks facing the Company for a continuous and efficient risk management comparable to other leading companies as well as to directly assign tasks related to PTTEP's risk management to the risk management function.
6. To report risk assessment and risk management results to the Board on a regular basis. For any matter with a significant impact on PTTEP, it shall be reported immediately to the Board for consideration.
7. To disclose the Committee's performance in the Company's annual report.
8. To regularly review and update its own charter to ensure its appropriateness.
9. To perform other duties relating to PTTEP's risk management as assigned by the Board.

PTTEP Definition of Independent Director

The Good Corporate Governance of PTTEP has defined the qualification of Independent Director stricter than those defined by the Capital Market Supervisory Board the details of which as in Article 1 the shareholding. The PTTEP Definition of Independent Director is as follows;

1. holding shares not exceeding 0.5 per cent of the total number of shares with voting rights of PTTEP, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director.

2. neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of PTTEP, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of filing an application with the Office. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of PTTEP.

3. not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of PTTEP or its subsidiary company.

4. neither having nor used to have a business relationship with PTTEP, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with PTTEP, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years.

The term ‘business relationship’ under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in PTTEP or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of PTTEP or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.

5. neither being nor used to be an auditor of PTTEP, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of PTTEP, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years.

6. neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from PTTEP, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years.

7. not undertaking any business in the same nature and in competition to the business of PTTEP or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of PTTEP or its subsidiary company;

8. not being a director appointed as representative of directors of PTTEP, major shareholder or shareholder who is related to major shareholder.

9. not having any other characteristics which cause the inability to express independent opinions with regard to PTTEP's business operations.

Hence, definition of each specific words mentioned herein is subjected to the Notification of the Security and Exchange Commission RE: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities.

Information of the Director Nominees to be Elected as PTTEP Directors

1. Mr. Twarath Sutabutr

Director

Age: 51 years



Education:

- Ph.D. Civil & Environmental Engineering, Massachusetts Institute of Technology (MIT), U.S.A.
- M.S. Soil Mechanics, Asian Institute of Technology (AIT)
- B.E. Civil Engineering, Chulalongkorn University

Other Current Positions (as of 15 May 2020):

- **Listed Company:** None
- **Non-Listed Organization (6 Organizations):**
 - Oct 2018 – Present Inspector General, Office of the Permanent Secretary, Ministry of Energy
 - Nov 2019 – Present Executive Committee, Asian Institute of Technology (AIT)
 - Apr 2019 – Present Board of Director, Dhanarak Asset Development Co., Ltd (Under Ministry of Finance)
 - 2019 – Present Vice President, Chulalongkorn University Alumni Association Under the Royal Patronage of His Majesty the King
 - 2017 – Present Director, The Civil Service Sub-Commission, Office of the Civil Service Commission (OCSC)
 - 2017 – Present Sub-committee Member, Public Sector Development Commission Sub-committee on Public Sector Drive 4.0, Office of the Public Sector Development Commission (OPDC)
- **Other Entities that may have Conflicts of Interest with PTTEP:** None

Experiences in the past 5 years:

- 2017 – Dec 2019 Association President, Asian Institute of Technology (AIT)
- 2017 – Nov 2019 Association President, Thai Government Scholarship Students Association, Office of the Civil Service Commission (OCSC)
- 2015 – Oct 2018 Director-General, Energy Policy and Planning Office, Ministry of Energy
- 2014 – Feb 2018 Spokesperson, Ministry of Energy
- Apr – Jul 2015 Director, PTT Plc.
- 2014 – 2015 Chairman, Department of Alternative Energy Development and Efficiency Co-Operative
- 2014 – 2015 Deputy Director General, Ministry of Energy
- 2014 – 2015 Director, Thaioil Plc.

Trainings:

- CERAWEEK 2019, Houston, Texas, U.S.A.
- Executive Program in International Management, Stanford – National University of Singapore
- Ministry Spokesperson Program, Institute of Public Relation, The Government Public Relations Department
- Executive Program on the Rule of Law and Development (ROLD), Thailand Institute of Justice (TIJ)
- The Executive Program in Energy Literacy for a Sustainable Future (Class 10), Thailand Energy Academy
- Capital Market Academy Leadership Program (Class 24), Capital Market Academy
- International Leadership Program (ILP) by Government of the United Kingdom
- Anti-Corruption: Leadership Role of the Board, Thai Institute of Directors Association (IOD)
- e-Government Executive Program (e-GEP) Class 5, Electronics Government Agency (Public Organization)
- Director Certification Program (DCP 115/2009), Thai Institute of Directors Association
- Financial Statements for Directors Program (FSD 4/2009), Thai Institute of Directors Association
- Advance Management Program (AMP) INSEAD, France (Government Officials Development Scholarship, Office of the Civil Service Commission)
- Top Executive Program in Commerce and Trade (TEPCoT) Class 6, University of Thai Chamber of Commerce
- TLCA Executive Development Program (EDP) Class 9, Capital Market Academy
- The Civil Service Executive Program for Senior Civil Servants (Class 61), Office of the Civil Service Commission
- New Wave Leadership Development (Class 3), Office of the Civil Service Commission
- Energy Executive Program (Class 2), Ministry of Energy
- Infrastructure in a Market Economics, Harvard University, Cambridge, U.S.A.

Percentage of PTTEP Shareholding (as of 15 May 2020): None

Family Relationship among Executives: None

Forbidden Qualifications:

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against PTTEP during the year.

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	No
2. Being a professional service provider (i.e. auditor, lawyer)	No
3. Having the significant business relations that may affect the ability to perform independently	Yes*

*Currently being the Inspector General, Office of the Permanent Secretary, Ministry of Energy which is the affiliation Ministry of PTT and PTTEP.

Terms of Directorship at PTTEP:

No. 1	1 October 2015 – 29 March 2017	1 year 6 months
No. 2	29 March 2017 – 17 June 2020	3 years 2 months

Meeting Attendances (Year 2017 - 2019):

Meeting	2019	2018	2017
1. Board of Directors*	18/20 (90%)	14/18 (78%)	13/16 (81%)
2. Shareholder*	1/1 (100%)	1/1 (100%)	1/1 (100%)
3. Risk Management Committee**	13/14 (93%)	10/15 (67%)	10/12 (83%)
4. Non-Executive Directors Committee	2/2 (100%)	1/1 (100%)	2/2 (100%)

* Elected as a Director in the General Shareholder Meeting on 29 March 2017

** Appointed as a member of the Risk Management Committee on 27 April 2017

Visions for managing the company's business and vision related to applying corporate governance principles to the business as a director:

- Vision in managing the Company's business:
 - Emphasize on risk management which may affect PTTEP corporation and its operations in the future, which includes risks from decline in oil price as well as related policies and public demands
 - Put emphasis on Corporate Governance transparency as to be "Corruption-free"
- Vision related to applying good corporate governance principles to the business:
 - Implement the concept of "Open Data" by providing convenient access to disclosable corporate information to related stakeholders such as research and engineering-related data
 - Construct an "Area-Base" network and collaboration among target areas where PTTEP is operating in

2. Mr. Chansin Treenuchagron

Director

Age: 60 years

**Education:**

- Master Degree of Economic, Chulalongkorn University, Thailand
- Bachelor Degree of Economic, Thammasat University, Thailand

Other Current Positions (as of 15 May 2020):

- **Listed Company (1 Company):**
 - Aug 2018 – Present Chairman, IRPC Public Company Limited
- **Non-Listed Organization (1 Organization):**
 - Aug 2019 – Present President, Thammasat Association Under the Royal Patronage of His Majesty the King
- **Other Entities that may have Conflicts of Interest with PTTEP: None**

Experiences in the past 5 years:

- Aug 2018 – May 2020 President and Chief Executive Officer, PTT Public Company Limited
- Aug 2018 – May 2020 Director and Secretary of the Board of Directors, PTT Public Company Limited
- Sep 2018 – May 2020 Member, PTIT Council of Trustees
- Sep 2018 – May 2020 Director and Vice Chairman, Thai Listed Company Association
- Sep 2018 – May 2020 Member of Thailand Foundation Committee, Thailand Foundation
- Sep 2018 – May 2020 Chief Advisor, PTT Saving and Credit Cooperation Limited
- Aug 2018 – May 2020 Member of Committee, Social Participation Committee, Princess Maha Chakri Award Foundation
- Jun 2018 – Mar 2019 Board member, Faculty of Economics, Thammasat University
- Feb 2018 – Mar 2019 Board member, College of Innovation, Thammasat University
- Jan – Aug 2018 Chief Technology and Engineering Officer, PTT Public Company Limited
- 2017 – Aug 2018 Director, Member of the Risk Management Committee and Member of the Nomination and Remuneration Committee, Global Power Synergy Public Company Limited
- 2017 – Aug 2018 Chairman, PTT Digital Solutions Company Limited

- 2015 – Aug 2018 Director and Member of the Risk Management Committee, IRPC Public Company Limited
- Oct – Dec 2017 Chief Operation Officer, Infrastructure and Sustainability Management Business Group, PTT Public Company Limited
- Apr – Dec 2017 Chairman, PTT Asahi Chemical Company Limited
- 2016 – 2017 Senior Executive Vice President, Downstream Business Group Alignment, PTT Public Company Limited
- 2015 – 2017 Chairman, PTT Polymer Marketing Company Limited
- 2015 – 2017 Chairman, PTT Polymer Logistics Company Limited
- Oct – Dec 2015 Senior Executive Vice President, Petrochemicals & Refining Business Unit, PTT Public Company Limited
- Apr – Oct 2015 Director, Thailoil Public Company Limited
- 2014 – 2015 Senior Executive Vice President, Corporate Strategy, PTT Public Company Limited
- 2014 – 2015 Chairman, PTT Green Energy (Thailand) Company Limited

Trainings:

- Energy Literacy for a Sustainable Future (Class 7), Thailand Energy Academy
- Diploma, The National Defence Course (Class 57/2014), National Defence College
- Chartered Director Class (CDC 10/2015), Thai Institute of Directors Association
- Director Accreditation Program (DAP 93/2011), Thai Institute of Directors Association
- Financial Statements for Directors (FSD 12/2011), Thai Institute of Directors Association
- Director Certification Program (DCP 85/2007), Thai Institute of Directors Association

Percentage of PTTEP Shareholding (as of 15 May 2020): 30,000 Shares (0.0008%)

Family Relationship among Executives: None

Forbidden Qualifications:

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against PTTEP during the year.

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	Yes*
2. Being a professional service provider (i.e. auditor, lawyer)	No
3. Having the significant business relations that may affect the ability to perform independently	Yes*

*Aug 2018 – 12 May 2020 was the President and Chief Executive Officer, PTT Public Company Limited, which is the parent company of PTTEP.

Terms of Directorship at PTTEP:

No. 1	1 September 2018 – 17 June 2020	1 year 9 months
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Meeting Attendances (Year 2017 – 2019):

Meeting	2019	2018	2017
1. Board of Directors*	15/20 (75%)	4/5 (80%)	-
2. Shareholder	1/1 (100%)	-	-
3. Non-Executive Directors Committee	2/2 (100%)	-	-

* Elected as a Director on 1 February 2018

Visions for managing the company's business and vision related to applying corporate governance principles to the business as a director:

- **Vision in managing the Company's business:**

PTTEP plays a key role in exploring natural gas which is clean energy for the next 10-20 years, and also conducts a whole value chain of Gas to Power business.

- **Vision related to applying good corporate governance principles to the business:**

Use Environmental, Social, and Governance (ESG) as PTTEP's operational principle by focusing on sustaining all stakeholders with good governance system on social, community and environment.

3. Mr. Phongsthorn Thavisin

Director

Age: 60 years

**Education:**

- B.Sc. (Petroleum and Natural Gas Engineering), The Pennsylvania State University, U.S.A.

Other Current Positions (as of 15 May 2020):

- **Listed Company (1 Company):**
 - Oct 2018 – Present Senior Executive Vice President, PTT Public Company Limited work on a secondment as President and Chief Executive Officer, PTTEP
- **Non-Listed Organization:** None
- **Other Entities that may have Conflicts of Interest with PTTEP:** None

Experiences in the past 5 years:

- Oct – Dec 2018 Chief Executive Officer and Acting President, Exploration and Production, PTTEP
- 2017 – Sep 2018 President, Exploration and Production and Acting Executive Vice President, Business Transformation and Organization Group, PTTEP
- 2016 – 2017 Chief Operating Officer, Production Asset and Operations Support Group and acting Executive Vice President, Operations Support Group, PTTEP
- Jan – Dec 2015 Executive Vice President, Technology and Sustainability Development Group, PTTEP

Trainings:

- CERAWEEK 2019, Houston, Texas, U.S.A.
- Capital Market Academy Leadership Program (Class 27), Capital Market Academy
- Director Certification Program (DCP) 223/2016, Thai Institute of Directors Association
- The Executive Program in Energy Literacy for a Sustainable Future (Class 7), Thailand Energy Academy
- Senior Executive Program (SEP-19), Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Advanced Naval Studies Program (Class 40/2008), Institute of Advanced Naval Studies
- PTT Group EVP Leadership Development Program
- PTT Executive Leadership Program, General Electric, GE, New York, U.S.A.
- Breakthrough Program for Senior Executive, IMD
- The National Defense Course (Class 56) 2013, Thai National Defense College

Percentage of PTTEP Shareholding (as of 15 May 2020): 101,037 Shares (0.0025%)

Family Relationship among Executives: None

Forbidden Qualifications:

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against PTTEP during the year.

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	Yes*
2. Being a professional service provider (i.e. auditor, lawyer)	No
3. Having the significant business relations that may affect the ability to perform independently	Yes*

**Currently being Senior Executive Vice President of PTT Public Company Limited which is the parent company of PTTEP, work on a secondment as the President and Chief Executive Officer of PTTEP*

Terms of Directorship at PTTEP:

No. 1	1 October 2018 – 17 June 2020	1 year 8 months
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Meeting Attendances (Year 2017 - 2019):

Meeting	2019	2018	2017
1. Board of Directors*	20/20 (100%)	3/3 (100%)	-
2. Shareholder	1/1 (100%)	-	-

** Elected as a Director on 1 October 2018*

Visions for managing the company's business and vision related to applying corporate governance principles to the business as a director:

- **Vision in managing the Company's business:**
 - PTTEP strives to become a sustainable E&P company by building a strong foundation of business growth while contributing to society and environment in order to create long-term value for all stakeholders. With our vision of "Energy Partner of Choice", I believe that PTTEP will thrive as a strong and sustainable organization to provide energy security for the country.
 - To capture New Business opportunities, AI & Robotics Venture will be a leading company to support PTTEP's core activities resulting in enhanced operational efficiency and safety, as well as commercially provide services for both E&P and non-E&P industry. We also place a great importance on technology and innovation development as an engine to drive the economic growth of the country.
 - For successful execution and achievement of objectives, it is crucial that PTTEP transforms to become an agile organization, streamline work process, and encourage team-based mindset, as well as apply digital technologies to enhance competitiveness. This is to ensure PTTEP is equipped with full readiness in response to changing environment and challenges.

- **Vision related to applying good corporate governance principles to the business:**

At PTTEP, we are determined to advocate good corporate governance to ensure transparency and accountability throughout the process while gaining trust among all stakeholders to move forward the company on the path of sustainable growth.

4. Mr. Patchara Anuntasilpa

Director

Age: 48 years



Education:

- Master Degree in Business Administration (M.B.A.), Shenandoah University, U.S.A.
- Bachelor Degree in Business Administration, Bangkok University

Other Current Positions (as of 15 May 2020):

- Listed Company: None
- Non-Listed Organization (3 Organizations):
 - Oct 2018 – Present Director-General of The Excise Department
 - Oct 2019 – Present Chairman of the Board of Directors, Government Savings Bank
 - May 2019 – Present Chairman of the Board of the Government Lottery
- Other Entities that may have Conflicts of Interest with PTTEP: None

Experiences in the past 5 years:

- 2018 – Oct 2019 Director, State Railway of Thailand
- 2015 – May 2019 Director, The Government Lottery of Thailand
- 2017 – Sep 2018 Director-General of the Treasury Department
- 2016 – 2017 Deputy Permanent Secretary of the Expense and Debt Cluster, Ministry of Finance
- 2015 – 2016 Fiscal Analyst Advisory Level, the Comptroller General's Department, Ministry of Finance
- Mar – Dec 2015 Deputy Director of the Comptroller General's Department, Ministry of Finance
- 2014 – 2015 Director, Non Budgetary Development Division, the Comptroller General's Department, Ministry of Finance

Trainings:

- Super Series Program: Leadership & Effective Corporate Culture (Class 2), Institute of Research and Development for Public Enterprises (IRDP) in collaboration with Judge Business School, University of Cambridge
- Program for Senior Executive on Justice Administration (Class 23), Judicial Training Institute
- Capital Market Academy Leadership Program (Class 24), Capital Market Academy
- Director Certification Program (DCP) 221/2016, Thai Institute of Directors Association
- Financial Analysis, Haas School of Business, University of California at Berkeley, U.S.A.
- Resource Management for National Defense (Class 7), Office of the Army Comptroller
- Executive Program (Additional Program) (Class 3), Office of the Civil Service Commission (OCSC)
- Foreign Affairs Executive Program (Class 3), Ministry of Foreign Affairs
- Fundamentals of Public Procurement, United Nations Development Programme: UNDP, Denmark
- Executive Program (Class 46), Office of the Civil Service Commission (OCSC)
- WTO Advanced Regional Workshop on Government Procurement for Asia and Pacific Economies, World Trade Organization: WTO, China
- Executive Program for Senior Management in collaboration with Kellogg School of Management, Maxwell School of Citizenship and Public Affairs and Schulich School of Business by Fiscal Policy Research Institute Foundation

Percentage of PTTEP Shareholding (as of 15 May 2020): None

Family Relationship among Executives: None

Forbidden Qualifications:

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against PTTEP during the year.

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	No
2. Being a professional service provider (i.e. auditor, lawyer)	No
3. Having the significant business relations that may affect the ability to perform independently	Yes*

*Currently being a Director-General of The Excise Department, Ministry of Finance which is the major shareholder of PTT, PTT is the parent company of PTTEP.

Terms of Directorship at PTTEP:

No. 1	1 November 2018 – 17 June 2020	1 year 7 months
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Meeting Attendances (Year 2017 - 2019):

Meeting	2019	2018	2017
1. Board of Directors*	19/20 (95%)	2/2 (100%)	-
2. Shareholder	1/1 (100%)	-	-
3. Remuneration Committee*	3/4 (75%)	1/1 (100%)	-
4. Non-Executive Directors Committee	2/2 (100%)	-	-

* Elected as a Director and appointed as a member of the Remuneration Committee on 1 November 2018

Visions for managing the company's business and vision related to applying corporate governance principles to the business as a director:

- **Vision in managing the Company's business:**

During my directorship, I shall govern for the best benefits of PTTEP by achieving the Company's vision and mission, cultivating its core values, as well as retaining PTTEP corporate governance principles as to be evidential among the public.

- **Vision related to applying good corporate governance principles to the business:**

I shall fully leverage my knowledge and expertise of directorship with honesty and accountability. By practicing under PTTEP rules and regulations, which are incorporated with check-and-balance process by independent directors and a transparent internal control system, my directorship shall be without any conflicts of interest and will be aiming toward the best benefits of Company and its shareholders.

5. Mr. Dechapiwat Na Songkhla

Independent Director

Age: 59 years



Education:

- Master of Science (National Development and Project Planning) University of Bradford, United Kingdom
- Bachelor of Science (Mathematics and Economics) University of Surrey, United Kingdom

Other Current Positions (as of 15 May 2020):

- **Listed Company:** None
- **Non-Listed Organization (5 Organizations):**
 - 2017 - Present Director of the Budget Bureau
 - 2017 - Present Committee member by position, The Office of the National Economic and Social Development Council
 - 2017 - Present Committee member by position, Eastern Economic Corridor Policy Committee
 - 2017 - Present Committee member by position, King Prajadhipok's Institute Council
 - 2017 - Present Committee member by position, the Government Pension Fund
- **Other Entities that may have Conflicts of Interest with PTTEP:** None

Experiences in the past 5 years:

- 2015 - 2017 Deputy Director of the Budget Bureau
- 2012 - 2015 Senior Advisor of the Budget Bureau

Trainings:

- The National Defense Course (Class 54) 2011, Thai National Defense College
- Program for Senior Executive on Justice Administration (Class 19), Judicial Training Institute
- High Level Executives Course for Strategic Management of Anti - Corruption (Class 1), Office of the National Anti – Corruption Commission
- Rule of Law for Democracy Course (Class 2), The Constitutional Court of the Kingdom of Thailand

Percentage of PTTEP Shareholding (as of 15 May 2020): None

Family Relationship among Executives: None

Forbidden Qualifications:

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against PTTEP during the year.

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years

(Additional information to consider for Independent Director election)

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	No
2. Being a professional service provider (i.e. auditor, lawyer)	No
3. Having the significant business relations that may affect the ability to perform independently	None

Terms of Directorship at PTTEP:

No. 1	16 January 2019 – 17 June 2020	1 year 5 months
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Independent Director 1st Term : 16 January 2019 – Present (1 years 5 months)

Meeting Attendances (Year 2017 – 2019):

Meeting	2019	2018	2017
1. Board of Directors*	11/19 (58%)	-	-
2. Shareholder	1/1 (100%)	-	-
3. Audit Committee*	9/15 (60%)	-	-
4. Independent Director Committee*	3/4 (75%)		
5. Non-Execiutive Directors Committee	1/2 (50%)	-	-

* Elected as an Independent Director and appointed as a member of the Audit Committee on 16 February 2019

Visions for managing the company's business and vision related to applying corporate governance principles to the business as a director:

- **Vision in managing the Company's business:**

Commit to promote PTTEP to be the Asia's leading E&P company with competitive financial performance over the longer term while leveraging environmental friendly E&P technologies with the following courses:

- **RESET:** Review Company's overall operation by eliminating unnecessary business processes in order to reduce E&P cost while maintaining the quality and E&P total time. Also transform PTTEP to be an agile organization to cope with dynamic global changes and to improve Company's competitive advantage.
- **REFOCUS:** Shift the Company's focus to align with the incremental potential by adjusting the investment expansion guideline toward the related high potential businesses for the sake of sustainable growth.
- **RENEW:** Develop a sound E&P technologies in order to create a solid and sustainable energy foundation.

- **Vision related to applying good corporate governance principles to the business:**

- Principle of Duty Accountability by committing to act on duties with full ability in order to deliver the highest benefit to PTTEP.
- Principle of Decision Making Consequence by prudently considering the end result and potential impacts that may arise in all dimensions.
- Principle of Justice and Integrity by adhering to the full Equality and Justice. Acts with high Morality and Ethics.
- Principle of Transparency by intentionally acts with transparency with all deeds are auditable.
- Principle of Stake Holders Long-Term Value Creation by establishing a management guideline that enhances PTTEP ability to create a continuous and sustainable added values.
- Principle of Operational Excellence by leveraging operational best practices and guidelines according to international standard that fit to Company's mission.

Document and Evidence Required for Meeting Attendance and Proxy Granting

Registration to attend 2020 Annual General Meeting of Shareholders of PTT Exploration and Production Public Company Limited will be made by Barcode system. For your convenience, **kindly bring the QR code Registration Form (Attachment 1) along. The Company reserves the right of not to allow Shareholder or proxy holder who do not have sufficient document and evidence to prove their right as Shareholder or proxy holder, whether the case may be.**

1. Shareholders attend the Meeting

1.1 Natural Person

- (1) QR code registration form (Attachment 1), which is signed by Shareholders.
- (2) Present valid official document with photograph of Shareholders issued by the government, e.g. the identification card, government identification card, driver license or passport.

1.2 Juristic Person (The Shareholder Representative (Authorized Director) Attends the Meeting)

- (1) QR code registration form (Attachment 1), which is signed by the Shareholder Representative.
- (2) Copy of the Affidavit or Certificate of Incorporation of the Juristic Shareholder (no greater than 6 months old) certified true copy by the Juristic Person's representative (Authorized Director), which shows that the representative attending Shareholder Meeting has power to act on behalf of Juristic Person Shareholder.
- (3) Documents as specified in item 1.1 (2) of representative of Juristic Person Shareholder (Authorized Director).

2. Proxy

- Shareholders shall use only one type of Proxy Form (the Company disseminated only Proxy Form B that already had a barcode printed for every shareholder, while shareholders can also download Proxy Form A or Form C at www.pttep.com).
- Thai shareholders can use either Proxy Form A or Form B only. (The Company recommends that Shareholders use Proxy Form B and pre-cast the votes for each agenda item.)
- Only Foreign Shareholders who have custodians in Thailand can use Proxy Form C.
- Affix the 20 Baht stamp duty and specify the date of Proxy Form across such duty stamp for correctness and legal binding. For convenience, the Company will facilitate in affixing the duty stamp for every Proxy Form registering to attend the Meeting.

2.1 In case Proxy Grantor is Natural Person

- (1) QR code registration form (Attachment 1) signed by the Proxy Holder.
- (2) Proxy Form (Attachment 7) clearly filled in and signed by the Proxy Grantor and the Proxy Holder.
- (3) Copy of duly certified document as in 1.1 (2) of the Shareholders.
- (4) Document as in 1.1 (2) of the Proxy Holder.

2.2 In case Proxy Grantor is Juristic Person

- (1) QR code registration form (Attachment 1) signed by the Proxy Holder.
- (2) Proxy Form (Attachment 7) clearly filled in and signed by the Shareholder Representative (Authorized Director) as the Proxy Grantor and the Proxy Holder.
- (3) Copy of the Shareholders affidavit or Certificate of Incorporation (no greater than 6 months old), which is certified true copy by the Shareholder Representative (Authorized Director) showing that the Shareholder Representative has power to act on behalf of the Juristic Person, who is the Shareholder.
- (4) Copy of duly certified document as in 1.1 (2) of the Shareholder Representative (Authorized Director) as the Proxy Grantor.
- (5) Document as in 1.1 (2) of the Proxy Holder.

2.3 In case Proxy Grantor is Foreign Investor who appointed Custodian in Thailand to act on their behalf

- (1) QR code registration form (Attachment 1) signed by the Proxy Holder.
 - (2) Proxy Form (Attachment 7) which completely filled with all requested information and signed by both Proxy Grantor and Proxy Holder.
 - (3) Copy of the documents as specified in 2.2 (3) - (4) or 1.1 (2), whether the case may be, of Shareholder who is a Foreign Investor, and certified copy of Power of Attorney (POA) of Foreign Investors authorizing Custodian to sign the Proxy Form on their behalf.
 - (4) Copy of Certifying letter or copy of Custodian's business license which authorizes Custodian to engage in custodian business, and certified true of copy of POA of the Custodian authorizing the juristic person representative (authorized director) or the authorized management or employees of the Custodian to grant proxy by Proxy Grantor.
 - (5) Certified documents as specified in 1.1 (2) of Proxy Grantor.
 - (6) Documents as 1.1 (2) of Proxy Holder.
- In case of sub-attorney, all complete copies of POA(s) having power to appoint the sub-attorney, including documents as specified in 1.1 (2) of empowering person, which are duly certified are required.
 - In case the original documents are not in English, the English translation shall be required and certified by the shareholders or the juristic person representative (authorized director) or the authorized management or employees of the Custodian.
 - In case any documents are produced or executed outside Thailand, such documents should be notarized by a notary public.
3. If a shareholder prefers to appoint PTTEP's Independent Director to be the Proxy Holder, please appoint:
- Admiral Tanarat Ubol Vice Chairman of the Independent Directors Committee, Chairman of the Corporate Governance Committee and Member of the Remuneration Committee
 - Mrs. Angkarat Priebjrivat Independent Director, Member of the Audit Committee and Member of the Corporate Governance Committee
 - Ms. Penchun Jarikasem Independent Director, Member of the Audit Committee and Member of the Risk Management Committee

As to avoid having special conflict of interests to the agenda item 6: "To approve the board of directors' and the sub-committees' remuneration", directors who are granted proxies shall only vote "abstain" in the agenda unless the shareholders clearly define their votes in Proxy B or C.

4. In case Shareholders deceased, the administrator of the deceased's estate attending the Meeting in person or in absentia. The aforementioned persons shall certify and submit a copy of court order with regards to an appointment of administrator of the deceased's estate as additional evidence.
5. In case Shareholders are minors, their father, mother or guardians attending the meeting in person or in absentia. The aforementioned persons shall certify and submit a copy of court order with regards to an appointment of guardian (if any), a copy of house registration of their minors certified true copy by father, mother or guardian (whether the case may be) as additional evidence.
6. In case Shareholders are incompetent persons or quasi-incompetent persons, the guardian or curator attending the meeting in person or in absentia. The aforementioned persons shall certify and submit a copy of court order with regards to an appointment of guardian or curator as additional evidence.
7. For your convenience, please deliver the proxy form together with all related documents to PTTEP **by 11 June 2020**.
8. In case there are any changes of title/name/surname, the owner shall present the certified evidence to verify that change.
9. Shareholders are not allowed to allocate shares to several Proxies in order to vote at the meeting. The shareholders shall authorize only one Proxy to cast the votes by all the shares held by such Shareholders. Authorization of less than the total number of shares is prohibited, except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.



PROXY Form A.

Duty Stamp
20 ฿

1. I/We

Written at _____

Date ____ Month _____ Year ____

Address _____

Nationality _____

Shareholders' Registration No.

2. Being a shareholder of PTT Exploration and Production Public Company Limited.

Holding the total amount of _____ shares

 ordinary share _____ shares

3. Hereby appoint (May grant proxy to PTTEP Independent Director as listed below, of which details as in Attachment 8)

 (1) Admiral Tanarat Ubol Age 65 Years Address: PTT Exploration and Production Public Company Limited
34th Floor, 555/1 Vibhavadee Rangsit Road

Chatuchak District, Bangkok 10900 or

 (2) Mrs. Angkarat Priebrivat Age 65 Years Address: PTT Exploration and Production Public Company Limited
34th Floor, 555/1 Vibhavadee Rangsit Road

Chatuchak District, Bangkok 10900 or

 (3) Ms. Penchun Jarikasem Age 65 Years Address: PTT Exploration and Production Public Company Limited
34th Floor, 555/1 Vibhavadee Rangsit Road

Chatuchak District, Bangkok 10900 or

 (4) Mr. / Mrs. / Miss _____ Age _____ Years

Address _____ Road _____ Sub-District _____

District _____ Province _____ Zip Code _____ or

 (5) Mr. / Mrs. / Miss _____ Age _____ Years

Address _____ Road _____ Sub-District _____

District _____ Province _____ Zip Code _____ or

 (6) Mr. / Mrs. / Miss _____ Age _____ Years

Address _____ Road _____ Sub-District _____

District _____ Province _____ Zip Code _____

Anyone of the above as my/our proxy holder to attend and vote at the 2020 Annual General Shareholders' Meeting to be held on Wednesday 17 June 2020 at 14.00 hours at the meeting room of PTT Exploration and Production Public Company Limited, The Energy Complex, Building A, 555/1 Vibhavadi-Rangsit Road, Chatuchak, Bangkok 10900 or on the date and at the place as may be postponed or changed.

I/We shall be fully liable for any action taken by the proxy holder at the meeting.

Signature _____ Proxy Grantor

Signature _____ Proxy Holder

Signature _____ Proxy Holder

Signature _____ Proxy Holder

Remark

1. A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. A Shareholder shall grant proxy of the total shares holding and cannot grant partial shares.



PROXY Form B.

Duty Stamp
20 ฿

Written at _____

Date ____ Month _____ Year ____

1. I/We

Address

Shareholders' Registration No.

Nationality

2. Being a shareholder of PTT Exploration and Production Public Company Limited.

Holding the total amount of _____ shares

 ordinary share _____ shares

3. Hereby appoint (May grant proxy to PTTEP Independent Director as listed below, of which details as in Attachment 8)

 (1) Admiral Tanarat Ubol Age 65 Years Address: PTT Exploration and Production Public Company Limited
34th Floor, 555/1 Vibhavadee Rangsit Road
Chatuchak District, Bangkok 10900 or

 (2) Mrs. Angkarat Priebjivat Age 65 Years Address: PTT Exploration and Production Public Company Limited
34th Floor, 555/1 Vibhavadee Rangsit Road
Chatuchak District, Bangkok 10900 or

 (3) Ms. Penchun Jarikasem Age 65 Years Address: PTT Exploration and Production Public Company Limited
34th Floor, 555/1 Vibhavadee Rangsit Road
Chatuchak District, Bangkok 10900 or

 (4) Mr. / Mrs. / Miss _____ Age _____ Years
Address _____ Road _____ Sub-District _____
District _____ Province _____ Zip Code _____ or

 (5) Mr. / Mrs. / Miss _____ Age _____ Years
Address _____ Road _____ Sub-District _____
District _____ Province _____ Zip Code _____ or

 (6) Mr. / Mrs. / Miss _____ Age _____ Years
Address _____ Road _____ Sub-District _____
District _____ Province _____ Zip Code _____

Anyone of the above as my/our proxy holder to attend and vote at the 2020 Annual General Shareholders' Meeting to be held on Wednesday 17 June 2020 at 14.00 hours at the meeting room of PTT Exploration and Production Public Company Limited, The Energy Complex, Building A, 555/1 Vibhavadi-Rangsit Road, Chatuchak, Bangkok 10900 or on the date and at the place as may be postponed or changed.

4. I/We therefore would like to vote as follows for each agenda item as follows:

Agenda Item 1: To acknowledge the 2019 Performance Results and 2020 Work Plan of the Company.

(This agenda item is for acknowledgement, therefore there is no vote casting.)

Agenda Item 2: To approve the financial statements for the year ended December 31, 2019

 (1) The proxy holder shall vote independently as to his/her consideration. (2) The proxy holder shall vote according to the shareholder's requirement as follows. For Against Abstain

Agenda Item 3: To approve no additional dividend payment for 2019 year of operations and acknowledge the 2019 Interim Payments

 (1) The proxy holder shall vote independently as to his/her consideration. (2) The proxy holder shall vote according to the shareholder's requirement as follows. For Against Abstain

Agenda Item 4: To appoint the auditor and consider the auditor's fees for year 2020.

- (1) The proxy holder shall vote independently as to his/her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows.
- For Against Abstain

Agenda Item 5: To approve the Amendment of the Articles of Association.

- (1) The proxy holder shall vote independently as to his/her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows.
- For Against Abstain

Agenda Item 6: To approve the Board of Directors' and the sub-committees' remuneration.

- (1) The proxy holder shall vote independently as to his/her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows.
- For Against Abstain

Agenda Item 7: To approve the appointment of new directors in replacement of those who are due to retire by rotation.

- (1) The proxy holder shall vote independently as to his/her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows.
- Appoint all the nominated candidates as a whole
- For Against Abstain

Appoint an individual candidate

- | | | | | | |
|-----|----------------|----------------------------|------------------------------|----------------------------------|----------------------------------|
| 7.1 | Candidate Name | Mr. Twarath Sutabutr | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |
| 7.2 | Candidate Name | Mr. Chansin Treenuchagron | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |
| 7.3 | Candidate Name | Mr. Phongsthorn Thavisin | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |
| 7.4 | Candidate Name | Mr. Patchara Anuntasilpa | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |
| 7.5 | Candidate Name | Mr. Dechapiwat Na Songkhla | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |

5. Voting of proxy holder in any agenda item that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.
6. In case I/we have not declared a voting intention in any agenda item or my/ our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda items specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

I/We shall be fully liable for any action taken by the proxy holder at the meeting except for vote of the proxy holder which is not in accordance with this Proxy Form.

Signature _____ Proxy Grantor

Signature _____ Proxy Holder

Signature _____ Proxy Holder

Signature _____ Proxy Holder

Remark

1. A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. In agenda item regarding the election of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual candidate.
3. In case there is any further agenda item apart from specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form B.

Attachment to Proxy Form B.

The Proxy of the shareholder of PTT Exploration and Production Public Company Limited.

In the Meeting of the 2020 Annual General Shareholders' Meeting to be held on Wednesday 17 June 2020 at 14.00 hours at the meeting room of PTT Exploration and Production Public Company Limited, The Energy Complex, Building A, 555/1 Vibhavadi-Rangsit Road, Chatuchak, Bangkok 10900 or on the date and at the place as may be postponed or changed.

Agenda Item: _____ Subject: _____

For

Against

Abstain

Agenda Item: _____ Subject: _____

For

Against

Abstain

Agenda Item: _____ Subject: To approve the appointment of new directors in replacement of those who are due to retire by rotation. (continued)

Candidate Name _____

For

Against

Abstain

Candidate Name _____

For

Against

Abstain

Candidate Name _____

For

Against

Abstain

Candidate Name _____

For

Against

Abstain

Candidate Name _____

For

Against

Abstain



PROXY Form C.
(For foreign shareholders who have custodians in Thailand only.)

Duty Stamp
20 ฿

Written at _____

Date ____ Month _____ Year ____

1. I/We

Address

Shareholders' Registration No.

Nationality

2. Being a shareholder of PTT Exploration and Production Public Company Limited.

Holding the total amount of _____ shares and the voting right equals to _____ votes as follows
 ordinary share _____ shares equal to voting right _____ votes

3. Hereby appoint (May grant proxy to PTTEP Independent Director as listed below, of which details as in Attachment 8)

- (1) Admiral Tanarat Ubol Age 65 Years Address: PTT Exploration and Production Public Company Limited
34th Floor, 555/1 Vibhavadee Rangsit Road
Chatuchak District, Bangkok 10900 or
- (2) Mrs. Angkarat Priebrivat Age 65 Years Address: PTT Exploration and Production Public Company Limited
34th Floor, 555/1 Vibhavadee Rangsit Road
Chatuchak District, Bangkok 10900 or
- (3) Ms. Penchun Jarikasem Age 65 Years Address: PTT Exploration and Production Public Company Limited
34th Floor, 555/1 Vibhavadee Rangsit Road
Chatuchak District, Bangkok 10900 or
- (4) Mr. / Mrs. / Miss _____ Age _____ Years
Address _____ Road _____ Sub-District _____
District _____ Province _____ Zip Code _____ or
- (5) Mr. / Mrs. / Miss _____ Age _____ Years
Address _____ Road _____ Sub-District _____
District _____ Province _____ Zip Code _____ or
- (6) Mr. / Mrs. / Miss _____ Age _____ Years
Address _____ Road _____ Sub-District _____
District _____ Province _____ Zip Code _____

Anyone of the above as my/our proxy holder to attend and vote at the 2020 Annual General Shareholders' Meeting to be held on Wednesday 17 June 2020 at 14.00 hours at the meeting room of PTT Exploration and Production Public Company Limited, The Energy Complex, Building A, 555/1 Vibhavadi-Rangsit Road, Chatuchak, Bangkok 10900 or on the date and at the place as may be postponed or changed.

4. I/We would like to grant proxy holder to attend and vote in the Meeting as follows:

- Grant proxy the total amount of shares holding and entitled to vote.
 Grant partial shares of Ordinary share _____ shares, entitled to voting right _____ votes

5. I/We therefore would like to vote as follows for each agenda item as follows:

Agenda Item 1: To acknowledge the 2019 performance results and 2020 work plan of the Company.

(This agenda item is for acknowledgement, therefore there is no vote casting.)

Agenda Item 2: To approve the financial statements for the year ended December 31, 2019

- (1) The proxy holder shall vote independently as to his/her consideration.
 (2) The proxy holder shall vote according to the shareholder's requirement as follows.
 For _____ Votes Against _____ Votes Abstain _____ Votes

Agenda Item 3: To approve no additional dividend payment for 2019 year of operations and acknowledge the 2019 Interim Payments

- (1) The proxy holder shall vote independently as to his/her consideration.
 (2) The proxy holder shall vote according to the shareholder's requirement as follows.
 For _____ Votes Against _____ Votes Abstain _____ Votes

Agenda Item 4: To appoint the auditor and consider the auditor's fees for year 2020.

- (1) The proxy holder shall vote independently as to his/her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows.
- For _____ Votes Against _____ Votes Abstain _____ Votes

Agenda Item 5: To approve the amendment of the Articles of Association.

- (1) The proxy holder shall vote independently as to his/her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows.
- For _____ Votes Against _____ Votes Abstain _____ Votes

Agenda Item 6: To approve the Board of Directors' and the sub-committees' remuneration.

- (1) The proxy holder shall vote independently as to his/her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows.
- For _____ Votes Against _____ Votes Abstain _____ Votes

Agenda Item 7: To approve the appointment of new directors in replacement of those who are due to retire by rotation.

- (1) The proxy holder shall vote independently as to his/her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows.
- Appoint all the nominated candidates as a whole
- For _____ Votes Against _____ Votes Abstain _____ Votes
- Appoint an individual candidate

- 7.1 Candidate Name Mr. Twarath Sutabutr
 For _____ Against _____ Abstain _____
- 7.2 Candidate Name Mr. Chansin Treenuchagron
 For _____ Against _____ Abstain _____
- 7.3 Candidate Name Mr. Phongsthorn Thavisin
 For _____ Against _____ Abstain _____
- 7.4 Candidate Name Mr. Patchara Anuntasilpa
 For _____ Against _____ Abstain _____
- 7.5 Candidate Name Mr. Dechapiwat Na Songkhla
 For _____ Against _____ Abstain _____

6. Voting of proxy holder in any agenda item that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.
7. In case I have not declared a voting intention in any agenda item or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda items specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

I/We shall be fully liable for any action taken by the proxy holder at the meeting except for vote of the proxy holder which is not in accordance with this Proxy Form.

Signature _____ Proxy Grantor

Signature _____ Proxy Holder

Signature _____ Proxy Holder

Signature _____ Proxy Holder

Remark

- Only foreign shareholders as registered in the registration book who have appointed a custodian in Thailand can use the Proxy Form C.
- Evidences to be enclosed with the proxy form are:
 - Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
 - Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
- A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
- In agenda item regarding the election of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual candidate.
- In case there is any further agenda item apart from specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form C.

Attachment to Proxy Form C.

The Proxy of the shareholder of PTT Exploration and Production Public Company Limited.

In the Meeting of the 2020 Annual General Shareholders' Meeting to be held on Wednesday 17 June 2020 at 14.00 hours at the meeting room of PTT Exploration and Production Public Company Limited, The Energy Complex, Building A, 555/1 Vibhavadi-Rangsit Road, Chatuchak, Bangkok 10900 or on the date and at the place as may be postponed or changed.

Agenda Item: _____ Subject: _____

- (1) The proxy holder shall vote independently as to his/her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows.
- For _____ Votes Against _____ Votes Abstain _____ Votes

Agenda Item: _____ Subject: _____

- (1) The proxy holder shall vote independently as to his/her consideration.
- (2) The proxy holder shall vote according to the shareholder's requirement as follows.
- For _____ Votes Against _____ Votes Abstain _____ Votes

Agenda Item: _____ Subject: To approve the appointment of new directors in replacement of those who are due to retire by rotation.

(continued)

Candidate Name _____

For _____ Votes Against _____ Votes Abstain _____ Votes

Candidate Name _____

For _____ Votes Against _____ Votes Abstain _____ Votes

Candidate Name _____

For _____ Votes Against _____ Votes Abstain _____ Votes

Candidate Name _____

For _____ Votes Against _____ Votes Abstain _____ Votes

Candidate Name _____

For _____ Votes Against _____ Votes Abstain _____ Votes

รายชื่อและรายละเอียดเกี่ยวกับกรรมการอิสระเพื่อประกอบการมอบฉันทะของผู้ถือหุ้น
Name List and Details of PTTEP Independent Directors to be used with Proxy of Shareholders

1. พลเรือเอก ธนะรัตน์ อุบล

(รองประธานกรรมการอิสระ ประธานกรรมการบรรษัทภิบาล และกรรมการกำหนดค่าตอบแทน)

อายุ 65 ปี ที่อยู่: บริษัท ปตท.สำรวจและผลิตปิโตรเลียม จำกัด (มหาชน) เลขที่ 555/1 ชั้น 34 ถนนวิภาวดีรังสิต เขตจตุจักร กรุงเทพฯ 10900

Admiral Tanarat Ubol

(Vice Chairman of the Independent Directors Committee, Chairman of the Corporate Governance Committee and Member of the Remuneration Committee)

Age 65, Address: PTT Exploration and Production Public Company Limited 555/1, 34th Floor, Vibhavadi Rangsit Road, Chatuchak District, Bangkok 10900

2. นางอังครัตน์ เปรียบจริยวัฒน์

(กรรมการอิสระ กรรมการตรวจสอบ และกรรมการบรรษัทภิบาล)

อายุ 65 ปี ที่อยู่: บริษัท ปตท.สำรวจและผลิตปิโตรเลียม จำกัด (มหาชน) เลขที่ 555/1 ชั้น 34 ถนนวิภาวดีรังสิต เขตจตุจักร กรุงเทพฯ 10900

Mrs. Angkarat Priebjrivat

(Independent Director, Member of the Audit Committee and Member of the Corporate Governance Committee)

Age 65, Address: PTT Exploration and Production Public Company Limited 555/1, 34th Floor, Vibhavadi Rangsit Road, Chatuchak District, Bangkok 10900

3. นางสาวเพ็ญจันทร์ จริเกษม

(กรรมการอิสระ กรรมการตรวจสอบ และกรรมการบริหารความเสี่ยง)

อายุ 65 ปี ที่อยู่: บริษัท ปตท.สำรวจและผลิตปิโตรเลียม จำกัด (มหาชน) เลขที่ 555/1 ชั้น 34 ถนนวิภาวดีรังสิต เขตจตุจักร กรุงเทพฯ 10900

Ms. Penchun Jarikasem

(Independent Director, Member of the Audit Committee and Member of the Risk Management Committee)

Age 65, Address: PTT Exploration and Production Public Company Limited 555/1, 34th Floor, Vibhavadi Rangsit Road, Chatuchak District, Bangkok 10900

กรรมการอิสระทั้ง 3 คน ข้างต้น ไม่มีส่วนได้เสียพิเศษในทุกระเบียบวาระการประชุม ยกเว้นระเบียบวาระที่ 6 พิจารณาค่าตอบแทนสำหรับคณะกรรมการและคณะกรรมการเฉพาะเรื่อง ซึ่งถือว่ามีส่วนได้เสียพิเศษ ดังนั้น กรรมการอิสระที่ได้รับมอบฉันทะจะไม่ออกเสียงลงคะแนนในระเบียบวาระดังกล่าว (เว้นแต่กรณีผู้ถือหุ้นระบุให้กรรมการอิสระออกเสียงลงคะแนนแทนอย่างชัดเจนโดยใช้หนังสือมอบฉันทะแบบ ข. หรือ ค.)

All 3 above mentioned independent directors are considered to have no special conflicts of interests in all agendas except the agenda item 6: "To approve the Board of Directors' and the sub-committees' remuneration", therefore, those independent directors who are granted proxies shall refrain from voting in such agenda item (unless shareholders clearly define their votes in the proxy B or C.)

PTTEP Articles of Association, the Public Limited Company Act and the Securities and Exchange Act Concerning the Shareholders' Meeting and Vote Casting

Issues prescribed in the Company's Articles of Association and the Public Limited Company Act (the "PLCA")

- **Closing of Share Registration Book:**

Article 7 During the period of twenty-one days prior to the date of each shareholder meeting, the Company may suspend registration of share transfers by making an announcement to the shareholders in advance at its head office and branch office (if any) for the period of not less than fourteen days before the date of beginning of suspension of registration of share transfers. (Please refer to Section 60 of the PLCA)

- **Calling of the Shareholders Meeting:**

Article 21 The Board shall arrange for an Annual Ordinary Meeting of Shareholders to be held within four months after the end of the fiscal year of the Company.

All other meetings are called "Extraordinary Meeting". The Board of Directors may summon an Extraordinary Meeting whenever they think fit or one or more shareholders holding shares amounting to not less than ten percent of the total number of shares sold may subscribe their names to a notice requesting the Board of Directors to convene an Extraordinary Meeting of shareholders at any time; provided that they shall also specify clearly the reasons for such request in the notice. In such case, the Board of Directors must arrange for a meeting of shareholders within forty five days from the date of receipt of the notice.

In the case where the Board of the Directors fails to arrange a meeting within the period as in paragraph two, the shareholders who subscribed their names or other shareholders holding shares amounting to the share amount required herein are entitled to hold the meeting within forty five days of the lapse of the due date in paragraph two. In such case, the meeting shall be considered as a meeting called by the Board of Directors where the company must be accountable for any essential expenses incurred from the meeting and facilitate the meeting as appropriate.

In case that the shareholders' meeting called in accordance with paragraph three is not met by meeting quorum requirements in this Articles of Association, the shareholders who called for the meeting shall cover the expenses of that meeting themselves.

(Please refer to Section 98, Section 99, and Section 100 of the PLCA)

Article 22 The Board of Directors shall summon a shareholders' meeting by sending a notice to the shareholders not less than seven days before the date of the meeting. The notice shall specify the place, date, time and agenda of the meeting and the subject matter to be submitted to the meeting together with appropriate details. Such notice shall be published in a newspaper for the period of not less than three consecutive days before the date of the meeting. (Please refer to Section 6, Section 29, and Section 101 of the PLCA)

- **The quorum:**

Article 23 The quorum of a shareholders meeting shall be either not less than twenty-five shareholders present and proxies (if any) or not less than half of the total number of shareholders, who hold shares amounting to not less than one-third of the total number of shares sold. (Please refer to Section 103 Paragraph 1 of the PLCA)

The Chairman of the Board shall, by the position, be the Chairman of the shareholders meetings. If the Chairman is absent or is unable to perform his duties the Vice-Chairman shall take the chair, if the Vice-Chairman is absent or there is one but he is unable to perform his duties, the shareholders shall elect one among themselves as the Chairman of the meeting. (Please refer to Section 104 of the PLCA)

If after one hour from the time fixed for any general meeting of shareholders, the number of shareholders present does not constitute a quorum as specified, such meeting shall be cancelled provided such general meeting was requested by the shareholders. However, if such shareholders meeting was not requested by the shareholders the meeting shall be called again and notice for a new meeting shall be sent to shareholders not less than seven days prior to the meeting. In the new meeting, no quorum shall be required. (Please refer to Section 103 Paragraph 2 of the PLCA)

- **Voting:**

Article 24 In casting votes, each shareholder shall have votes equal to the number of shares held by him. The resolution of the shareholders meeting shall comprise of the following votes:

(1) All ordinary resolution shall require a simple 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. (Please refer to Section 107 (1) of the PLCA)

(In this meeting, it is related to the Agenda Items 2 – 4 and 7)

(2) The resolutions to amend the Articles of Association shall require not less than three-fourth of the total number of votes cast by the shareholders present and entitled to vote. (Please refer to Section 31 of the PLCA)

(In this meeting, it is related to the Agenda Item 5)

(3) The resolutions to fix the director's remuneration shall require not less than two-third of the total number of votes cast by the shareholders present and entitled to vote. (Please refer to Section 90 of the PLCA)

(In this meeting, it is related to the Agenda Item 6)

Articles 10 The directors shall be elected at the shareholders meeting in accordance with the following rules and methods:

(1) Each shareholder shall have votes equal to the number of shares held by him;

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

- 3 -/ (3) The person who received ...

(3) The person who received highest votes in their respective order of the votes shall be elected as directors at the number of directors that the Company may have or that are to be elected at such meeting. In the event of equal votes among the persons elected in order of respective high numbers of votes, which number exceeds the number of directors that the Company may have or that are to be elected at such meeting, the Chairman of that meeting shall have a casting vote.

(Please refer to Section 70 of the PLCA)

- **Granting Proxy:**

Article 25 Proxy to attend the shareholders' meeting must be granted to one person only.

In case of a foreign shareholder who appoints a custodian in Thailand to be responsible for and looking after his/her shares, the shareholder can authorize a custodian to sign the proxy form on his/her behalf. (Please refer to Section 34 and Section 102 of the PLCA)

Issues prescribed in the Public Limited Company Act

- **Section 53.** A share is indivisible.

If two persons and more jointly subscribe for or hold one share or more, those persons must be jointly liable for remittance of payment for the share or shares and the amount in excess of the share value, and must appoint one among them as the person to exercise rights in the capacity as the share subscriber or shareholders, as the case may be.

- **Section 105.** The chairman of the meeting of shareholders has duties to conduct the meeting to be in accordance with the relevant articles prescribed in the Articles of Association of the Company and to conduct the meeting agenda in accordance with the respective order as set out in the notice of meeting, unless the meeting resolves to change the agenda order with votes of not less than two-third of the number of shareholders present.

Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider other matters in addition to those specified in the notice of meeting.

In the case where the meeting has not concluded the consideration of matters accordance with the agenda order under paragraph one, or the matters requested by shareholders under paragraph two, as the case may be, and it is necessary to adjourn the meeting, the meeting shall fix a place, date, and time for the next meeting and the Board of Directors shall send a notice of meeting specifying the place, date, and time and agenda of the meeting to the shareholders not less than seven days in advance of the date of the next meeting. Besides, the notice of meeting shall also be announced in a newspaper for the period of not less than three days prior to the date of the meeting.

- **Section 108.** In any meeting of shareholders, if the meeting was convened or a resolution was passed not in compliance with or in violation of the Articles of Association of the company or the provisions of this Act, shareholders of not less than five persons or shareholders holding shares amounting to not less than one-fifth of the total number of shares sold may request the court to order revocation of such resolution of the meeting, but the request must be made within one month from the date on which the resolution was passed by the meeting.

In the case where the court orders revocation of the resolution passed by the meeting of shareholders under paragraph one, the company shall notify the shareholders thereof within one month from date the judgment becomes final and conclusive.

- **Section 112.** The Board of Directors shall prepare the balance sheet and profit and loss account of the date ending the accounting period of the Company to be put forth to the Annual Ordinary Meeting of Shareholders for consideration to approve.

For the balance sheet and the profit and loss account to be prepared under paragraph one or to be prepared during the course of the accounting year of the Company to be submitted to the meeting of shareholders for consideration to approve, the board of directors shall have them prepared and audited by the auditor before submission to the meeting of shareholders.

- **Section 115.** No dividend shall be paid out of funds other than profit. In the case where the company still sustains an accumulated loss, no dividend shall be paid.

Dividend shall be distributed according to number of shares in equal amount for each share, unless the Articles of Association otherwise provide in respect of preference shares. Dividend payout must be duly approved by the meeting of shareholders.

If the Articles of Association of the company permit, the Board of Directors may pay interim dividend to the shareholders from time to time when they see that the Company has sufficient profit to do so and, after the dividend has been paid, they shall report such interim dividend payout to the next meeting of shareholders for information.

Payment of dividend shall be made within one month from the date of resolution of the meeting of shareholders or of the resolution of the board of directors, as the case may be. A notice of interim dividend payout thereof shall be sent to the shareholders and also be published in a newspaper.

- **Section 120.** The Annual Ordinary Meeting of Shareholders shall appoint an auditor and determine the remuneration of the auditor of the Company every year. The former auditor may be re-appointed.

- **Section 121.** The auditor shall not be a director, staff, employee, or person holding any position in the Company.

- **Section 125.** The auditor has the right to give written explanations to the meeting of shareholders and has duty to attend the meeting of shareholders at which the balance sheet, the profit and loss account, and the problems pertaining to accounting of the Company are considered in order to make clarifications in respect of audit to the shareholders, and the Company shall send to the auditor all reports and documents receivable by the shareholders in such meeting of shareholders.

- **Section 127.** The Company shall send the annual report together with copies of the balance sheet and the profit and loss account duly examined and approved by the meeting of shareholders and a copy of the minutes of meeting of shareholders only in the part concerning approval of the balance sheet, profit and loss account, and distribution of dividend, duly certified correct by the authorized signature, to the registrar. The Company shall also publish the balance sheet for public information in a newspaper for a period of at least one day within one month from the date of approval of the meeting of shareholders.

- **Section 218.** Any person who participated in the statutory meeting or meeting of shareholders and voted or abstained by falsely showing himself as a share subscriber, shareholder, or person authorized to vote on behalf of share subscribers or shareholders shall be liable to a fine not exceeding twenty thousand Baht.

Any person who aided the commission of offense pursuant to paragraph one by delivering document showing share subscription or share certificates for used in the aforesaid act shall be liable to the same penalty.

Issues prescribed in Securities and Exchange Act

- **Section 89/26.** In a shareholders' meeting, a person who has the right to vote shall be a shareholder whose name is recorded in the shareholders' register as of the date determined by the Board of Directors and the amount of shares for which each shareholder has the right to vote shall be in accordance with the shareholders' register as of the same date. In this regard, the right of such person shall not be affected even though the information in the shareholders' register as of the date of the shareholders' meeting has been changed.

The date determined by the Board of Directors under the first paragraph shall not exceed two months prior to date of the shareholders' meeting but shall not be prior to date on which the Board of Directors has approved to call for the meeting. Once the Board of Directors determines the date on which the recorded shareholders have the right to attend the meeting, such date shall not be altered.

**Requisition of Annual Report 2019 and/or Sustainability Report 2019
(Printed)**

The Company has released 2019 Annual Report and/or Sustainability Report. The electronic files can be downloaded using the QR Code displayed in the Registration Form which was provided to shareholders.

For shareholders who require the printed version of 2019 Annual Report and/or 2019 Sustainability Report, which are the same version as the electronic files downloaded from QR Code, please register by scanning QR Code appears below. PTTEP Guidelines on Personal Data Processing for Shareholders Meeting will be addressed in the registration process. PTTEP will send the printed reports to you in due course.





PTTEP Guidelines on Personal Data Processing For Shareholders Meeting

PTT Exploration and Production Public Company Limited or PTTEP values the importance of personal data protection and therefore establishes guidelines on personal data processing for its annual general meeting of shareholders and extraordinary meeting of shareholders (herein collectively called the “Shareholders Meeting”) as follows:

Personal Data to be Collected

PTTEP will collect your personal data, namely your name-surname, date of birth, identification number, security account number, address, telephone number, email (if any), photo or VDO recording within the area of the Shareholders Meeting event. PTTEP will also collect health information (only as necessary for health screening at the Shareholders Meeting event).

Remark: Any identification documents submitted to PTTEP, such as copy of national ID card or other official documents may contain sensitive data, e.g. race, blood type, religion which are not required for the purpose of holding the Shareholders Meeting. You may blacken out those sensitive data prior to submission of your documents to PTTEP. In case PTTEP receives documents from you that contain sensitive data, PTTEP reserves the right to blacken out those sensitive data for you and, in such case, PTTEP shall be deemed as having not collected any such sensitive data from the submitted documents.

Source of Personal Data

PTTEP may collect your personal data from the following sources:

1. Personal data appearing on the registration documents, proxy or health screening questionnaire (if any), copy of other cards or identification documents submitted to attend to the Shareholders Meeting.
2. Personal data appearing on the shareholder list as of the record date which PTTEP received from Thailand Securities Depository Co., Ltd. or TSD (PTTEP’s securities registrar).
3. On the Shareholder Meeting date, PTTEP will take photos and make a VDO recording of the Shareholder Meeting event as well as attendees. You may appear in some such photos and/or VDO recordings. In case you wish PTTEP to refrain from disclosing any photos or any part of VDO recordings in which you appear, you may notify PTTEP for further processing.

Personal Data Processing

After the receipt of your personal data, PTTEP will proceed as follows:

1. Collect your personal data, both in hard-copy and electronic forms, to support necessary arrangements concerning the holding of the Shareholders Meeting including other concerned activities.
2. Use the collected personal data for registration to attend to the Shareholders Meeting, calculation of the meeting quorum and vote in each agenda item, payment of dividend (in case the dividend payment is approved in such meeting), conduct activities relating to the shareholders’ rights resulting from the Shareholders Meeting (if any) including contacting and sending documents to the shareholders and using PTTEP activities held for the shareholders.
3. Disclose the collected personal data to service providers that provide information and communication technology and services to PTTEP to proceed with the registration to attend to the Shareholders Meeting, calculation of the meeting quorum and vote in each agenda item, keeping as backup information in case of necessity. PTTEP will disclose the collected personal data to the service provider that provides Live Broadcast service for the Shareholders Meeting and event organizers that concern the Shareholders Meeting as necessary. PTTEP may be required to disclose the collected personal data, only to the necessary extent, to the Department of Disease Control, the Ministry of Public Health and other concerned government offices in case infection of communicable diseases is detected or is believably possible.

The name-surname of attendees who raise questions during the Shareholders Meeting may be mentioned in the meeting minutes which will be disclosed on the PTTEP website and sent to the Stock Exchange of Thailand (SET) and the Department of Business Development, the Ministry of Commerce as required by laws.

Purpose and Legal Basis for Personal Data Processing**Purpose**

PTTEP collects, uses, and discloses the collected personal data for identification of the shareholders' right to attend to the Shareholders Meeting, calling for the Shareholders Meeting, registration to attend to the Shareholders Meeting, calculation of the meeting quorum and vote in each agenda item, payment of dividend (in case dividend payment is approved in such meeting), conduct activities relating to the shareholders' rights resulting from the Shareholders Meeting (if any), including contacting and sending documents to the shareholders such as the annual report, sustainability report, and financial report.

Legal Basis

1. Legal Obligation – To lawfully act as a listed company, a security issuer, and other legal position in compliance with the Public Limited Company Act B.E.2535 (1992), the Securities and Exchange Act B.E.2535 (1992) including other related laws, regulations and regulations.
2. Legitimate Interest – To act in the lawful interest of the data owners and to the extent as reasonably anticipated by them, or for other purposes as allowed by laws such as photo taking, sound recording, VDO or CCTV recording as necessary, which will be used for security purposes, or as advertising materials, or in PTTEP activities held for the shareholders.

Measure and Period for Retention of Personal Data

PTTEP will retain your personal data in hard-copy format at the PTTEP office, or at PTTEP rental storage facilities, or at business places or storage facilities of the service providers that PTTEP hired to provide storage service of important documents. Such personal data may also be retained in electronic format within the PTTEP electronic database, or electronic database of service providers that provide information and communication technology and services to PTTEP. Your personal data will be retained for the entire period such date is necessary to be used for the purposes identified above. After such period, PTTEP may also retain your personal data as backup information in case of necessity for the period of at least 10 years after which your personal data will be eliminated except in the case where PTTEP deems it necessary to further the retention of your personal data for other necessary reasons such as for enforcement of right under the laws.

Data Owner Rights

The data owners are entitled to withdraw consent given for the use of personal data processing (withdrawal of consent shall not affect the collection, use, or disclosure of personal data to which the data owner has already given consent), to request access to and obtain a copy of their personal data including requesting the disclosure of acquisition of their personal data obtained without their consent, to request for correction of their personal data, to request for deletion of their personal data, to request for personal data transfer, including the right to object to data processing of their personal data.

You as a data owner may exercise the rights mentioned above by submitting your request to PTTEP, either in a hard-copy or electronic format. You can download the form and related details from the PTTEP website <https://www.pttep.com> PTTEP will consider and advise the outcome of our consideration within 30 days from the date of receipt of your request. PTTEP may refuse to proceed with the data owner's request, only to the extent legally allowable.

Revision of Guidelines on Personal Data Processing

PTTEP may from time to time revise these guidelines to remain in line with the legal requirements or any changes in PTTEP's process. PTTEP will notify you of the revised guidelines prior to enforcement with your personal data.

Contact Information

Corporate Secretary Division

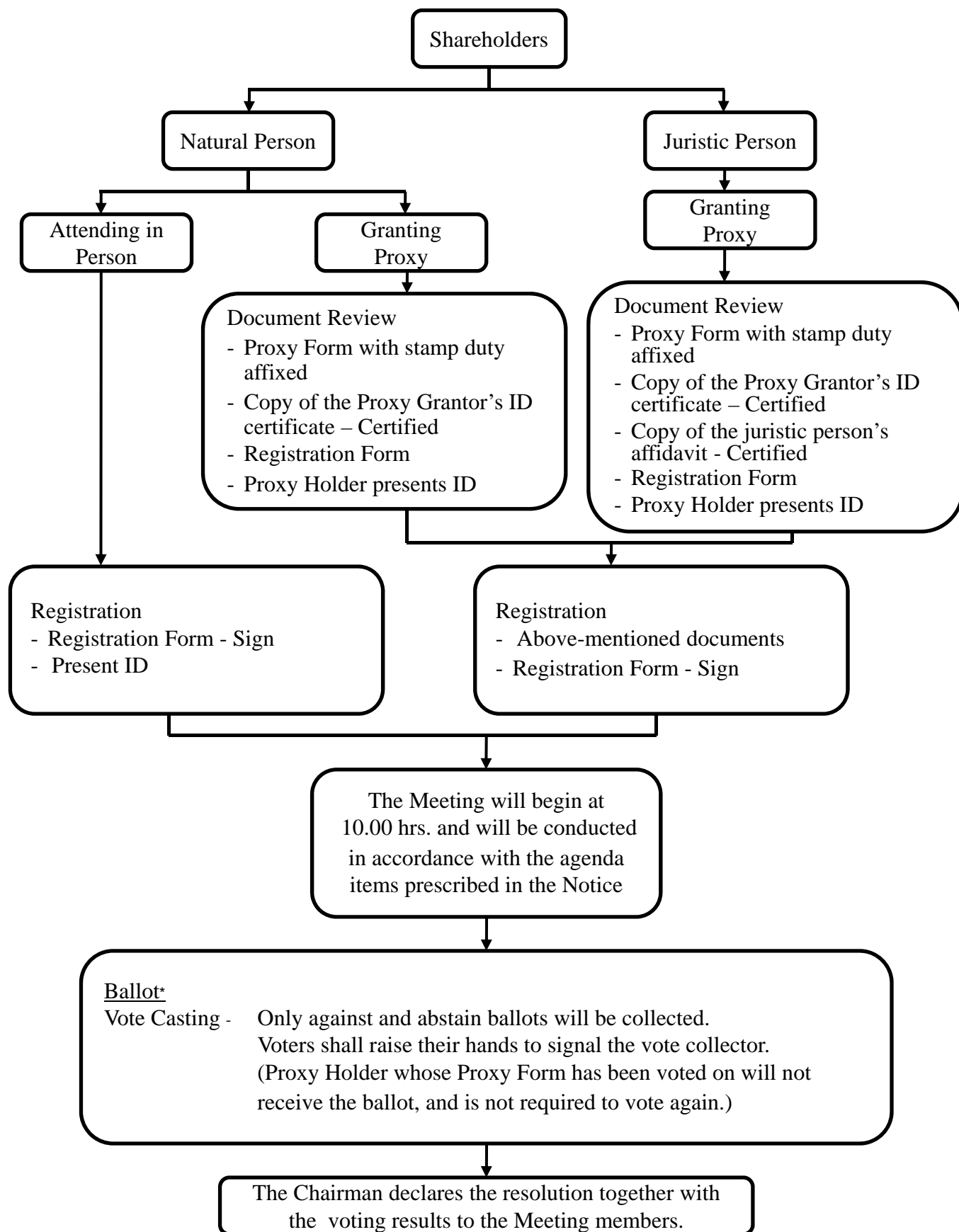
PTT Exploration and Production Public Company Limited

555/1 Energy Complex Building A, Floors 6, 19-36 Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900

Tel.: +66 2537 4832, +66 2537 4000 ext. 1435

E-Mail: CorporateSecretary@pttep.com

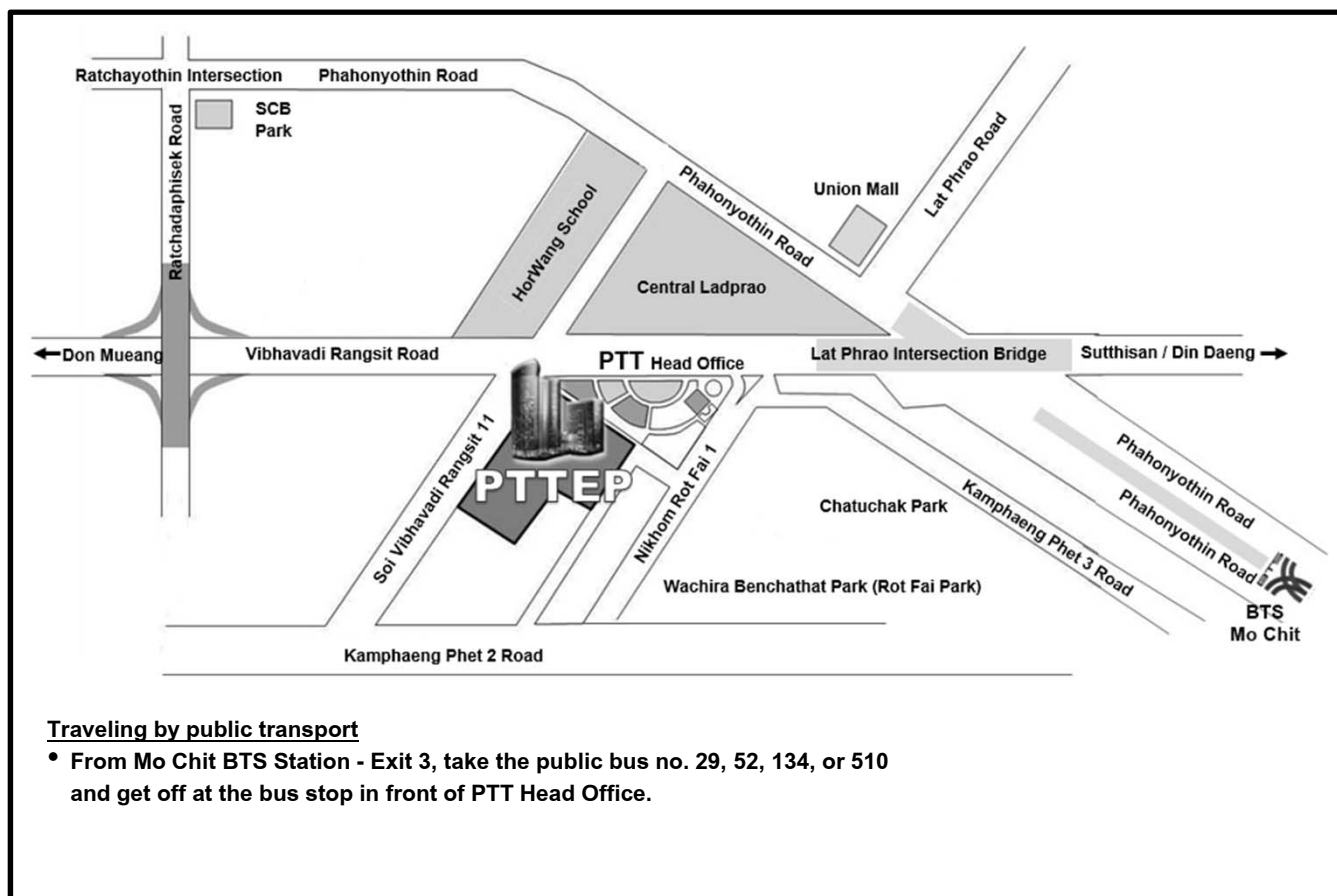
Procedures for Attending the 2020 Annual General Shareholders' Meeting



Remark:

1. The Company will strictly conduct a health screening for all meeting attendees.
2. After the meeting is adjourned, please return the remaining ballots to the Company's officer for the voting review of the agenda item 7 regarding the appointment of new directors.

Map of the Meeting Location
 PTT Exploration and Production Public Co., Ltd. | PTTEP
 Energy Complex Building A, 555/1 Vibhavadi Rangsit Road
 Sub-district Chatuchak, District Chatuchak, Bangkok 10900





**Measures and Guidelines for Holding the Annual General Meeting of Shareholders
under the Circumstance of Coronavirus 2019 (COVID-19)**

The Company's Precautionary Measures and Guidelines for Holding the Annual General Meeting of Shareholders under the Circumstance of Coronavirus 2019 (COVID-19) are as follows:

1. The Company will disclose its Invitation Letter for the 2020 Annual General Meeting of Shareholders, together with related documents on the Company's website <http://www.pttep.com> as well as sending by postal mail to shareholders in advance.
2. PTTEP kindly requests Shareholders' cooperation in giving their proxy authority to PTTEP's Independent Director to attend the meeting on behalf of Shareholders by sending back the filled-in proxy form together with required documents, using a business reply envelope (postage stamp is not required), which will be sent to shareholders in advance, to the Corporate Secretary Division, PTT Exploration and Production Public Company Limited Energy Complex Building A, 555/1 Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok 10900 Thailand within 11 June, 2020.
3. To facilitate convenience for shareholders, there will be a live broadcast of the AGM via website: <http://www.pttep.com>. The shareholders whose names are recorded in the shareholders' register as of 15 May, 2020 (Record Date) can log in with their 10-digit shareholder ID stated in Notification of Meeting, which will be distributed to Shareholders, or their ID Card number.
4. Shareholders are welcome to submit relevant questions prior to the meeting. Shareholders are requested to include their name, telephone number, email address (if any) in the following channel: E-mail: CorporateSecretary@pttep.com or send their questions together with the proxy form by using the business reply envelope (postage stamp is not required). PTTEP will provide answers to the questions on the Company's website.
5. In case there are shareholders who wish to attend the Meeting in person, these shareholders are required to strictly comply with relevant laws and measures stipulated by the government entities. Your attendance to the Meeting can not to be used as an exemption of liabilities that may incur from violation of any provisions of laws. In addition, you also agree to bear any risks and impact from participating the meeting, including agreeing to take care of your own health and welfare. The Company wishes to avoid any impact that affects your health and welfare and would like to request your cooperation to strictly comply with the following measures.
 - 5.1 PTTEP shall conduct health screening, in compliance with the guidelines of the Department of Disease Control, at the meeting room entrance. Attendees shall be required to truthfully fill in the COVID-19 Screening Questionnaire attached herewith regarding possible infection of Coronavirus Disease 2019 in advance before entering the venue. Please note that concealment of health information or traveling records is considered a violation of the Communicable Diseases Act B.E. 2558. The Company has organized appropriate social distancing of at least 1 meter in various areas, e.g., temperature-screening points, document-checking points and registration counters, as well as having limited the number of shareholders for elevator usage in each round.

- 5.2 PTTEP reserves the right to deny attendees' entry into the meeting, specifically those who are identified with a body temperature of 37.5 degrees Celsius or higher or those who have recently visited or returned from any disease infected zones as stated by the Ministry of Public Health in less than fourteen (14) days from international travel, including those who have had close contact with people who have visited or returned from any disease infected zones in less than fourteen (14) days from international travel. It also includes those having a fever or showing any signs of COVID-19 infection or respiratory symptoms.
- 5.3 PTTEP will arrange the seating with appropriate social distancing at a minimum of 1.5 meters placement from each other. This will limit number of available seats in the meeting room to 100 seats. After the registration procedure, each attendee will be assigned a seating number and is required to sit as specified for the sake of the disease prevention or following up in case of any unforeseen circumstances. Seats are not allowed to be moved and when the seats are fully occupied on first come first served basis, PTTEP kindly requests any additional shareholders to view the live broadcast instead.
- 5.4 On the meeting day, PTTEP kindly request shareholders, who wish to ask questions, to write down and submit their questions at the registration counter or in the meeting room instead of speaking through the room microphone. A total meeting time duration of 2 hours will be sufficient. There is a limit to answering 5 questions for each agenda during the meeting. For any questions that are not addressed during the meeting, PTTEP will post the company's answers on the website soonest.
- 5.5 The venue will be sanitized and cleaned according to the standards of the Ministry of Public Health prior to the meeting. PTTEP kindly requests everyone to wear a facemask at all times.
- 5.6 Neither lunchbox nor coffee or tea will be served at the meeting. Foods and drinks are not allowed in the meeting area.

Printed copies of the 2019 Annual Report, Financial Report and Sustainability Report will not be provided at the meeting for sanitation and in order to minimize personal direct contact, and to reduce any environmental impact.

In case there are any changes in the situation or additional AGM-related measures that come from the Government entities, the Company may inform Shareholders via the Company's website (<http://www.pttep.com>) and other media channels as appropriate.

If there are many attendees or these attendees arrive at the same time, there may be a delay in screening and registration for the meeting. PTTEP hereby apologizes for any such inconvenience that may arise.

Sincerely yours

PTT Exploration and Production Public Company Limited

Corporate Secretary Division

Tel.+66 2537 4832, +66 2537 4611



SCREENING QUESTIONNAIRE COVID-19

Before attending the 2020 Annual General Meeting of Shareholders

Due to the outbreak of Coronavirus 2019 (COVID-19), PTTEP sets out this questionnaire as a preliminary screening measure.

The Company kindly requests your cooperation to complete the following questions.

Name and Surname	
Mobile Phone Number	

1. Do you have any of the following symptoms in past 14 days? Please circle all that apply:

Yes / No	Fever/ Chills	Yes / No	Wet cough/ Dry cough
Yes / No	Shortness of Breath/ Tiredness/ Difficulty breathing	Yes / No	Sore throat
Yes / No	Body aches and muscle pains	Yes / No	Nasal congestion/ Runny nose

2. Do you have any existing condition which weakens your immune system?

Did you have close contact (shared living quarters, or provided care) OR spent time within speaking distance (if infection control precautions were not used) with a person who does have, or is under investigation for COVID-19?	Yes / No
Did you go to the place where identified as below? If yes, please tick mark.	Yes / No
<input type="checkbox"/> restaurants (except takeout and restaurants serving food for hotel guests) <input type="checkbox"/> shopping malls (except supermarket zones, drugstores or zones selling necessary items and food shops) <input type="checkbox"/> markets and weekend markets (except sales of fresh and dried food and cooked meals for takeout, animal feed, drugstores and other necessary items) <input type="checkbox"/> beauty salons <input type="checkbox"/> tattoo service shops <input type="checkbox"/> skate and rollerblade venues or other similar services <input type="checkbox"/> amusement parks, bowling lanes <input type="checkbox"/> gaming and internet shops <input type="checkbox"/> golf courses or golf driving ranges <input type="checkbox"/> swimming pools or similar service venues <input type="checkbox"/> fighting cock venues	<input type="checkbox"/> Buddha amulet sales stalls <input type="checkbox"/> exhibition and convention centers <input type="checkbox"/> educational institutions at all levels including tuition schools <input type="checkbox"/> weight-control services and cosmetic clinics <input type="checkbox"/> health spas <input type="checkbox"/> animal spas <input type="checkbox"/> massage parlors <input type="checkbox"/> herbal treatment centers <input type="checkbox"/> cinemas, theatres <input type="checkbox"/> fitness center <input type="checkbox"/> entertainment places <input type="checkbox"/> boxing stadiums and boxing schools <input type="checkbox"/> sports stadiums <input type="checkbox"/> horse race tracks

3. Please list names of the province (if you were in Thailand) or city and country (if you were not in Thailand) where you stayed during the past 14 days in the table below.

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Signature _____ **Date** _____