

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 28 February 2021).

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 law, SET requirements, other laws, regulations, procedures, cabinet resolutions related to the business, including the Company's rules and regulations.
4. To review connected transactions or transactions with potential conflicts of interest to ensure that these transactions are complied 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 fraud which may affect 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 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 and Sustainable Development Committee constitutes at least 3 directors of which the majority must be independent directors. The present Committee comprises 4 independent directors (as of 28 February 2021).

Duties and Responsibilities

1. To establish the Company's sustainable development target, policy/statement, road map covering the key aspects of High Performance Organization (HPO), Governance, Risk Management and Compliance (GRC) and Stakeholder Value Creation (SVC) including communication, which will be proposed to the Board for approval.
2. To advise, promote and ensure that the Company's operation complies with the company's sustainable development policy/statement and achieves its target and matches with the practice of leading companies. To promote and assure that the Board, management, and all personnel follow and perform efficiently in line with the sustainable development framework.
3. To review the Company's sustainable development target, policy/statement and road map in responding to changing of the business environment, along with the laws, the international best practices and the recommendations of leading institutions, taking into consideration shareholders' proposals as well as responding to the shareholders.
4. To oversee, monitor and evaluate the Company's performance related to sustainable development to increase efficiency and balance while creating the most value to the Company and stakeholders. To regularly report the performance progress to the Board.
5. To establish the Company's good corporate governance and business ethics policy which will be proposed to the Board for approval, recommend and ensure the implementation at every level and review annually the Policy in responding to the laws and the international best practices. To oversee the Company's regular evaluation and report on the compliance of PTTEP's good corporate governance and business ethics.
6. To oversee the disclosure of the information of the Company's sustainable development to stakeholders in the annual report and sustainability report.
7. To review this Charter regularly for its appropriateness and timeliness.
8. To disclose the Committee's performance in the Company's annual report.
9. To perform other duties as may be assigned by the Board.

Nominating and Remuneration Committee constitutes at least 3 directors of which the majority must be independent directors. The present Nominating Committee comprises 6 directors, 5 of which are independent directors (as of 28 February 2021).

Duties and Responsibilities

1. To select and nominate the name of individuals qualified to be Director, President and Chief Executive Officer when there is a vacancy or to replace those whose term have expired, or Acting President and Chief Executive Officer when there is a vacancy and the nomination process is still under consideration, 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 a director or President and Chief Executive Officer vacancy and submit it for consideration to the Board's or the Shareholders' meetings, depending on the case.
4. To consider annual Performance Target of the Board and annual Performance Agreement of the President and Chief Executive Officer and propose to the Board for consideration; and to set the Performance Evaluation Form of the Board, Chairman, Director, 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 to the Board for consideration when there is a vacancy or propose the restructuring of Sub-Committee to the Board for consideration as deem appropriate.
6. To consider organization restructuring to support the Company's growth and changing business environment.
7. To consider remuneration package for Board and Sub-Committee with fair and reasonable principles in accordance with work performance, the company's performance, the practices guidelines of the industry, as well as related to the scope of duties and responsibilities. The Remuneration package of the Directors and Sub-Committee must be proposed at the Shareholders' Meeting for approval.
8. To consider remuneration package of the President and Chief Executive Officer and salary structure of executives with fair and reasonable principles and propose at the Board Meeting for approval. For consideration of the President and Chief Executive Officer's remuneration, duties and responsibilities together with annual performance result shall be also taken into account.
9. To evaluate the performance of the Nominating and Remuneration Committee and report its performance to the Board Meeting and disclose to the shareholders every year.
10. To review this charter regularly for its appropriateness and up to date.
11. To perform other duties as may be 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, 4 of which are independent directors (as of 28 February 2021).

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.
