



## Nomination of Directors

When there is a vacancy of a director position or when a director's term limits is due, it is a duty of the Company's Nominating and Remuneration Committee to select the candidates that fit with the required skill, experience, and in line with the Company's strategy (Target Skill Mix). This is to ensure that the Board composition is complete, well-rounded, and for the optimal benefit to PTTEP.

### Transparent selection for optimal benefit to PTTEP

- The Nominating and Remuneration Committee seeks PTTEP Directors in line with the Good Corporate Governance Principles of the PTTEP Group. The Committee will first consider candidates with the skills, experience, profession and specific qualifications that complement those of the other members of the Board and are necessary for the PTTEP Group's petroleum exploration and production business.
- The potential of a conflict of interest that might arise from any PTTEP Director is also considered.
- The Committee looks for candidates from the list of those serving on state enterprise boards compiled by the directors' pool of the State Enterprise Policy Office (SEPO), PTTEP's list of qualified candidates, and based on the opinions of major Shareholders.

### Formal nomination process and facilitate the exercise of Shareholder's rights

- The Committee also considers qualified candidates nominated by small Shareholders to be Directors at Shareholders' Meetings. This is under the criteria set by PTTEP.
- PTTEP Directors need to review and certify their qualifications annually.
- The election of PTTEP Directors to replace Directors that have completed their term must be approved at an Annual General Shareholders' Meeting. Each candidate must receive a majority of votes from attending and voting Shareholders.

- In the event that the number of candidates exceeds the number of Directors to be selected, PTTEP's Articles of Association dictates that candidates are ranked based on the number of votes received, and those with the highest votes are chosen to fill the number of available vacancies.

- In an election of a replacement for a PTTEP Director who leaves his/her post without completing their term, the Board of Directors might elect a replacement to fill the vacancy in line with the Company's Articles of Association. The replacement Director must have an approval from at least three-quarters of the remaining Directors. The replacement Director will serve on the Board during the remainder of the term of the leaving Director.

**Majority of the Nominating and Remuneration Committee members are Independent Directors to ensure objectivity**

- The Nominating and Remuneration Committee consists of at least three directors, and the Chairman and the majority of the members must be independent directors. The Company Secretary serves as the Committee's secretary. As of December 31, 2022, the Committee comprised four members with three independent directors.

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