



No. PTTEP 13143/00-2079-2019

27 February 2019

Subject: Invitation to 2019 Annual General Shareholders' Meeting

To: Shareholders

- Attachment:
1. 2018 Annual Report and 2018 Sustainability Report in CD-ROM Format
 2. Duties and responsibilities of PTTEP Sub-Committees
 3. Definition of Independent Director
 4. Information on proposed candidates to be elected as PTTEP directors
 5. Document and evidence required for meeting attendance and proxy granting
 6. Invitation Letter (QR code Registration Form)
 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 proposed to serve as Proxy for shareholders
 9. Envelope for returning Proxy Form to PTTEP
 10. PTTEP Articles of Association, the Public Limited Company Act B.E. 2535 and the Securities and Exchange Act B.E. 2535 concerning the Shareholders' Meeting and Vote Casting
 11. 2018 Annual Report and/or 2018 Sustainability Report Requisition Form
 12. Map of the Meeting location
 13. Procedures for Attending the 2019 Annual General Shareholders' Meeting

PTT Exploration and Production Public Company Limited (PTTEP) would like to invite all shareholders to attend the 2019 Annual General Shareholders' Meeting on Friday 29 March 2019 at 14.00 hours, at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin Road, Chatuchak, Bangkok 10900. The meeting agendas are as follows:

Agenda Item 1 To acknowledge the 2018 Performance Results and 2019 Work Plan of the Company

Related Information:

The 2018 Company's performance is as detailed in Attachment 1, whereas the 2019 work plan will be presented on the Meeting day.

- 2 - / The Board of Directors' Opinion ...

The Board of Directors' Opinion:

The meeting should acknowledge the 2018 performance results including the financial statements and other matters as illustrated in the 2018 Annual Report and the 2018 Sustainability Report. The meeting will also acknowledge the Company's 2019 work plan which will be presented on the meeting day.

Agenda Item 2 To approve the financial statements for the year ended December 31, 2018

Related Information:

PTTEP's financial statements for the year ended December 31, 2018 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	
	2018	2017	2018	2017
Total Assets	19,571	19,220	635,087	628,121
Total Liabilities	7,551	7,703	245,024	251,746
Total Equity	12,020	11,517	390,063	376,375
Total Revenues	5,459	4,523	176,687	153,198
Profit for the year	1,120	594	36,206	20,579
Basic earnings per share	0.27	0.13	8.69	4.54
	(US Dollar/Share)	(US Dollar/Share)	(Baht/Share)	(Baht/Share)

Board of Directors' Opinion:

The Meeting should approve the financial statements for the year ended December 31, 2018 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 the dividend payment for 2018 performance

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 2018, PTTEP reported total revenue of US Dollar 5,459 million; net profit of US Dollar 1,120 million; total assets of US Dollar 19,571 million; total liabilities of US Dollar 7,551 million; equity of US Dollar 12,020 million; unappropriated retained earnings of US Dollar 6,863 million and cash and cash-equivalents, including short-term investments of US Dollar 4,001 million.

The Company's Board of Directors has considered that PTTEP should pay the dividend for the 2018 year of operations to the Company's shareholders at 5.00 Baht per share, or approximately 55% of the net profit after tax according to the consolidated financial statements. The proposed dividend payment is consistent with the increase in the Company's Net Income and should be acceptable to the investors given expected yields within the peer groups. 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 an interim dividend payment for the 2018 first-half-year operations on 24 August 2018 at the rate of 1.75 Baht per share from unappropriated retained earnings under the Revenue Code. The remaining 2018 dividend of 3.25 Baht per share will be paid from unappropriated retained earnings under the Petroleum Income Tax Act., and shall be payable on 11 April 2019, after obtaining approval from the 2019 AGM. The shareholders entitled to receive the dividend are per the shareholder list on the Record Date: 13 February 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 2018 and 2017 are per the table below:

Details of Dividend Payment	2018		2017	
	USD	Baht	USD	Baht
1. Net income (Million)	1,120		594	
1.1 Net Income before Impairment (Million)	1,215		836	
2. Basic Earnings per Share	0.27		0.13	
3. Net income after legal reserve (Million)	1,120		594	
4. Dividend Payout Ratio (Percentage)*	55		90	
4.1 Dividend payout ratio before impairment (%)	51		64	
5. Total Dividend Payment (per Share)		5.00		4.25
5.1 First-half-year Operations Dividend		1.75		1.50
5.2 Second-half-year Operations Dividend		3.25		2.75
6. Total Dividend Amount (Million)		19,850		16,872
7. Number of Shares (Million)				
7.1 At the interim dividend payment	3,970		3,970	
7.2 At the second-half-year operations dividend payment	3,970		3,970	

*Remark: Dividend Payout Ratio calculated based on the end of the year FX rates.

The Board of Directors' Opinion:

The meeting should acknowledge the interim dividend payment and approve the annual dividend payment for 2018 at 5.00 Baht per share. The company has already made an interim dividend payment for the 2018 first-half-year operations on 24 August 2018 at the rate of 1.75 Baht per share from unappropriated retained earnings under the Revenue Code. The remaining 2018 dividend of 3.25 Baht per share will be paid from unappropriated retained earnings under the Petroleum Income Tax Act, and shall be payable on 11 April 2019, after obtaining approval from the 2019 AGM. The shareholders entitled to receive the dividend are per the shareholder list on the Record Date: 13 February 2019.

Agenda Item 4 To appoint the auditor and consider the auditor's fees for year 2019

Related Information:

The State Audit Office of the Kingdom of Thailand (the SAO) has been PTTEP's auditor since the Company was established. The SAO does not have any relationship with, and is independent from the Company, its subsidiaries, managements, major shareholders, or their related parties. Even some of the Company's subsidiaries are audited by other auditors, the Company's Board of Director is responsible for ensuring that the financial statements of those subsidiaries are completed within the schedules.

The Audit Committee considers the SAO to be a reliable institution with a high performance record and an institution endowed with a sufficient number of qualified staff. The Audit Committee proposed that the SAO be appointed as the independent auditor of the Company for year 2019 with a fee of 2,800,000 Baht, an increase of 158,000 Baht from year 2018. (The fee for year 2018 was 2,642,000 Baht which was within the approved amount of 2,700,000 Baht from the 2018 Annual General Shareholders' Meeting). The increasing rate is in line with audit scope due to the investment expansion of the Group and comparable with other listed companies.

In 2018, the Company did not pay non-audit service fee to the SAO. In 2017, the Company paid non-audit service fee for the preparation of Comfort Letters supporting the issuance of subordinated capital debentures to the SAO totaling 17,000,000 Baht.

Board of Directors' Opinion:

The Meeting should approve the appointment of the State Audit Office of the Kingdom of Thailand to be the Auditor of PTTEP for the year 2019 with a fee of 2,800,000 Baht as proposed by the Audit Committee. This proposal has been subsequently endorsed by the Board of Directors.

Agenda Item 5 To approve the Board of Directors' and the sub-committees' remuneration

Related Information:

The 2018 Annual General Shareholders' Meeting, held on 2 April 2018 has approved the board of directors' and the sub-committees' remuneration for 2018 to remain at the same rate as those in 2017 for every item. For this year, the Remuneration Committee has reviewed the remuneration package with the consideration of comments from the 2018 Annual General Shareholders' Meeting that the rate for board of directors' bonus shall be linked to the Company's annual net profit and increased to be higher than 0.1% of annual net profit without ceiling, if there was an annual dividend payment to shareholders.

This is to create incentive for capable and experienced directors in assuming PTTEP directorship. The Remuneration Committee has taken into consideration the aforementioned comments from the shareholders along with the board of directors' increasing roles and responsibilities, which cover not only current E&P business operations but also related and new businesses in consistent with corporate strategy in organization transformation as well as preparation for the considerably challenging operatorship transition in Bongkot and Erawan concessions. The Committee has also compared remuneration package for the board of directors and sub-committees with other leading listed companies (SET 50), companies within the E&P industry along with the trends among S&P 500 and companies under PTT Group, and has resolved the following comments:

- 1) The 2019 retainer fee for the Board of Directors shall remain at the same rate as in 2018 at 40,000 Baht/person/month and increase the meeting fee for the board of directors to be 50,000 Baht/person/meeting and sub-committee members to be 45,000 Baht/person/meeting (only when attending the meeting).
- 2) Bonus for the whole Board shall be increased from 0.1 percent of annual net profit to 0.2 percent of annual net profit as stated in the Company's consolidated annual financial statements, with total limit of 60 million Baht as previously approved by the shareholders, if the Company pays dividend to shareholders and adjusted according to each director's office period. This is to be effective from 2018 financial statements onwards until shareholders approve otherwise.

Items	Payment Principles	
Remuneration in cash		
The Board of Directors		
(1) Retainer fee	40,000 Baht each per month, paid in full month	
(2) Meeting fee	50,000 Baht each per meeting, paid when attending the meeting only	
(3) Bonus	0.2 percent of annual net profit as stated in the Company’s consolidated annual financial statements, with total limit of 60 million Baht as previously approved by the shareholders, if the Company pays dividend to shareholders and adjusted according to each director’s office period. This is to be effective from 2018 financial statements onwards until shareholders approve otherwise.	
Remark: The Chairman of the Board shall receive a 25 percent increase of the above fees and bonus		
The 5 Standing Sub-Committees in accordance to the Company’s Articles of Association		
(4) Meeting fee	45,000 Baht each per meeting, paid when attending the meeting only	
Remark: The Chairman of the sub-committees shall receive a 25 percent increase of the above fees and bonus		
Other Remuneration	N/A	

In the year 2018, the total remuneration for the board of directors as approved by the shareholders sums up to 59,194,974.20 Baht which includes bonus payment at the rate of 0.1 percent of net profit (35,054,974.20 Baht) and total remuneration for sub-committees at 7,120,000 Baht. The details of the remuneration for each director are presented in the 2018 Annual Report (Attachment 1). If the 2019 Annual General Shareholders' meeting approve the bonus payment at the rate of 0.2 percent of net profit with ceiling remaining at 60 million Baht, the total remuneration for the board of directors would be 82,232,072.76 Baht which includes bonus payment of 58,092,072.76 Baht. Nonetheless, to avoid 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 as follow;

- (1) The retainer fee of the Board of Directors at the rate of 40,000 Baht/person/month and the meeting fee of 50,000 Baht/person/meeting for the Board of Directors, 45,000 Baht/person/meeting for Sub-committee members (only when attending the meeting). The Chairman of the Board should receive an extra 25 percent for both fees. The Chairman of Sub-committee should receive an extra 25 percent of meeting fee, effective from 2019 onwards until shareholders vote otherwise.
- (2) Bonus for the whole Board at 0.2 percent from the annual net profit as stated in the Company's consolidated annual financial statements and the Chairman of the Board should receive an extra 25%, with the total limited to 60 million Baht if there was an annual dividend payment to shareholders, effective from 2018 financial statements onwards until shareholders vote otherwise.

The Remuneration Committee has duly reviewed this proposal, which has been subsequently endorsed by the Board of Directors.

Agenda Item 6 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 longest period must retire by rotation at the Annual General Shareholders' Meeting every year. In 2019, 3 out of 5 directors who are due to retire by rotation are qualified as independent directors as prescribed in PTTEP Definition of Independent Director (Attachment 3). The said definition is stricter than the rule set by the Capital Market Supervisory Board regarding the shareholding as details in item 1 of PTTEP Definition of Independent Director. The 5 directors who are due to retire by rotation are:

- (1) Mr. Achporn Charuchinda Independent Director, Chairman of the Audit Committee and Chairman of the Remuneration Committee
- (2) Mr. Sethaput Suthiwart-Narueput Independent Director, Chairman of the Risk Management Committee, Member of the Nominating Committee and Member of the Audit Committee

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| (3) | Major General Nimit Suwannarat | Independent Director, Member of the Risk Management Committee and Member of the Nominating Committee |
| (4) | Mr. Wirat Uanarumit | Director and Member of the Risk Management Committee |
| (5) | Ms. Penchun Jarikasem | Director and Member of the Risk Management Committee |

The Company has invited all shareholders to nominate qualified person to be elected as PTTEP director through the Stock Exchange of Thailand channel and the Company's website during 14 September – 17 December 2018. However, there was no proposal of qualified nominee 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 qualification, experience, expertise, term of directorship, the list of state enterprises directors of the State Enterprise Policy Office and proposal of PTT Public Co., Ltd. (PTT), major shareholder. 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 being PTTEP directors to the shareholders to elect in replacement of those who are due to retire by rotation in 2019, as follows;

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| (1) | Mr. Achporn Charuchinda | Re-election for another term |
| (2) | Mr. Sethaput Suthiwart-Narueput | Re-election for another term |
| (3) | Major General Nimit Suwannarat | Re-election for another term |
| (4) | Mr. Wirat Uanarumit | Re-election for another term |
| (5) | Ms. Penchun Jarikasem | 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 petroleum business which is a specific type of business. They have great understanding in country's energy strategy and in PTTEP's operations. They successfully determined PTTEP strategic direction to push the company through the low oil price crisis and under the industry's volatile situation. They played important roles to stipulate two winning strategies for acquiring Bongkot's interests from Shell Company and for winning bids for Bongkot and Erawan petroleum concessions. With these two accomplishments, the company's production volume and reserves will be increased in the long term and the company can continuously maintain its production volume to promote Thailand's energy security. In addition, they support the organization re-structuring in order to make PTTEP to be ready for new business opportunities either related to oil and gas exploration and production or other new business. They also give priority to organization development to make sure the company is ready to cope with new technologies, structures and competitive working model. 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 business strategy and organization transformation as intended in 2018.

- (1) Mr. Achporn Charuchinda be re-elected for another term because he possesses legal knowledge, expertise and extensive experience. He is keen on good corporate governance and the rules and regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). Thus, he has thorough understanding in the legal scope for listed companies as well as new law development. He can make the best use of his expertise to govern PTTEP which reflects from many of PTTEP's good corporate governance awards to ensure company's sustainable growth.
- (2) Mr. Sethaput Suthiwart-Narueput be re-elected for another term because he possesses knowledge, capability and specialization in economics. He has various work experiences in banking and other businesses including government sector and leading private companies of both domestic and international. With his business experience, he applies it to set strategic plan and to improve PTTEP's efficiency especially during the low oil price crisis. His knowledge and expertise are beneficial for the company to have suitable organizational management, risk management and also new business opportunities which align with company's strategic direction.
- (3) Major General Nimit Suwannarat be re-elected for another term because he possesses knowledge, capability and clear understanding on government policies and security and safety strategic planning. He has skill and extensive knowledge on information technology and information management which will be beneficial for PTTEP's operations under disruptive technology environment. With his alertness for the disruption, PTTEP will be ready for the up-to-date working structure, human resources development, new technology implementation and data storage and information management.
- (4) Mr. Wirat Uanarumit be re-elected for another term because he possesses knowledge, expertise and vast experience in financial and energy sectors. He has good understanding in energy business for the whole value chain. Being as top executive in PTT, he has business vision in energy strategy and synergizes businesses of the companies in PTT group from upstream, midstream to downstream. With his effort to promote the synergy among PTT group of companies, PTTEP can further its business to new investment in the related fields e.g. LNG and gas to power.
- (5) Ms. Penchun Jarikasem be re-elected for another term because she has good knowledge, capability and expertise in accounting and finance. She has extensive experience working in the field of accounting and finance for many years. She currently holds the positions as Director of the State Enterprise and Director and the Chairman of the Audit Committee of Thailand's leading companies. Also, she formerly held the positions as financial top executive of PTT and PTTEP, therefore she has deep knowledge and clear understanding on energy business and project investments.

Details of personal information and vision of the abovementioned director nominees are as 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. Achporn Charuchinda (2) Mr. Sethaput Suthiwart-Narueput (3) Major General Nimit Suwannarat (4) Mr. Wirat Uanarumit (5) Ms. Penchun Jarikasem. 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 4 February 2019. Among the 5 nominated directors, 3 directors (number 1, 2 and 3) are 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 regards, the Board of Directors has reviewed and considered that the proposed 3 nominated independent directors can freely give comments following to the related rules.

Agenda Item 7 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 has fixed the Record Date on which shareholders have the right to attend the 2018 Annual General Shareholders' Meeting and to receive dividend on 13 February 2019.

All shareholders are cordially invited to attend the Meeting on the date, time and place aforementioned and the registration counters will be opened for shareholders' registration 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 5, 6 or 7 (if any) be declared at the meeting's registration. Besides, shareholders may appoint PTTEP independent directors, whose list and details are in Attachment 8, as their proxy holders, and return the proxy forms together with supporting documents, Attachments 5, 6 and 7, to PTTEP by 22 March 2019 using the enclosed envelope (Attachment 9).

The Company recommends that shareholders use Proxy Form B (Attachment 7) so that they can specify the vote casting of each agenda item. Shareholders can download Proxy Forms A and C from PTTEP website. PTTEP reserves the right not to register shareholders in case where required documents and evidences are incomplete or inaccurate or do not meet the requirements and conditions specified.

PTTEP will conduct the Meeting in accordance with the Company's Articles of Association and Public Limited Company Act concerning the Shareholders' Meeting as detailed in the Attachment 10.

For any questions concerning the above agenda items or any matters relevant to the Company, PTTEP welcomes opportunity to clarify these matters in the meeting. Please submit your questions in advance to CorporateSecretary@pttep.com or to the facsimile number 0-2537-4500. PTTEP will provide snacks and beverages for shareholders and proxy holders who attend the meeting, but will not distribute any souvenir at this meeting.

PTTEP has sent the 2018 Annual Report and 2018 Sustainability Report (Attachment 1) to all shareholders in CD-ROM format. However, if any shareholders would like to have the hard copies of the 2018 reports, they may request them from the Corporate Secretary Office at the Energy Complex Building A, No. 555/1, Vibhavadi-Rangsit Road, Chatuchak, Bangkok 10900. Shareholders may also fill in the Reports Requisition Form (Attachment 11) and return it to PTTEP. For greater convenience and speed in receiving dividend, shareholders can request the Thailand Securities Depository Co., Ltd. (TSD) to transfer their dividend to their bank accounts (E-dividend), which will then be incorporated into their next dividend payment.

Yours sincerely,

Phongsthorn Thavisin

Phongsthorn Thavisin

President and Chief Executive Officer

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

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|--------------------------------|----------------------------|----|
| (1) Pannalert Vasiksiri M.L. | Tel. 0-2537-4749 | or |
| (2) Ms. Chatraphan Cheevanon | Tel. 0-2537-5310 | or |
| (3) Ms. Nalinrach Suksathaporn | Tel. 0-2537-4000 ext. 2233 | |

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.

Duties and Responsibilities

1. To review the Company's financial reports with the external auditor on a quarterly basis to ensure accuracy and adequacy.
2. To ensure that the Company's activities are performed in compliance with the securities and exchange laws, SET's regulations, and other laws related to the business.
3. To review connected transactions or transactions that may lead to 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.
4. To ensure that the Company's internal control and internal audit systems are efficient and appropriate as well as that audit reports, audit approaches and results are performed and noted based on generally acceptable standards and relevant best practices, in addition to coordinating with the external auditor.
5. To consider, select and propose an appointment of an external auditor, and to propose the audit's remuneration, as well as attend a non-executive meeting with the auditor at least once a year.
6. To determine independence of the Internal Audit Division as well as to endorse appointments, transfers, performance appraisal or punishments of the Head of the Internal Audit Division. The Audit Committee will appoint an Investigation Committee to investigate the Head of the division in case he or she is suspected of noncompliance to laws, the Company's rules and regulations, and the Good Corporate Governance and Business Ethics of the PTTEP Group.
7. To approve the annual audit plan.
8. To endorse budget, division structure and manpower of the Internal Audit Division for the management to propose to the Board.
9. To approve the charter of the Internal Audit Division.
10. To approve the Conflict of Interest Declaration Form when the Head of the Internal Audit Division has to conduct the audit field work.
11. To endorse the results from audits which were approved in the annual audit plan as well as special audit request.
12. Chairman of the Audit Committee or a member has to attend the shareholders' meeting to answer questions in regard to the Committee's duties or the appointment of the external auditor.
13. To annually review and update the Audit Committee Charter.
14. To review the correctness of self-assessment and related documents in regard to the Anti-Corruption measures in reference to Thailand's Private Sector Collective Action Coalition Against Corruption (CAC).
15. To perform other duties as assigned by the Board upon its consent.
16. To prepare and disclose the Audit Committee Report in the Company's annual report.

Corporate Governance Committee Constitutes of at least 3 directors. The majority are independent directors. The present Corporate Governance Committee comprises of 3 directors 2 of which are independent directors.

Duties and Responsibilities

1. To establish the Good Corporate Governance and Business Ethics of the PTTEP Group (CG&BE) for the Board's approval for implementations throughout the organization.
2. To promote the CG&BE to the Board, management and employees to ensure that it is complied with in all areas of the Company's business operations.
3. To review Business Ethics of the Company as well as practices regarding the Company's Good Corporate Governance to ensure that they are in line with relevant laws as well as practices of and recommendations from leading organizations before proposing them to the Board for approval and corresponding them with the shareholders.
4. To govern PTTEP to carry out an assessment on our compliance with 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 recommendations on the Corporate Social Responsibility (CSR) activities.
7. To regularly review and update its own charter to ensure appropriateness.
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 Chairman and the majority are independent directors. The present Nominating Committee comprises 3 independent directors.

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 Chairman and the majority are independent directors. The present Remuneration Committee comprises 3 directors, 2 of which are independent directors.

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. The present Risk Management Committee comprises 6 directors, 2 of which are independent directors.

Duties and Responsibilities

1. To define PTTEP's risk management policy and framework, and provide recommendation on corporate risk management to the Board and Management.
2. To consider risk appetite prior to proposing 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 resources and selecting risk responses at an appropriate level.
4. To consider the entity's corporate risks in line with the corporate direction of which businesses PTTEP invests in, including E&P, related E&P, and other businesses, as well as to recommend mitigation strategy to manage the risks to keep them within the acceptable level according to clause (2) and to continuously monitor, assess and improve the mitigation strategy in responding to changing of the business environment.
5. To support risk management function in assessing key risk factors and provide advice on other potential risks which may impact the Company for a continuous and efficient risk management comparable to other leading companies as well as to assign certain tasks related to PTTEP's risk management to the risk management function to perform.
6. To report the 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.

After being appointed as independent director with the qualifications under Article 1 to Article 9, the independent director may be assigned by the board of directors to take part in the business decision of PTTEP, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, provided that such decision shall be in the form of collective decision.

Hence, definition of each specific words mentioned herein is subjected to the Notification of the Capital Market Supervisory Board RE: Determination of Definitions relating to Issuance and Offer for Sale of Securities.

Information of the Director Nominees to be Elected as PTTEP Directors

1. Mr. Achporn Charuchinda

Independent Director

Age: 66 years



Education:

- L.L.B., Faculty of Law, Thammasat University, Thailand
- Thai Barrister-at-Law, Institute of Legal Education of the Thai Bar Association

Other Current Positions (as of 13 February 2019):

- Listed Company: None
- Non-Listed Organization (7 Organizations):
 - 2017 – Present Chairman, National Reform Committee in Justice Process, National Reform Committee
 - 2017 – Present Board Member in Legal, Office of the National Economic and Social Development (NESDB)
 - 2017 – Present Member of the Risk Oversight Committee, The Bank of Thailand
 - 2015 – Present Member, Constitution Drafting Committee
 - 2014 – Present Board Member, Office of Insurance Commission
 - 2014 – Present Board Member, Highland Research and Development Institution
 - 2003 – Present Member of the Council of State, The Office of the Council of State
- Other Entities that may have Conflicts of Interest with PTTEP: None

Experiences in the past 5 years:

- 2015 – 2017 Board Member, Office of the National Economic and Social Development (NESDB)
- 2013 – 2017 Board Member, The Bank of Thailand
- Apr – Oct 2016 Director, Thailand Tobacco Monopoly, Ministry of Finance

- 2013 – 2016 Director, Thai Smile Airways Company Limited
- 2013 – 2015 Chairman of the Securities and Exchange Commission Board,
The Securities and Exchange Commission Board
- 2012 – 2015 Member of the Legal Committee, Thai Airways International
Public Company Limited
- 2012 – 2014 Member of the Board of Directors, The Metropolitan
Waterworks Authority

Trainings:

- Law Drafting Certificate, India
- The National Defense Course (Class 46), National Defense College

Prestige Biography: -

Percentage of PTTEP Shareholding (as of 13 February 2019): 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	1 January 2013 – 27 March 2013	2 months
No. 2	27 March 2013 – 28 March 2016	3 years
No. 3	28 March 2016 – 29 March 2019	3 years

Independent Director: January 2013 – Present (6 years 2 months)

Meeting Attendances (Year 2016 - 2018):

Meeting	2018	2017	2016
1. Board of Directors*	18/18 (100%)	16/16 (100%)	14/16 (87.50%)
2. Shareholder*	1/1 (100%)	1/1 (100%)	-
3. Remuneration Committee**	3/3 (100%)	2/2 (100%)	2/2 (100%)
4. Audit Committee***	15/16 (93.75%)	13/13 (100%)	11/11 (100%)
5. Independent Directors Committee	3/4 (75%)	3/4 (75%)	4/4 (100%)
6. Non-Executive Directors Committee	1/1 (100%)	2/2 (100%)	3/3 (100%)

* Elected as a Director in the General Shareholder Meeting on 28 March 2016

** Appointed as Chairman of the Remuneration Committee on 1 April 2016

*** Appointed as a member of Audit Committee on 1 April 2016 and appointed as Chairman of the Audit Committee on 25 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:**

I shall support PTTEP to attain its mission, goal and strategy to ensure that the petroleum exploration and production serve the domestic energy demand and could create revenue to offset imported petroleum from abroad. PTTEP are to duly operate its business with transparency and responsibility to society. It is also needed for the Company to ensure that all legal measurements are being used to foster and strengthen the business operations in order to achieve its goals effectively.

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

I will define clear and explicit work description to ensure that all employees can operate business legitimately, adhering to the principle of good corporate governance, laws and related rules. Good corporate governance must be fostered in order to preserve benefit of the Company and the nation.

2. Mr. Sethaput Suthiwart-narueput

Independent Director

Age: 54 years



Education:

- Ph.D. Economics, Yale University, U.S.A.
- M.Phil. Economics, Yale University, U.S.A.
- B.A. (Highest Honors) Economics, Swarthmore College, U.S.A.

Other Current Positions (as of 13 February 2019):

- **Listed Company (1 Company):**
 - Oct 2018 – Present Director, Osotspa Public Company Limited
- **Non-Listed Organization (3 Organizations):**
 - 2017 – Present Member of the Board of Directors, The Bank of Thailand Board
 - 2015 – Present Director, Puey Ungphakorn Institute for Economic Research, Bank of Thailand
 - 2014 – Present Member of the Monetary Policy Committee, Bank of Thailand
- **Other Entities that may have Conflicts of Interest with PTTEP: None**

Experiences in the past 5 years:

- 2011 – Jan 2018 Director and Managing Partner, The Advisor Company Limited
- 2012 – 2017 Executive Chairman, Thailand Future Foundation
- 2000 – 2017 Visiting Professor of Economics, Sasin Graduate Institute of Business Administration
- 2000 – 2016 Advisor on Academic Affairs, Sasin Graduate Institute of Business Administration
- 2011 – 2012 Director, TMB Bank Public Company Limited

Trainings:

- Advanced Audit Committee Program (AACP) 18/2015, Thai Institute of Directors Association
- Risk Management Committee Program (RMP) 6/2015, Thai Institute of Directors Association
- Director Accreditation Program (DAP) 94/2012, Thai Institute of Directors Association

Prestige Biography: -

Percentage of PTTEP Shareholding (as of 13 February 2019): 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	1 September 2014 – 28 March 2016	1 year 6 months
No. 2	28 March 2016 – 29 March 2019	3 years

Independent Director: February 2014 – Present (4 years 6 months)

Meeting Attendances (Year 2016 – 2018):

Meeting	2018	2017	2016
1. Board of Directors*	18/18 (100%)	15/16 (93.75%)	14/16 (87.50%)
2. Shareholder*	1/1 (100%)	1/1 (100%)	1/1 (100%)
3. Risk Management Committee**	15/15 (100%)	13/13 (100%)	14/14 (100%)
4. Audit Committee***	3/3 (100%)	4/5 (80%)	10/11 (90.91%)
5. Nominating Committee****	9/9 (100%)	8/8 (100%)	3/3 (100%)
6. Independent Directors Committee	4/4 (100%)	3/4 (75%)	4/4 (100%)
7. Non-Executive Directors Committee	1/1 (100%)	2/2 (100%)	2/3 (66.67%)

* Elected as a Director in the General Shareholder Meeting on 28 March 2016

** Appointed as Chairman of the Risk Management Committee on 1 April 2016

*** Appointed as a member of the Audit Committee on 1 April 2016 to 27 April 2017 and re-appointed on 25 October 2018

**** Appointed as a member of the Nominating Committee on 29 September 2016

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:**

Over the past 3-4 years, PTTEP has done an excellent job of securing an even more solid foundation for its business. It has improved its competitiveness through its cost reduction initiatives ("Save to be Safe"). It has ensured its balance sheet remained strong.

It has restructured its investments and, as part of its "coming home" strategy, refocused itself on Southeast Asia and a few priority regions. By winning both the Bongkot and Erawan concessions, it has helped to secure the future well-being of both the company and the country.

The next 3 years will be different. The priority for the company now is to grow from the foundation that has been laid. This growth will come from its key legacy assets (e.g., delivering on Mozambique and the Gulf of Thailand), from new acquisitions and exploration, and from new businesses that build on PTTEP's core strengths. New skills will need to be cultivated and acquired.

The central challenge facing the company in delivering this growth is execution. Ongoing corporate reorganization efforts will need to be intensified to create a more agile, accountable and performance -driven organization and culture. While such changes are difficult enough for any listed company, they will be especially challenging in the context of PTTEP which, as a state enterprise, must be held to a higher standard of governance.

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

Corporate governance is certainly an essential element for listed companies; however, it is even more important for PTTEP as a National Oil Company for three main reasons:

- As the National Oil Company, PTTEP's corporate governance principles and operations must be superior to other listed companies due to the diverse set of stakeholders which include parties from both public and private sectors
- As the National Oil Company that has direct operations with the environment, PTTEP must ensure social trust of being environmentally and socially responsible that shall be beyond required laws and regulations and with special transparency and verifiability.
- PTTEP shall pay special attention to the justification and benefit of minor shareholders due to the existence of connected transactions incurred from having PTT as the company's major shareholder.

3. Major General Nimit Suwannarat

Independent Director

Age: 47 years



Education:

- Master of Arts in International Relations, Chulalongkorn University
- Master of Science in Electrical Engineering (Communications and Signal Processing), University of Minnesota, Minnesota, U.S.A.
- Bachelor of Science in Electrical Engineering, Virginia Military Institute, Virginia, U.S.A.

Other Current Positions (as of 13 February 2019):

- Listed Company: None
- Non-Listed Organization (1 Organization):
 - Oct 2018 – Present Deputy Chief of Office, Office of Military Affairs Coordination to the Ministry of Foreign Affairs, Office of Policy Planning Ministry of Defence, Ministry of Defence
- Other Entities that may have Conflicts of Interest with PTTEP: None

Experiences in the past 5 years:

- Apr – Sep 2018 Staff Officer to the Minister of Defence, Ministry of Defence
- 2017 – Mar 2018 Commanding Officer, 1st Development Regiment, Royal Thai Army
- 2016 – 2017 Senior Operation Officer, Defence Industry and Energy Center, Office of the Permanent Secretary for Defence
- 2015 – 2016 Commanding Officer of the 1st Field Artillery Regiment King's Guard, Royal Thai Army
- 2010 – 2015 Executive Officer of the 1st Field Artillery Regiment, King's Guard, Royal Thai Army

Trainings:

- Director Certification Program (DCP) 216/2016, Thai Institute of Directors Association
- Public Key Infrastructure (Certification Authority, Digital Signature) Course, Ottawa, Canada
- Electronic Commerce Course, Orlando, Florida, U.S.A.
- Computer Emergency Response Team, Carnegie Melon, Pittsburg Pennsylvania, U.S.A.

- National Crisis Management Course, APCSS, Honolulu, Hawaii, U.S.A.
- Command and General Staff College (Class 83), Royal Thai Army
- Joint Staff Course, Joint Staff College
- Intermediate Certificate Course in Political Leadership in the New Era (Class 2), King Prajadhipok's Institute

Prestige Biography: -

Percentage of PTTEP Shareholding (as of 13 February 2019): 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	1 September 2014 – 28 March 2016	1 year 6 months
No. 2	28 March 2016 – 29 March 2019	3 years

Independent Director: September 2014 – Present (4 years 6 months)

Meeting Attendances (Year 2016 - 2018):

Meeting	2018	2017	2016
1. Board of Directors*	15/18 (83.33%)	12/16 (75%)	15/16 (93.75%)
2. Shareholder*	1/1 (100%)	1/1 (100%)	1/1 (100%)
3. Risk Management Committee**	9/15 (60%)	11/13 (84.62%)	10/14 (71.43%)
4. Nominating Committee**	9/9 (100%)	8/8 (100%)	7/8 (87.50%)
5. Independent Directors Committee	4/4 (100%)	4/4 (100%)	4/4 (100%)
6. Non-Executive Directors Committee	1/1 (100%)	1/2 (50%)	3/3 (100%)

* Elected as a Director in the General Shareholder Meeting on 28 March 2016

** Appointed as a member of the Risk Management Committee and Nominating Committee on 1 April 2016

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:**

I shall take part in stimulating pride, acceptance, and ownership of PTTEP among the Thai citizens. Moreover, apart from only petroleum exploration and production, I shall support the concept of alternative energy as part of the company's core business by which is foreseen as crucial from the continuous decline in petroleum resources.

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

My directorship shall be incorporated with corporate governance and ethics for the best benefits of PTTEP and its stakeholders. In bringing the organization towards a sustainable growth, PTTEP shall be concerned of the environment and society, professionalism, transparency, justification, honesty, and practicing appropriate treatments for subordinates and colleagues. These essentials could be delivered through adhering to the corporate's articles of association, corporate laws and regulations, and most importantly the principle of sufficiency economy.

4. Mr. Wirat Uanarumit

Director

Age: 56 years



Education:

- Master of Business Administration (Financial Management),
Pennsylvania State University, U.S.A.
- Bachelor of Engineering (Electrical Engineering), Chulalongkorn University

Other Current Positions (as of 13 February 2019):

- **Listed Company (1 Company):**
 - 2016 - Present Chief Operation Officer, Upstream Petroleum and Gas Business Group,
PTT Public Company Limited
- **Non-Listed Organization (8 Organizations):**
 - Nov 2018 – Present Chairman of the Board, PTT LNG Company Limited
 - 2016 – Present Director, Sakari Resources Limited
 - 2016 – Present Advisor to the President of the Association of Capital Market
Academy (ACMA)
 - 2016 – Present Advisory Committee, Trade, Investment Promotion & Business
Council, The Federation of Thai Industries
 - 2015 – Present Chairman, Thailand – Malaysia Business Council,
The Federation of Thai Industries
 - 2015 – Present Director, Chulalongkorn University Alumni Association (CUAA)
(2015-2017)
 - 2015 – Present Director under Thai-Chinese Railway Finance and Investment
Sub-Committee, Thai-Chinese Railway Development Committee
 - 2013 – Present Director & Audit Committee, Thailand Management Association (TMA)

- **Other Entities that may have Conflicts of Interest with PTTEP (2 Entities):**

- Nov 2018 – Present Chairman of the Board, PTT LNG Company Limited which is the service provider in LNG Terminal value chain. The company is a subsidiary of PTT Plc. who is the major shareholder of PTTEP
- 2016 – Present Chief Operation Officer, Upstream Petroleum and Gas Business Group, PTT Plc. which is an oil & gas company. PTT is the customer and also the major shareholder of PTTEP

Experiences in the past 5 years:

- Jun – Oct 2017 Chairman PTT Global LNG Company Limited
- 2016 – 2017 Chairman, PTT Energy Resources Company Limited
- 2014 – 2017 Director, Kamnoetvidya Science Academy School (KVIS) & Vidyasirimedhi Institute of Science and Technology (VISTEC)
- Jan – Sep 2016 Director, Thai Oil Public Company Limited
- 2015 – 2016 Director, The Joint Standing Committee on Commerce, Industry and Banking
- 2015 – 2016 Advisory Committee, Promoting and Supporting Office of Industries, The Federation of Thai Industries
- 2014 – 2016 Chief Financial Officer, PTT Public Company Limited
- 2014 – 2015 Director, Bangchak Petroleum Public Company Limited
- 2014 – 2015 Director, PTT International Trading Private Limited
- 2012 – 2015 Director, Star Petroleum Refining Public Company Limited (SPRC)

Trainings:

- Energy Literacy for a Sustainable Future (Class 13), Thailand Energy Academy
- The Rules of Laws for Democracy (Class 6), College of the Constitutional Court
- Ethical Leadership Program (ELP) 7/2017, Thai Institute of Directors Association
- Advanced Certificate Course in Public Economics Management for Executive (Class 20), The College of Politics and Governance, King Pradhipok's Institute (KPI)
- Anti-Corruption: Leadership Role of the Board, Thai Institute of Directors Association

- Thailand CG Forum: Governance as a Driving Force for Business Sustainability, The Stock Exchange of Thailand
- Executive Management with Business Development and Investment (Class 2), Institute of Business and Industrial Development (IBID)
- Director Certification Program Update (DCPU) 5/2015, Thai Institute of Directors Association
- Advanced Management Program, INSEAD Business School, France
- Advanced Management Program 184, Harvard Business School, U.S.A.
- Capital Market Academy Leadership Program (Class 4), Capital Market Academy
- The Program for Senior Executives on Justice Administration (Class 16), Office of the Judiciary
- Advanced Security Management Program (Class 2), The National Defence College Association of Thailand
- Director Certification Program (DCP) 8/2001, Thai Institute of Directors Association
- Audit Committee Program (ACP) 38/2012, Thai Institute of Directors Association
- TLCA Executive Development Program (Class 1), Association of Listed Companies, Stock Exchange of Thailand
- The Joint State – Private Sector Course (Class 2013), National Defence College

Prestige Biography : None

Percentage of PTTEP Shareholding (as of 13 February 2019): 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	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	None

**Being the Chief Operation Officer, Upstream Petroleum and Gas Business Group of PTT which is the parent company of PTTEP and being the Chairman of the Board of PTTLNG Co., Ltd. which is the subsidiary of PTT.*

Terms of Directorship at PTTEP:

No. 1	23 February 2015 – 28 March 2016	1 year 1 months
No. 2	28 March 2016 – 28 March 2019	3 years

Meeting Attendances (Year 2016 - 2018):

Meeting	2018	2017	2016
1. Board of Directors*	17/18 (94.44%)	15/16 (93.75%)	15/16 (93.75%)
2. Shareholder*	1/1 (100%)	1/1 (100%)	1/1 (100%)
3. Risk Management Committee**	13/15 (86.67%)	11/13 (84.62%)	12/14 (85.71%)
4. Non-Executive Directors Committee	1/1 (100%)	2/2 (100%)	3/3 (100%)

* Elected as a Director in the General Shareholder Meeting on 28 March 2016

** Appointed as a member of the Risk Management Committee on 1 April 2016

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:**

Under my directorship, I shall take part in specifying PTTEP's strategies as well as pushing forward the company as world-class organization and as the pride of Thailand. In achieving so, I shall drive efficiency development, innovation, capability of human resource in exploration and production, and increase of reserve from international and local investments to ensure energy security both for the nation and for PTTEP's sustainable growth. Moreover, the support for corporate transformation is also essential in order to seek for the "New S-Curve" to cope with business disruption under the current environment. The upcoming investment projects must also conform with the company's strategic direction and good corporate governance, financially well-managed, as well as being socially responsible.

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

Good corporate governance is crucial for PTTEP as it reveals and ensure all stakeholders of the Company's an efficient, transparent, and auditable management system which helps bring about long-term growth and sustainable value creation for the shareholders.

5. Ms. Penchun Jarikasem

Director

Age: 64 years



Education:

- Master of Science (Business Administration) Thammasat University
- Bachelor of Arts, Faculty of Arts, Chulalongkorn University

Other Current Positions (as of 13 February 2019):

- **Listed Company (1 Company):**
 - Oct 2018 – Present Independent Director and Chairman of the Audit Committee, Osotspa Public Company Limited
- **Non-Listed Organization (3 Organizations):**
 - 2018 - Present Director and Chairman of the Sub-committee for Finance and Accounting, State Railway of Thailand
 - 2018 – Present Independent Director and Chairman of the Audit Committee, Ritta Holdings Company Limited
 - 2017 – Present Advisory Committee for Fund Raising and Listed Company Oversight, The Securities and Exchange Commission (SEC)
- **Other Entities that may have Conflicts of Interest with PTTEP: None**

Experiences in the past 5 years:

- 2016 – 2018 Sub-committee for Finance and Budgeting Improvement, Office of The Public Sector Development Commission (OPDC)
- 2011 – 2015 Executive Vice President, Finance and Accounting Group, PTT Exploration and Production Public Company Limited
- 2006 – 2011 Executive Vice President, Corporate Finance, PTT Public Company Limited

Trainings:

- Board Matters and Trends (BMT) 6/2018, Thai Institute of Directors (IOD)
- Risk Management Program for Corporate Leaders Class (RCL) 13/2018, Thai Institute of Directors (IOD)
- Ethical Leadership Program (ELP) 11/2018, Thai Institute of Directors (IOD)
- The Executive Program in Energy Literacy for a Sustainable Future TEA (Class 6), Thailand Energy Academy (TEA)
- Role of Chairman Program (RCP) 36/2015, Thai Institute of Directors (IOD)
- Bhumipalung Phandin for Top Executives (Class 3), Chulalongkorn University
- Advanced Audit Committee Programs (AACP) 7/2012, Thai Institute of Directors (IOD)
- Senior Executive Program no.77 (SEP 77), London Business School (LBS)
- Director Certification Program (DCP) 113/2009, Thai Institute of Directors (IOD)
- Director Accreditation Program (DAP 75/2008), Thai Institute of Directors (IOD)
- Capital Market Academy Leadership (CMA 4), Capital Market Academy (CMA)

Prestige Biography: -

Percentage of PTTEP Shareholding (as of 13 February 2019): 10,000 Shares (0.00025%)

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	None

**Jan 2016 – Jan 2018 was an Advisor, PTTEP*

Terms of Directorship at PTTEP:

No. 1	1 February 2018 – 29 March 2019	1 year 1 month
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Meeting Attendances (Year 2016 – 2018):

Meeting	2018	2017	2016
1. Board of Directors*	16/16 (100%)	-	-
2. Shareholder*	1/1 (100%)	-	-
3. Risk Management Committee**	12/13 (92.31%)	-	-
4. Non-Executive Directors Committee	1/1 (100%)	-	-

* Elected as a Director on 1 Feb 2018

** Appointed as a member of Risk Management Committee on 1 Feb 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:**

Under the volatility and low oil prices environment, will direct PTTEP to be a sustainable leading Asian exploration and production company with competitive cost, agility, and readiness for change, supported by appropriate digital technology across the organization, as well as promote the company to expand its business to cover the gas value chain such as power and other related businesses where PTTEP has competitive advantages especially in CLMV countries.

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

- Set up a clear organization's structure and working procedures with check and balance to ensure management efficiency and business ethics, taking into account value creation for the company, shareholders and all stakeholders.
- Promote corporate culture to build "talented and good people" who work professionally, honestly and transparently and comply with rules and regulations.

Document and Evidence Required Prior to Attending the Meeting Day and Proxy

Registration to attend 2019 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 6) 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) Invitation Letter (QR code registration form) (Attachment 6), 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) Invitation Letter (QR code registration form) (Attachment 6), 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) Invitation Letter (QR code registration form) (Attachment 6) 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) Invitation Letter (QR code registration form) (Attachment 6) 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) Invitation Letter (QR code registration form) (Attachment 6) 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 Nominating Committee |
| • Ms. Panada Kanokwat | Independent Director, Member of the Audit Committee and Member of the Corporate Governance Committee |
| • Mr. Bundhit Eua-arporn | Independent Director and Chairman of the Nominating Committee |

As to avoid having interests to the agenda item 5: '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 22 March 2019**.
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.



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

วันที่ 27 กุมภาพันธ์ 2562

เรื่อง กำหนดการประชุมสามัญผู้ถือหุ้น
Subject Schedule of Annual General Meeting of Shareholders

สัญชาติ
Nationality

เรียน
To

เลขทะเบียนผู้ถือหลักทรัพย์
Shareholder's Registration No.

บ้านเลขที่
Address

สิ่งที่ส่งมาด้วย รายงานประจำปี และเอกสารประกอบการประชุม ฯลฯ
Attachment Annual report and the details of meeting document

โดยผู้ถือหลักทรัพย์จำนวนทั้งสิ้นรวม
Holding the total amount of

หุ้น/หน่วย
shares/units

ข้อมูลบริษัท / หลักทรัพย์

หุ้นสามัญ
Ordinary share

หุ้น/หน่วย
shares/units

หุ้นบริวาร
Preferred share

หุ้น/หน่วย
shares/units



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=PTTEP&date=190329>

วันที่ประชุม : วันศุกร์ที่ 29 มีนาคม 2562 เวลา 14:00 น.

Meeting Date : Friday, March 29, 2019 at 14:00 hrs.

สถานที่ประชุม : ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 ศูนย์การค้าเซ็นทรัลพลาซ่า (ฝั่งพลาซ่า) 1695 ถนนพหลโยธิน เขตจตุจักร กรุงเทพฯ
Meeting Venue : Bangkok Convention Center, 5th Fl, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin 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

(.....)

***** เปิดรับลงทะเบียนเวลา 10.30 น. ***** เพื่อความสะดวกในการลงทะเบียนผู้ถือหลักทรัพย์หรือผู้รับมอบฉันทะที่จะมาประชุม
โปรดนำเอกสารชุดนี้มาด้วย บริษัทขอสงวนสิทธิ์ไม่รับลงทะเบียน
กรณีที่ไม่เอกสารหลักฐานไม่ครบถ้วนหรือไม่ถูกต้องหรือไม่เป็นไปตามเงื่อนไข (สิ่งที่ส่งมาด้วย 6)

***** Open for registration at 10.30 hrs. ***** For registration convenience, shareholders or proxy holders who will attend the meeting, please
bring along this set of documents for your registration. The Company reserves the rights not to register if the supporting document or
evidence is incomplete, or incorrect, or unqualified. (Attachment 6)

ท่านสามารถค้นหารายละเอียดระเบียบวาระการประชุม พร้อมความเห็นกรรมการในเรื่องดังกล่าว
รวมทั้งสิ่งที่เสนอต่อที่ประชุมพร้อมรายละเอียดและเอกสารประกอบ การประชุมอื่นๆ ผ่าน QR Code หรือ URL
<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=PTTEP&date=190329> หรือ
ติดต่อขอรับเอกสารประกอบการประชุมได้ที่บริษัทผู้ออกหลักทรัพย์
เว็บไซต์: www.pttep.com / โทร 025374000 ต่อ 4803

หรือ SET Contact Center เว็บไซต์ : www.set.or.th/contactcenter / โทร 02 009 9999

The details of Meeting document is available online by scanning QR Code on this form or at URL www.set.or.th/tsd/investorportal/dfp.

You can also contact the issuer for the annual report

Website : www.pttep.com /Tel. +66 025374000 Ext. 4803

or SET Contact Center Website : www.set.or.th/contactcenter /Tel. +662 009 9999



PROXY Form A.

Duty Stamp
20 ฿

Written at _____

Date ____ Month ____ Year ____

1. I/We

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 64 Years Address: PTT Exploration and Production Public Company Limited
34th Floor, 555/1 Vibhavadee Rangsit Road

Chatuchak District, Bangkok 10900 or

☐ (2) Ms. Panada Kanokwat Age 69 Years Address: PTT Exploration and Production Public Company Limited
34th Floor, 555/1 Vibhavadee Rangsit Road

Chatuchak District, Bangkok 10900 or

☐ (3) Mr. Bundhit Eua-arporn Age 53 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 2019 Annual General Shareholders' Meeting to be held on Friday 29 March 2019 at 14.00 hours at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin 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 64 Years Address: PTT Exploration and Production Public Company Limited
34th Floor, 555/1 Vibhavadee Rangsit Road
Chatuchak District, Bangkok 10900 or
- ☐ (2) Ms. Panada Kanokwat Age 69 Years Address: PTT Exploration and Production Public Company Limited
34th Floor, 555/1 Vibhavadee Rangsit Road
Chatuchak District, Bangkok 10900 or
- ☐ (3) Mr. Bundhit Eua-arporn Age 53 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 2019 Annual General Shareholders' Meeting to be held on Friday 29 March 2019 at 14.00 hours at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin 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 2018 Performance Results and 2019 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, 2018

- ☐ (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 the dividend payment for 2018.

- ☐ (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 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 5: To approve the 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 6: 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

- | | | | | | |
|-----|----------------|---------------------------------|------------------------------|----------------------------------|----------------------------------|
| 6.1 | Candidate Name | Mr. Achporn Charuchinda | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |
| 6.2 | Candidate Name | Major General Nimit Suwannarat | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |
| 6.3 | Candidate Name | Mr. Sethaput Suthiwart-Narueput | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |
| 6.4 | Candidate Name | Mr. Wirat Uanarumit | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |
| 6.5 | Candidate Name | Ms. Penchun Jarikasem | <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 2019 Annual General Shareholders' Meeting to be held on Friday 29 March 2019 at 14.00 hours at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin 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 elect 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 ฿

1. I/We

Written at _____

Date ____ Month ____ Year ____

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 64 Years Address: PTT Exploration and Production Public Company Limited
34th Floor, 555/1 Vibhavadee Rangsit Road
Chatuchak District, Bangkok 10900 or
- ☐ (2) Ms. Panada Kanokwat Age 69 Years Address: PTT Exploration and Production Public Company Limited
34th Floor, 555/1 Vibhavadee Rangsit Road
Chatuchak District, Bangkok 10900 or
- ☐ (3) Mr. Bundhit Eua-arporn Age 53 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 2019 Annual General Shareholders' Meeting to be held on Friday 29 March 2019 at 14.00 hours at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin 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 2018 performance result and 2019 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, 2018

- ☐ (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 the dividend payment for 2018.

- ☐ (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 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 5: To approve the 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 6: 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

- | | | | | |
|-----|------------------------------|----------------------------------|--------------------|----------------------------------|
| 6.1 | Candidate Name | Mr. Achporn | Charuchinda | |
| | <input type="checkbox"/> For | <input type="checkbox"/> Against | | <input type="checkbox"/> Abstain |
| 6.2 | Candidate Name | Major General Nimit | Suwannatat | |
| | <input type="checkbox"/> For | <input type="checkbox"/> Against | | <input type="checkbox"/> Abstain |
| 6.3 | Candidate Name | Mr. Sethaput | Suthiwart-Narueput | |
| | <input type="checkbox"/> For | <input type="checkbox"/> Against | | <input type="checkbox"/> Abstain |
| 6.4 | Candidate Name | Mr. Wirat | Uanarumit | |
| | <input type="checkbox"/> For | <input type="checkbox"/> Against | | <input type="checkbox"/> Abstain |
| 6.5 | Candidate Name | Ms. Penchun | Jarikasem | |
| | <input type="checkbox"/> For | <input type="checkbox"/> Against | | <input type="checkbox"/> 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 2019 Annual General Shareholders' Meeting to be held on Friday 29 March 2019 at 14.00 hours at Bangkok Convention Center, 5th Floor, Central Plaza Ladprao (Plaza Zone), 1695 Phaholyothin 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 elect 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

(รองประธานกรรมการกรรมการอิสระ ประธานกรรมการบรรษัทภิบาล และกรรมการกำหนดค่าตอบแทน)

อายุ 64 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 64, Address: PTT Exploration and Production Public Company Limited 555/1, 34th Floor, Vibhavadi Rangsit Road, Chatuchak District, Bangkok 10900

2. นางสาวปนัดดา กนกวัฒน์

(กรรมการอิสระ กรรมการตรวจสอบ และกรรมการบรรษัทภิบาล)

อายุ 69 ปี ที่อยู่: บริษัท ปตท.สำรวจและผลิตปิโตรเลียม จำกัด (มหาชน) เลขที่ 555/1 ชั้น 34 ถนนวิภาวดีรังสิต เขตจตุจักร กรุงเทพฯ 10900

Ms. Panada Kanokwat

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

Age 69, Address: PTT Exploration and Production Public Company Limited 555/1, 34th Floor, Vibhavadi Rangsit Road, Chatuchak District, Bangkok 10900

3. นายบัณฑิต เอื้ออาภรณ์

(กรรมการอิสระ และประธานกรรมการสรรหา)

อายุ 53 ปี ที่อยู่: บริษัท ปตท.สำรวจและผลิตปิโตรเลียม จำกัด (มหาชน) เลขที่ 555/1 ชั้น 34 ถนนวิภาวดีรังสิต เขตจตุจักร กรุงเทพฯ 10900

Mr. Bundhit Eua-arporn

(Independent Director and Chairman of the Nominating Committee)

Age 53, Address: PTT Exploration and Production Public Company Limited 555/1, 34th Floor, Vibhavadi Rangsit Road, Chatuchak District, Bangkok 10900

กรรมการอิสระทั้ง 3 คนข้างต้น ไม่มีส่วนได้เสียในทุกระเบียบวาระการประชุม ยกเว้นระเบียบวาระที่ 5 พิจารณาค่าตอบแทนสำหรับคณะกรรมการและคณะกรรมการเฉพาะเรื่องซึ่งถือว่ามีส่วนได้เสีย ดังนั้น กรรมการอิสระที่ได้รับมอบฉันทะจะไม่ออกเสียงลงคะแนนในระเบียบวาระดังกล่าว (เว้นแต่กรณีผู้ถือหุ้นระบุให้กรรมการอิสระออกเสียงลงคะแนนแทนอย่างชัดเจนโดยใช้หนังสือมอบฉันทะแบบ ข. หรือ ค.)

All 3 above mentioned independent directors are considered to have no conflicts of interests in all agenda except the agenda item 5: "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) 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 Extraordinary Meeting whenever they think fit or shareholders holding not less than one-fifth of the total number of shares sold or not less than twenty-five shareholders holding not less than one-tenth of the total number of shares sold, may request the Board of Directors in writing to summon an Extraordinary Meeting of shareholders at any time, provided the written request shall specify clearly the reasons for the request. 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. (Please refer to Section 98, Section 99, and Section 100 of the PLCA)

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 along with other shareholders amounting as given are entitled to hold the meeting. This is subject to a condition that such group of shareholders shall convene 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 the 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.

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 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 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 office 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 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 of the PLCA)

(In this meeting, it is related to the Agenda Items 2 – 4 and 6)

(2) The resolutions to fix the director's remuneration shall require not less than two – thirds 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 5)

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) 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 behalf of him/her. (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 100.** 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 Extra-ordinary Meeting of shareholders at any time; provided that they shall also specify 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 fail to arrange the meeting within the period as in paragraph one, the shareholders who subscribed their names or along with other shareholders amounting as given are entitled to hold the meeting. This is subject to a condition that such group of shareholders shall convene the meeting within forty five days of the lapse of the due date in paragraph one. 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 the case that the shareholders' meeting called in accordance with paragraph two is not met by meeting quorum requirements as in Section 103, the shareholders who called for the meeting shall cover the expenses of that meeting themselves.

- **Section 105.** The chairman of the meeting of shareholders has duties to conduct the meeting to be in accordance with the articles of association of the company on meetings and in order of the agenda as arranged in the notice of meeting, unless the meeting resolves to change order of the agenda with votes not less than two-thirds 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 sold shares may request the meeting to consider other matters in addition to those specified in the notice of

In the case where the meeting has not concluded the consideration of matters in order of the agenda 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 meeting. Besides, the notice of meeting shall also be announced in a newspaper for 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 without compliance with or in violation of the articles of association of the company or the provisions of this Act, not less than five shareholders or shareholders amounting to less than one-fifth of the total number of sold shares may request the court to order revocation of such resolution of the meeting, but the request must be made within one month of 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 of the final judgment

- **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.

The balance sheet and the profit and loss account to be prepared under paragraph one or be prepared during the course of the accounting year of the company for submission to the meeting of shareholders for consideration to approve the board of directors shall have them prepared and completed 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, and 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 to the next meeting of shareholders for information.

Payment of dividend shall be made within one month from the date of the meeting of shareholders or of the resolution of the board of directors, as the case may be. However, a notice 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 make available to the auditor all reports and documents receivable by the shareholders in such meeting of shareholders to the auditor.

- **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 registration. 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 145.** The borrowing by the company by means of the issuance of debentures for offer for sale to the public shall be in accordance with the law on securities and stock exchange, and section 25 shall apply mutatis mutandis.

The resolution approving the issuance of debentures under paragraph one shall require the resolution of the meeting of shareholders passed by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

- **Section 218.** Any person who participated in the statutory meeting or meeting of share soldering 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 33.** No company shall offer for sale newly issued securities in the category of shares, debentures, bills, certificates representing the rights to purchase shares, certificates representing the rights to purchase debentures, and other securities as specified by the SEC, unless such offering:

- (1) falls under Section 63;
- (2) has obtained an approval from the SEC Office and complied with Section 65 or
- (3) is an offer for sale of newly issued securities by a public company limited and is made entirely to its shareholders in proportion of their existing shareholding and in consideration of full payment for value offered.

- **Section 35.** The application for the offering of newly issued securities and its approval under Section 32, Section 33 and Section 34 shall be in accordance with the rules, conditions and procedures as specified in the notification of the Capital Market Supervisory Board. In such event, the Capital Market Supervisory Board may specify the details of the following matters:

- (1) debt to equity ratio;
- (2) period for the offering for sale of securities;
- (3) subscription, underwriting and distribution of securities;
- (4) acceptance of payment and delivery of securities;
- (5) custody and arrangement concerning the payment for the subscription of securities;
- (6) any other conditions necessary to protect the public interest.

- **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 not 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.

2018 Annual Report and/or 2018 Sustainability Report Requisition Form in Hard Copy

Dear Corporate Secretary,

Shareholders' Registration No.

I/We

Address

Nationality

Please mark ✓ in ☐

2 fold
down
▼

1. Request for a hard copy of:

☐ 2018 Annual Report

☐ 2018 Sustainability Report

2. Means of receiving of the printed documents

☐ The Company sends the documents to the same address as above-mentioned

☐ The Company sends the documents to the address below:

Address _____ Moo _____ Soi _____

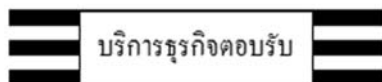
Village _____ Road _____

Sub-District _____ District _____

Province _____ Zip Code _____ Tel. _____

▲
1 fold
up

After completion of the information above, please send this form to the facsimile number 0-2537-4500 or fold into envelop and return it to the Company. The Company will further process pursuant to the shareholder's request.



กรุณาส่ง

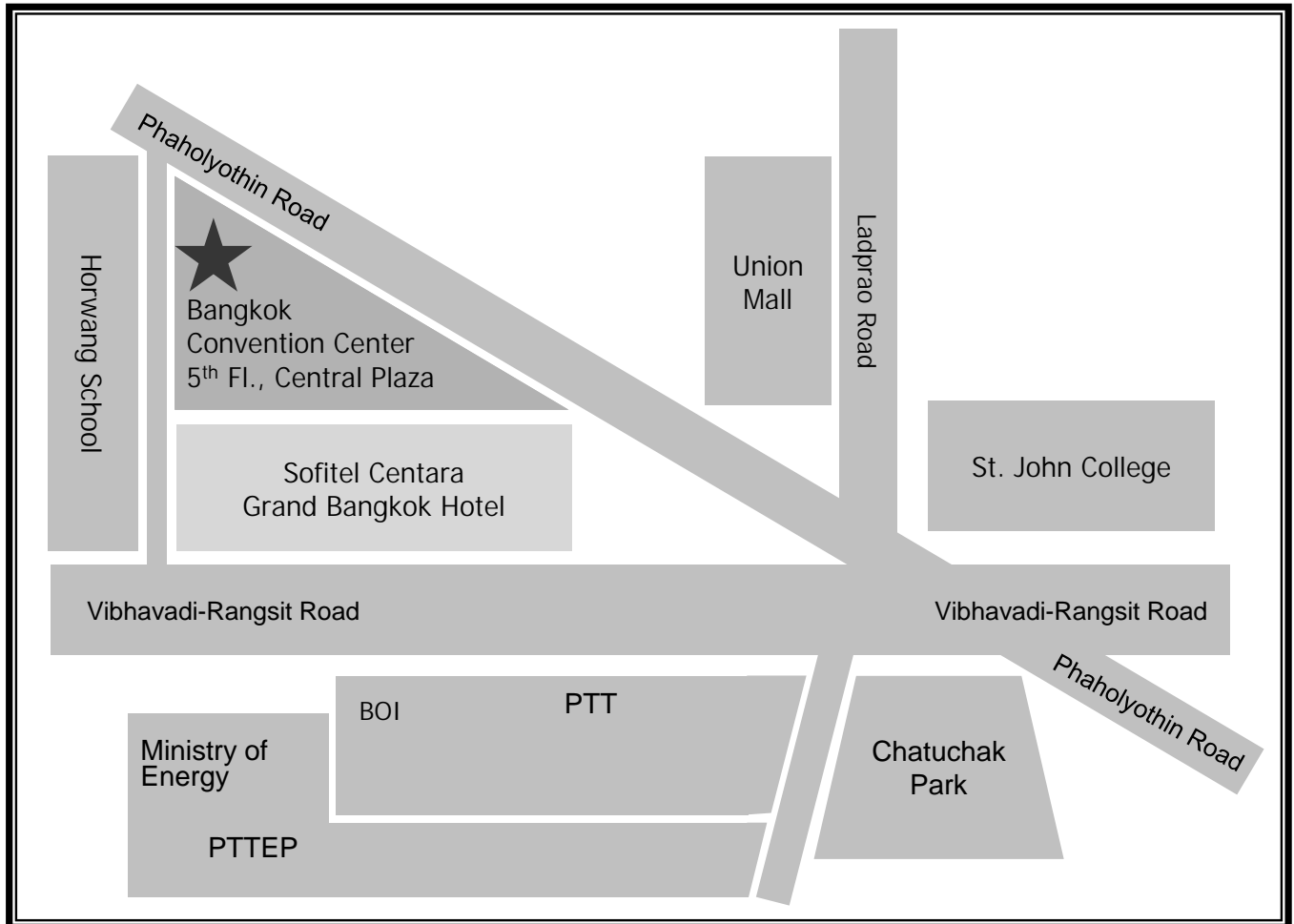
บริษัท ปตท.สำรวจและผลิตปิโตรเลียม จำกัด (มหาชน)
ศูนย์เอนเนอร์ยี คอมเพล็กซ์ อาคาร เอ
ชั้น 6, 19-36 เลขที่ 555/1 ถนนวิภาวดีรังสิต
เขตจตุจักร แขวงจตุจักร
กรุงเทพฯ 10900

(สายงานเลขานุการบริษัท)

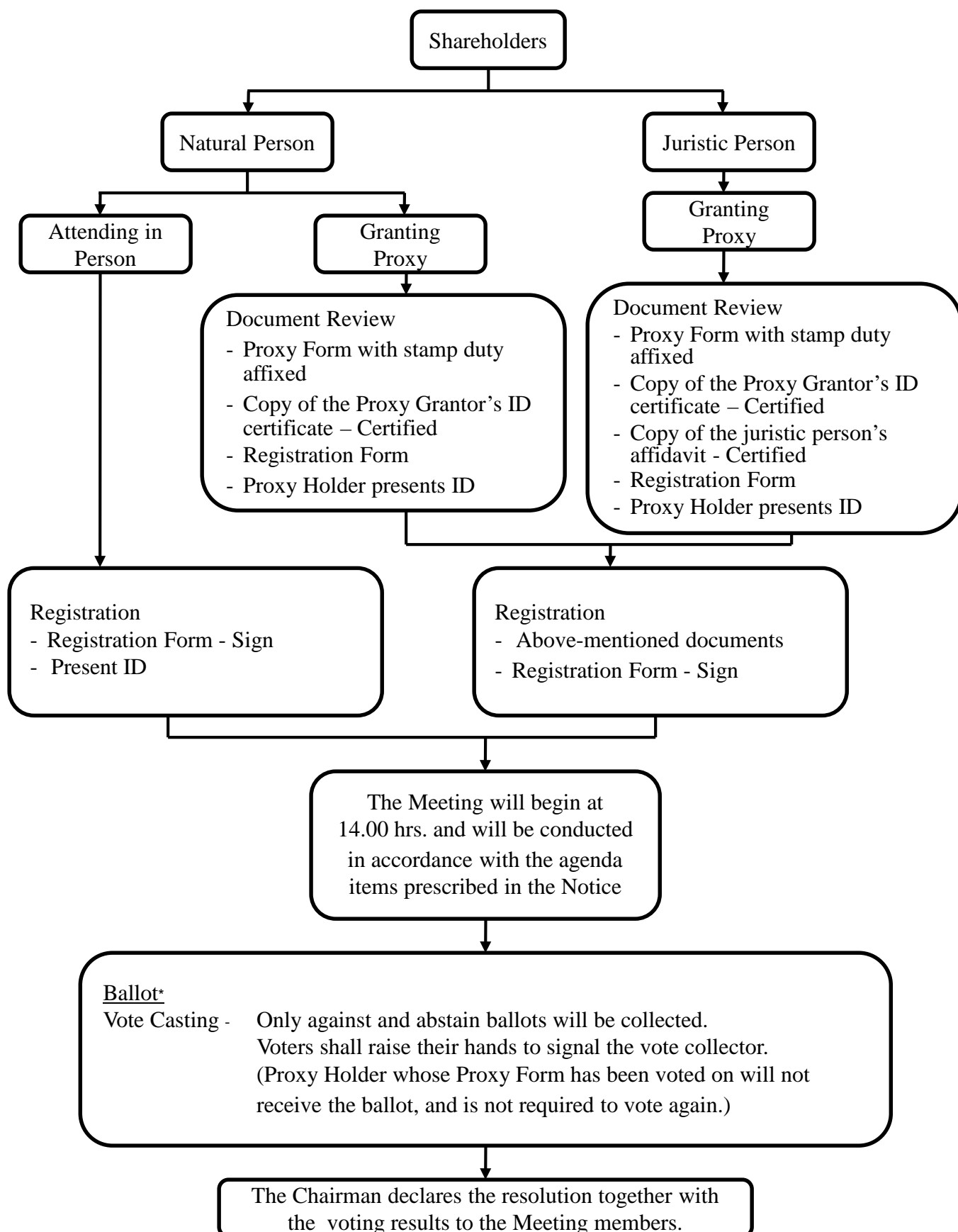
ใบอนุญาตเลขที่
ปน (น) 3225 ปณศ.จตุจักร
ถ้าฝากส่งในประเทศ
ไม่ต้องแนบตราไปรษณียากร



Map of the Meeting Location
Bangkok Convention Center, 5th Floor, Central Plaza Ladprao (Plaza Zone)
1695 Phaholyothin Road, Chatuchak, Bangkok 10900



Procedures for Attending the 2019 Annual General Shareholders' Meeting



* After the meeting is adjourned, please return the remaining ballots to the Company's officer for the voting review of the agenda item 6 regarding the election of new directors