

**Criteria for Minority Shareholders to Propose the Agenda  
and To nominate the Candidate for Being a Director  
(the “Candidate”) at the AGM in Advance**

**1. Objective**

PTT Public Company Limited has a strong intention to maintain an appropriate management with the highest effectiveness and efficiency acceptable to the shareholders and other stakeholders as a company with Good Corporate Governance.

To allow the minority shareholders to propose an agenda to the PTT’s Annual General Meeting of Shareholders (the “AGM”) and to nominate the Candidate in advance is considered as part of PTT's Good Corporate Governance in order to show the equitable and fairness treatment of all shareholders. In addition, for clarity and transparency of the procedures and methods for consideration, PTT has set up the criteria to allow the minority shareholders to propose the agenda and to nominate the Candidate before the AGM. By this mean, it will ensure that the agenda will be delicately selected and truly beneficial to the Company and the qualified Candidate will be selected and able to perform his or her duties effectively to attain the highest benefits of the Company and the stakeholders and also to affirm the conformity to the Good Corporate Governance.

**2. Definitions**

1. “AGM” has the meaning as described above;
2. “Board” means the Board of Directors of PTT Public Company Limited;
3. “Company” or “PTT” means PTT Public Company Limited; and
4. “Director” means the Director of PTT Public Company Limited.

**3. The Qualifications of Shareholders**

The shareholders who wish to propose the agenda or to nominate the Candidate must possess the following qualifications:

3.1 Being the shareholder(s) of the Company which can be either one shareholder or combined shareholders.

3.2 Minimum Number of Shares Being Held:

3.2.1 Holding not less than five percent of the total voting rights of the Company or

3.2.2 Holding not less than 1,000,000 shares of the Company for a continuous period of at least one year.

3.3 Must hold those shares as stipulated in 3.2 on the date on which the Agenda or the Candidate is being proposed.

3.4 Must hold those shares as stipulated in 3.2 on the Record Date in order to determine the right of the shareholders to attend the AGM of that year.

Please note that, if, after PTT having checked the name of the shareholder(s) on Record Date (as stipulated in 3.4) and it appears that such shareholder(s) in 3.1 does not hold the shares as stipulated in 3.2. PTT reserves the right not to propose the agenda or the Candidate to the AGM for consideration even though the same has been included in the notice of the AGM.

#### **4. Proposal of the Agenda**

##### **4.1 The Proposal that will not be put as Agenda**

(1) The proposal that violates the laws, rules, regulations of any government agencies or other government authorities supervising the Company or is not in compliance with the objectives, the Articles of Association, the shareholders' resolution, the Good Corporate Governance of the Company.

(2) The proposal that is beneficial only to a specific person or group.

(3) The proposal that is within the power and authority of the Board, but it causes the material effect to the shareholders in general.

(4) The proposal that deals with the matter in the ordinary cause of business of the Company and the information referred to by the shareholder(s) does not indicate any irregularity.

(5) The proposal that deals with the matter which the Company has already done.

(6) The proposal that is beyond the control of the Company.

(7) The proposal that the shareholders proposed in the shareholders' meeting during the past 12 months and was voted in favor by less than 10% of total voting rights of the Company and the facts of the said matter have not been changed in a material manner.

(8) The proposal that contains incomplete or incorrect information or the shareholders who has proposed the proposal cannot be contacted.

(9). The proposal proposed by the shareholder who does not have the qualifications as stipulated above in Item No. 3.

## **4.2 Consideration Procedures**

(1) The shareholder who possesses the qualifications as set in Item No. 3 must submit the form of AGM Agenda Proposal (Form A) to the Board or send the proposal unofficially via facsimile at 0-2537-3883 or through corporate secretary's email address at [corporatesecretary@pttplc.com](mailto:corporatesecretary@pttplc.com) or the Company's website at <http://www.pttplc.com>, before sending the original to the Board. In this regard, the original signed by the shareholder, the evidence of shareholding, namely, the certified letter of the securities company or other evidences issued by the Stock Exchange of Thailand, together with supporting documents beneficial for the Board's consideration (if any) must be delivered to the Company within **November 30, 2018**, in order to allow the Board to have adequate time for consideration.

(2) In case that there are a number of shareholders, who have the qualifications as stipulated in Item No.3, jointly propose the agenda to the Board, the first shareholder must fill Form A completely and affix his or her name as evidence. The rest of the shareholders must fill part (1) and (2) of Form A completely and affix their names as evidence separately, then gather each of those Form A, the evidence of shareholding, and other supporting documents (if any) together as one single set for submission to the Board. The alternative is to send the proposal unofficially before submitting the original in accordance with the details in (1) above.

(3) In case that one or more than one shareholders, who have the qualifications as required in Item No.3, propose more than one Agenda, the shareholders must fill Form A separately (One Form A per One Agenda), or may send the proposal unofficially before submitting the original according to the details in (1) above.

(4) The Corporate Secretary will initially review the proposal for the Board as follows:

(4.1) In case the information provided is incomplete or incorrect, the Corporate Secretary will notify the shareholders of the same within **December 7, 2018**. If the shareholder fails to correct and submit the revised original to the Company within **December 14, 2018**, the Corporate Secretary will notify the shareholders that the proposal is not accepted.

(4.2) In case the shareholders are not fully qualified as stipulated in Item No. 3, the Corporate Secretary will notify the shareholders that their proposal is not accepted within **December 7, 2018**.

(4.3) The Corporate Secretary will propose the proposal that does not fall within (4.1) or (4.2) above to the Board meeting to be held in **December 2018**.

(5) The Board will consider the proposal that does not fall under any of No. 4.1 (1) – (9) unless the Board considers otherwise.

(6) The proposal approved by the Board, along with the Board opinion will be included as part of the agenda of the AGM. For the proposal disapproved by the Board, the Company will promptly inform the shareholders of the same with the reason of the Board's refusal through the SET's channel after the Board meeting or the next working day. Such information will be posed on the Company's website at <http://www.pttplc.com> and announced to all shareholders at the AGM.

## 5. **The Nomination of the Candidate**

### 5.1 **Candidate Qualifications**

The Candidate must have the following qualifications:

- (1) Not over 65 years old;
- (2) Having the qualifications according to the Public Company Act, Securities and Exchange Act and other related laws, rules, regulations, announcements, together with the Good Corporate Governance of the Company;
- (3) Being knowledgeable, capable, independent, dedicated, and healthy mentally and physically, be of suitable age and be able to perform director's duties with care and loyalty. The candidate must be able to attend the Directors' meeting regularly, study meeting agendas in advance, and productively participate in the meeting in a straightforward manner. The Candidate must also be a reputable businessperson with integrity and recognized by the society;<sup>1</sup>
- (4) Having good knowledge required for the business of the Company, i.e., petroleum and energy business, engineering, business administration, marketing, international business, accounting, finance, fiscal, law, public administration, Technology, economic sand science; and
- (5) Should not serve many board positions at the same time.

### 5.2 **Consideration Procedures**

(1) The shareholder who possesses the qualifications as set out in Item No 3. must submit the form of Nominating Candidate (Form B) to the Board or may submit the proposal unofficially via facsimile at 0-2537-3883 or through corporate secretary's email address at [corporatesecretary@pttplc.com](mailto:corporatesecretary@pttplc.com) or the Company's website at <http://www.pttplc.com> before sending the original to the Board. In this regard, the original signed by the shareholder must be delivered to the Company within **November 30, 2018** together with the following documents:

- (1.1) The evidence of shareholding in 3.2 and 3.3, namely, the certified letter of the securities company or other evidences issued by the Stock Exchange of Thailand;
- (1.2) The evidence of the Candidate's consent;
- (1.3) Supporting documents of the Candidate's qualifications, including the educational at background and work experiences (Curriculum Vitae); and
- (1.4) Other supporting documents beneficial for the Board's consideration (if any).

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<sup>1</sup> Duty and Responsibility of the Nominating Committee, 2011

(2) In case that there are a number of the shareholders, who have the qualifications as required in Item No. 3., nominate the Candidate to the Board, the first shareholder must fill Form B completely and affix his or her name as evidence. The rest of shareholders must fill in part (1) and (2) of Form B completely and affix their names as evidence separately then gather each of those Form B, the evidence of shareholding, and supporting documents (if any) together as one single set for submission to the Board. The alternative is to send the proposal unofficially before submitting the original in accordance with the details in (1) above.

(3) In case one or more than one shareholders nominate more than one Candidates, the shareholders must fill Form B separately (One Form B per One Candidate), or may send the proposal unofficially before submitting the original according to the details in (1) above.

(4) The Corporate Secretary will initially review the proposal for the Board as follows:

(4.1) If the information provided is incomplete or incorrect, the Corporate Secretary will notify the shareholder of the same within **December 7, 2018**. If the shareholder fails to correct and submit the revised original to the Company within **December 14, 2018**. The Corporate Secretary will notify the shareholders that the proposal is not accepted.

(4.2) If the Candidate does not have the qualifications as required in 5.1 or the shareholder does not have the qualifications as required in 3, the Corporate Secretary will notify the shareholders that the proposal is not accepted within **December 7, 2018**.

(4.3) The Corporate Secretary will propose the proposal that does not fall within (4.1) or (4.2), to the Nominating Committee and the Board, respectively, for their consideration in **December 2018**.

(5) The Nominating Committee will consider the qualifications of the Candidate, pursuant to the Duties and Responsibilities of the Nominating Committee, and propose the same to the Board for consideration unless considered otherwise.

(6) The Company will propose the list of the qualified Candidates with appropriate qualifications to the State Enterprise Policy Committee for further consideration. In case that any of the Candidates is disapproved by the State Enterprise Policy Committee, the Corporate Secretary will notify the shareholder of the same within 15 days after the consideration of the State Enterprise Policy Committee is delivered to the Company.

(7) The names of the Candidate approved by the Board and the State Enterprise Policy Committee, along with the Board opinion will be included in the agenda of the AGM. For the disapproved Candidate(s), the Company will promptly inform the shareholders of the same with the reason of the Board's refusal through the SET's channel after the Board meeting or the working day. Such information will be posed on the Company's website at <http://www.pttplc.com> and announced to all shareholders at the AGM.

**Form to Propose AGM Agenda**

(1) I am (Mr./Mrs./Miss) \_\_\_\_\_, being the shareholder of PTT Public Company Limited, holding \_\_\_\_\_ shares, residing at \_\_\_\_\_ Road \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Mobile Phone Number \_\_\_\_\_ Home/Office Phone \_\_\_\_\_ E-mail address (if any) \_\_\_\_\_

(2) I would like to propose the agenda of the Annual General Meeting of Shareholders of the year \_\_\_\_\_ Regarding \_\_\_\_\_

(3) Proposal for consideration \_\_\_\_\_ and have supporting information beneficial for consideration (such as fact or reason etc.) as follows:

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_ and other supporting documents (if any) have been enclosed and certified true copy at every page, \_\_\_\_\_ pages in total.

I certify that all information written in this Form A, the evidence of shareholding, the and other supporting documents are correct and affix the name as evidence below.

\_\_\_\_\_  
 \_\_\_\_\_ Shareholder signature  
 ( \_\_\_\_\_ )  
 Date \_\_\_\_\_

**Remarks**

1. The shareholders must enclose the evidence of shareholding such as the certified certificate of shareholding from securities company or any other certificates issued by the Stock Exchange of Thailand (SET). For natural persons: a certified true and correct copy of valid identification card or passport (in case of foreigner) must also be enclosed. In case the shareholder is a juristic person, the copy of affidavit must be enclosed. Also, the copy of authorized director's identification card or passport (in case of the foreigner) who has signed his/her name in this Form A must be enclosed and certified as true copy.
2. The shareholders are able to send proposal unofficially in advance via facsimile at 0-2537-3883 or through Corporate Secretary's email address at [corporatesecretary@pttplc.com](mailto:corporatesecretary@pttplc.com) or the Company's Website at <http://www.pttplc.com> before sending the original to the Company.
3. The original of this Form A must be delivered to the Company within **November 30, 2018** in order to allow the Board of Directors to consider it in accordance with the Criteria and to propose it to the **2019 AGM**.
4. In case there are a number of shareholders proposing the agenda, all shareholders must fill Form B and affix their names as evidence separately then gather each of those Form A together as one single set in accordance with No. 4.2 (2) of the Criteria.
5. In case that one or more than one shareholders propose more than one agenda, the Form A must be filled separately according to no. 4.2 (3) of the Criteria.
6. In case that the shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified a true copy.
7. PTT will reject any proposal if founded that information provided is incomplete or incorrect; or those shareholders cannot be contacted; or the candidate are not considered fully qualified.

**To :**

**Corporate Secretary  
PTT Public Company Limited (PTT)  
PTT Office Building, 24<sup>th</sup> Floor,  
555 Vibhavadi Rangsit Road,  
Chatuchak, Bangkok 10900  
Thailand**

(From to propose AGM agenda)

**Form to Nominate Candidate**

(1) I am (Mr./Mrs./Miss) \_\_\_\_\_, being the shareholder of PTT Public Company Limited, holding \_\_\_\_\_ shares, residing at \_\_\_\_\_ Road \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Mobile Phone Number \_\_\_\_\_ Home/Office Phone \_\_\_\_\_ E-mail address (if any) \_\_\_\_\_

(2) I would like to nominate (Mr./Mrs./Miss) \_\_\_\_\_ Age \_\_\_\_\_ who is fully qualified in accordance with the criteria of the Company to be the director (the "Candidate"). The Candidate has been signed below as the evidence of consent. The curriculum vitae of the Candidate and other supporting documents (if any) have been enclosed and certified true copy in every page, \_\_\_\_\_ pages in total.

I certify that all information written in this Form B, the evidence of shareholding, the evidence of consent and other supporting documents are correct and affix the name as evidence below.

\_\_\_\_\_  
( \_\_\_\_\_ )  
Date \_\_\_\_\_

(4) I am (Mr./Mrs./Miss) \_\_\_\_\_, the Candidate in (2), consent and certify that the qualifications and other documents submitted (if any) in (2) are correct and agree to adhere to the Good Corporate Governance of the Company, and affix the name as evidence below.

\_\_\_\_\_  
( \_\_\_\_\_ )  
Date \_\_\_\_\_

**Remarks**

1. The shareholders must enclose the evidence of shareholding such as the certified certificate of shareholding from securities company or any other certificates issued by the Stock Exchange of Thailand (SET). For natural persons: a certified true and correct copy of valid identification card or passport (in case of foreigner) must be enclosed. In case shareholder is a juristic person, the copy of the affidavit must be enclosed. Also, the copy of authorized director's identification card or passport (in case of the foreigner) who has signed his/her name in this Form B must be enclosed and certified true copy.
2. The shareholders are able to send proposal unofficially in advance via facsimile at 0-2537-3883 or through Corporate Secretary's email address at [corporatesecretary@pttplc.com](mailto:corporatesecretary@pttplc.com) or the Company's Website at <http://www.pttplc.com> before sending the original to the Company.
3. The original of this Form B must be delivered to the Company within **November 30, 2018** in order to allow the Nominating Committee and the Board of Directors to consider it in accordance with the Criteria and to propose it to the **2019 AGM**.
4. In case that there are a number of shareholders proposing the name of the Candidate, all shareholders must fill Form B and affix their names as evidence separately then gather each of those Form B together as one single set in accordance with No. 5.2(2) of the Criteria.
5. In case that one or more than one shareholders propose more than one Candidates, the Form B must be filled separately according No. 5.2 (3) of the Criteria.
6. In case shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy.
7. PTT will reject any proposal if founded that information provided is incomplete or incorrect; or those shareholders cannot be contacted; or candidate are not considered fully qualified.



**To :**

**Corporate Secretary  
PTT Public Company Limited  
PTT Office Building, 24<sup>th</sup> Floor,  
555 Vibhavadi Rangsit Road,  
Chatuchak, Bangkok 10900  
Thailand**

(From to nominate director)